


GANESHA ECOVERSE LIMITED

(Formerly known as SVP Housing Limited)

Our Company was originally constituted as a Private Limited Company having CIN U25209DL2003PTC118413 by the name of Apollo Fittings Private Limited under the provisions of the Companies Act, 1956, on January 10, 2003, in New Delhi. Subsequently, the name of the Company was changed to Mahabir Metallex Private Limited vide a fresh Certificate of Incorporation dated January 13, 2014. Further, the Company was converted into a public limited company vide a fresh Certificate of Incorporation dated February 7, 2014, and consequently the name of the company was changed to Mahabir Metallex Limited. Thereafter, the name of the Company was changed to SVP Housing Limited, on March 14, 2017. Further, the name of the Company has been changed to “Ganesha Ecoverse Limited” vide a fresh certificate of incorporation dated August 21, 2023. Further the Certificate of Registration dated August 22, 2023, was issued upon change in object clause of the Company. The CIN of the Company is L13114DL2003PLC118413. For further details of changes in name and changes in registered office, see “General Information” on page no. 37 of this Draft Letter of Offer.

Registered Office: P3-211, Second Floor, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi – 110006
Telephone No.: +91-7054308130 | **Email :** ganeshaecoverse@gmail.com | **Website :** www.ganeshaecoverse.com
Contact Person: Ms. Neha Gajwani, Company Secretary and Compliance Officer
Corporate Identification Number: L13114DL2003PLC118413

PROMOTERS OF THE COMPANY: 1) SANDEEP KHANDELWAL, 2) VISHNU DUTT KHANDELWAL		
FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF GANESHA ECOVERSE LIMITED ONLY		
<p>ISSUE OF UP TO 1,34,15,280 FULLY PAID-UP EQUITY SHARES OF THE FACE VALUE OF ₹ 10/- EACH (“RIGHTS EQUITY SHARES”) OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 35/- PER RIGHTS EQUITY SHARE AGGREGATING UP TO ₹ 4,695.35 LAKH ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 6 (SIX) RIGHTS EQUITY SHARES FOR EVERY 5 (FIVE) FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY ON THE RECORD DATE, THAT IS, ON DAY[●], DATE[●] (THE “ISSUE”). FOR DETAILS, SEE “TERMS OF THE ISSUE” ON PAGE 119.</p>		
WILLFUL DEFAULTER OR FRAUDULENT BORROWER		
<p>Neither our Company, nor our promoters or any of the directors are identified as willful defaulters or fraudulent borrowers. For further details, see “Other Regulatory and Statutory Disclosures on page 113.</p>		
GENERAL RISKS		
<p>Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Company and the Issue including the risks involved. The Rights Equity Shares have not been recommended or approved by the Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this Draft Letter of Offer. Specific attention of investors is invited to the statement of ‘Risk factors’ beginning on page number 22 of this Draft Letter of Offer.</p>		
ISSUER’S ABSOLUTE RESPONSIBILITY		
<p>Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Letter of Offer contains all information with regard to the Company and the issue which is material in the context of the issue, that the information contained in the Draft Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this Draft Letter of Offer as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.</p>		
LISTING		
<p>The Existing Equity Shares of our Company are listed on SME Platform of BSE Limited (“BSE SME” or “Stock Exchange”). Our Company has received “In-principle” approval from BSE for listing the Rights Equity Shares vide their letter dated [●]. For the purposes of this Issue, the Designated Stock Exchange is BSE Limited.</p>		
REGISTRAR TO THE ISSUE		
	<p>Skyline Financial Services Private Limited D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi 110020 Telephone: 011-40450193-197 E-mail: ipo@skylinerta.com Investor grievance: grievances@skylinerta.com Website: www.skylinerta.com Contact person: Mr. Anuj Rana SEBI Registration No: INR000003241</p>	
ISSUE SCHEDULE		
ISSUE OPENS ON	LAST DATE FOR ON-MARKET RENUNCIATION*	ISSUE CLOSES ON#
[●]	[●]	[●]

*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

#Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

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**SECTION I GENERAL
DEFINITION AND ABBREVIATIONS**

This Draft Letter of Offer uses the definitions and abbreviations set forth below, which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislations, acts, regulations, rules, guidelines or policies shall be to such legislations, acts, regulations, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Draft Letter of Offer, but not defined herein, shall have the same meaning (to the extent applicable) ascribed to such terms under the SEBI (ICDR) Regulations, the Companies Act, 2013, the SCRA, the Depositories Act, and the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in Industry Overview, Statement of Special Tax Benefits, Financial Information, Outstanding Litigation Defaults & Material Development and Terms of Issue on pages 54, 51, 78, 90 and 119, respectively, shall have the meaning given to such terms in such sections.

General Terms:

Terms	Description
Company”, “our Company”, “the Company”, “the Issuer” or “Ganisha Ecoverse Limited (Formerly formerly known as SVP Housing Limited”	Ganisha Ecoverse Limited (Formerly known as SVP housing Limited) , a public limited company incorporated under the Companies Act, 1956, having its registered office at P3-211, Second Floor, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi – 110006.
“we”, “us”, or “our”	Unless the context otherwise indicates or implies, refers to our Company.

Issue related terms:

Term	Description
“Abridged Letter of Offer” or “ALOF”	Abridged Letter of Offer to be sent to the Eligible Equity Shareholders with respect to this Issue in accordance with the provisions of the SEBI ICDR Regulations and the Companies Act, 2013.
Allot, Allotment or Allotted	Allotment of Rights Equity Shares pursuant to this Issue.
Allotment Accounts	The accounts opened with the Bankers to this Issue, into which the Application Money lying credit to the Escrow Account and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act, 2013.
Allotment Advice	Note, advice or intimation of Allotment sent to each successful Applicant who has been or is to be Allotted the Rights Equity Shares pursuant to the Issue.
Allotment Account Banks	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being, Yes Bank Limited.

Term	Description
Allotment Date	Date on which the Allotment shall be made pursuant to this Issue.
Allottee(s)	Person(s) who shall be allotted Rights Equity Shares pursuant to the Allotment.
Applicant(s) or Investor(s)	Eligible Equity Shareholder(s) and/or Renouncee(s) who are entitled to apply or make an application for the Rights Equity Shares pursuant to this Issue in terms of this Draft Letter of Offer.
Application	Application made through (i) submission of the Application Form or plain paper Application to the Designated Branch of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Equity Shares at the Issue Price.
Application Form	Unless the context otherwise requires, an application form (including online application form available for submission of application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Applicant to make an application for the Allotment of Rights Equity Shares in this Issue.
Application Money	Aggregate amount payable in respect of the Rights Equity Shares applied for in the Issue at the Issue Price.
Application Supported by Blocked Amount or ASBA	Application used by an investor to make an application authorizing the SCSB to block the Application Money in an ASBA account maintained with the SCSB.
ASBA Account	Account maintained with the SCSB and specified in the Application Form or the plain paper Application by the Applicant for blocking the amount mentioned in the Application Form or the plain paper Application.
ASBA Applicant / ASBA Investor	As per the SEBI Master Circular, all investors (including renouncee) shall make an application for a rights issue only through ASBA facility.
Basis of Allotment	The basis on which the Rights Equity Shares will be Allotted to successful Applicants in consultation with the Designated Stock Exchange i.e BSE Limited under this Issue, as described in Terms of the Issue on page 119 of this Draft Letter of Offer.
Bankers to the Issue Agreement	Agreement to be entered into by and among our Company, the Registrar to the Issue and the Banker(s) to the Issue for collection of the Application Money from Applicants/Investors, transfer of funds to the Allotment Account and where applicable, refunds of the amounts collected from Applicants/Investors, on the terms and conditions thereof.
ASBA Bid	A Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations.
Bankers to the Issue	Collectively, the Escrow Collection Bank, the Allotment Account Banks and the Refund Account Bank to the Issue.
Controlling Branches or Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate with the Registrar to the Issue and the Stock Exchanges, a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34
Demographic Details	Details of Investors including the Investor's address, PAN, DP ID, Client ID, bank account details and occupation, where applicable
Designated Branches	Such branches of the SCSBs which shall collect the Application Form or the plain paper application, as the case be, used by the ASBA Investors and a list of which is available on

Term	Description
	https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34
Designated Stock Exchange	BSE Limited
Depository(ies)	NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 1996.
Draft Letter of Offer/ DLOF	This Draft Letter of Offer dated July 09, 2024, filed with the Designated Stock Exchange (i.e., BSE) for its observations and In-Principle Approval.
Eligible Equity Shareholders	Existing Equity Shareholders of our Company as on the Record Date, i.e., [●].
Entitlement Letter/ Rights Entitlement Letter	A letter to be dispatched by the Registrar to all Existing Equity Shareholders as on the Record Date which will contain details of their Rights Entitlements based on their shareholdings as on the Record Date.
Issue / Rights Issue	This issue of up to 1,34,15,280* Equity Shares for cash at a price ₹35/- per Equity Share (including ₹25/- premium per Equity Share) aggregating to ₹ 4,695.35 Lakh# which is not exceeding ₹5,000 Lakh on a rights basis to the Eligible Equity Shareholders of our Company in the ratio of 6:5 (i.e., 6 Equity Shares for every 5 fully paid-up Equity Shares) held by the Eligible Equity Shareholders on the Record date that is on [●]. * Subject to finalization of the Basis of Allotment #Assuming full subscription
Issue Closing Date	[●]
Issue Opening Date	[●]
Issue Material	Collectively, the Letter of Offer, Abridged Letter of Offer, the Common Application Form and Rights Entitlement Letter, and any other material relating to the Issue.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants can submit their applications, in accordance with the SEBI (ICDR) Regulations.
Issue Price	₹35/- (Rupees Thirty-Five Only) per Equity Share
Issue Proceeds / Gross Proceeds	Gross proceeds of this Issue i.e., including Issue expenses.
Issue Size	Amount aggregating to up to ₹ 4,695.35 Lakh. (Assuming full subscription)
Letter of Offer / LOF	The Final Letter of Offer dated [●] that will be filed with the BSE Limited and with SEBI after incorporating the observations received from BSE on DLOF.
Net Proceeds	The Issue Proceeds less the Issue related expenses. For further details, please see to the chapter titled “Objects of the Issue” beginning on page 46.
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off-market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws.
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchange through a registered stockbroker in accordance with the SEBI Rights Issue Circulars and

Term	Description
	the circulars issued by the Stock Exchanges, from time to time, and other applicable laws, on or before [●].
Original Shareholders	Original Shareholders shall mean the Resident Shareholders who are holding the Equity Shares of our Company as on the Record Date i.e. [●]. The Shareholders who receive the renounced Equity Shares offered in this Issue shall not be considered as Original Shareholders.
Proposed Acquisition	M/s GESL Spinners Private Limited, a Company incorporated under the provisions of the Companies Act 2013, wherein the Rights Issue proceeds are proposed to be invested in, vide Agreement dated July 08, 2024.
Record Date	Designated date for the purpose of determining the Eligible Equity Shareholders eligible to apply for Rights Equity Shares, being [●].
Registrar to the Issue	Skyline Financial Services Private Limited.
Registrar Agreement	Agreement dated July 09, 2024, entered into between our Company and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue.
Renouncee(s)	Any person(s) who, not being the original recipient has/have acquired the Rights Entitlement, in accordance with the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars.
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on [●], in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date.
Rights Entitlements	<p>The right to apply for the Rights Equity Shares, being offered by way of this Issue, by an Investor, in accordance with the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, in this case being 6:5 (6 Rights Equity Shares for every 5 Equity Shares held by an Eligible Equity Shareholder, on the Record Date, excluding any fractional entitlements.</p> <p>Pursuant to the provisions of the SEBI (ICDR) Regulations and the SEBI Rights Issue Circular, the Rights Entitlements shall be credited in dematerialized form in respective demat accounts of the Eligible Equity Shareholders before the Issue Opening Date.</p>
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders. The Rights Entitlements are also accessible on the website of our Company.
Rights Equity Shareholders	A holder of the Rights Equity Shares, from time to time.
Rights Equity Shares	Equity shares of our Company to be allotted pursuant to this Issue on Allotment.
Self-Certified Syndicate Banks” or “SCSBs	Self-certified syndicate banks registered with SEBI, which offers the facility of ASBA. A list of all SCSBs is available at website of SEBI and/or such other website(s) as may be prescribed by SEBI from time to time.
Stock Exchange	The Stock Exchange where our Equity Shares are presently listed, being BSE limited.

Term	Description
“GSPL” or “Target Company”	GESL Spinners Private Limited a private company incorporated on September 09, 2022, vide Corporate Identification Number: U17299UP2022PTC170471, having its registered office at Gate No. 192 & 196, Village – Temra, Tehsil- Bilaspur, Rampur, Uttar Pradesh, India, 244921
Transfer Date	The date on which Application Money held in the Escrow Account and the Application Money blocked in the ASBA Account will be transferred to the Allotment Accounts in respect of successful Applications, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange.
Willful Defaulter	Company or person, as the case may be, categorized as a willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by RBI and includes any company whose director or promoter is categorized as such.
Working Day(s)	Working Days as defined under Regulation 2(1)(mmm) of the SEBI ICDR Regulations.

Issuer and Industry related terms:

Term	Description
BIO-R Yarn	Biodegradable Yarns
CAGR	Compounded Annual Growth Return
FDY	Fully Drawn Yarn
FR YARNS	Flame Retardant Yarns
GDP	Gross Domestic Product
HDPF	High-Density Polyethylene
LDPE	Low-Density Polyethylene
PET	Polyethylene Terephthalate
PLI	Production Linked Incentive
POY	Partially Oriented Yarn
PP	Polypropylene
PVC	Poly Vinyl Chloride
RPET	Recycled Polyethylene Terephthalate
RPSF	Recycled Polyester Staple Fibre
SITP	Scheme for Integrated Textile Parks
SPA	Share Purchase Agreement
SSA	Share Subscription Agreement

Abbreviations:

Terms	Descriptions
₹/ Rs. / Rupees or INR	Indian Rupee.
AGM	Annual General Meeting
Arbitration Act	Arbitration and Conciliation Act, 1996.
AS / Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India as notified under the Companies (Accounts) Rules, 2014

Terms	Descriptions
ASBA Circulars	Collectively, SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011, and the SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020.
CDSL	Central Depository Services (India) Limited.
Central Government / Government of India / GoI	Central Government of India.
CIN	Corporate Identification Number
Companies Act, 1956	Erstwhile Companies Act, 1956 along with the rules made thereunder.
Companies Act, 2013 / Companies Act	Companies Act, 2013 along with the rules made thereunder.
Depositories Act	Depositories Act, 1996 including subsequent amendments thereof.
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
DIN	Director Identification Number.
DP / Depository Participant	Depository Participant as defined under the Depositories Act.
DP ID	Depository Participant Identification.
EBITDA	Profit for the year before finance costs, tax, depreciation, amortization and depletion expenses, exceptional items and other income as presented in the statement of profit and loss in the Financial Statements.
EGM	Extraordinary General Meeting
EPS	Earnings per share.
ETF	Exchange Traded Fund
Annual Audited Financial Statements	The audited financial statements of our Company for Fiscal 2023 and Fiscal 2022 are prepared as per Accounting Standards under Companies Act, 2013, and for the Fiscal 2024, are prepared as per Indian Accounting Standards as notified under the Companies Act, 2013.,
Financial Information	Collectively the Annual Audited Financial Statements unless otherwise specified in context thereof.
Financial Year / FY /Fiscal	Period of 12 months ended March 31 of that particular year.
Foreign Portfolio Investors /FPIs	Foreign portfolio investors as defined under the SEBI FPI Regulations, registered with SEBI under applicable laws in India.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
PFUTP Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003.
GDP	Gross Domestic Product.
Government	Central Government and/or the State Government, as applicable.
GST	Goods and Services Tax.
HUF	Hindu Undivided Family
IEPF	Investor Education and Protection Fund
IFRS	International Financial Reporting Standards.

Terms	Descriptions
Income-tax Act	Income-tax Act, 1961.
Ind AS	Indian Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
India	Republic of India.
Indian GAAP	Generally Accepted Accounting Principles followed in India.
IPC	Indian Penal Code, 1860.
ISIN	International Securities Identification Number.
Listing Agreement	Equity listing agreement entered into between our Company and the Stock Exchange.
MCA	The Ministry of Corporate Affairs, Government of India.
Mutual Fund	Mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
N.A. / N/A	Not applicable.
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PBT	Profit Before Tax
PAT	Profit After Tax
Restated Financial Statements/ Restated Financial Information	Restated Financial Information of our Company, which comprises of the Restated Statement of Assets and Liabilities as at March 31, 2024, 2023 and 2022, the Restated Statements of Profit and Loss (including other comprehensive income), Restated Statement of changes in equity and the Restated Statement of Cash flows for the years ended March 31, 2024, 2023 and 2022, and the Summary of Significant Accounting Policies and other explanatory information prepared in terms of the requirements of (i) Section 26 of Part 1 of Chapter III of the Companies Act, 2013; (ii) the SEBI ICDR Regulations; and (iii) the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended from time to time. For details, see “Financial Information” on page 78 of this Draft Letter of Offer.
RBI	Reserve Bank of India.
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement.
SAT	Securities Appellate Tribunal.
SCN	Show Cause Notice.
SCRA	Securities Contracts (Regulation) Act, 1956.
SCR	Securities Contracts (Regulation) Rules, 1957.
SEBI	Securities and Exchange Board of India.
SEBI Act	Securities and Exchange Board of India Act, 1992.
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
SEBI Rights Issue Circulars	Collectively, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference

Terms	Descriptions
	number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 and SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996.
SMS	Short Message Service.
State Government	Government of a state of India.
Trademarks Act	Trademarks Act, 1999

NOTICE TO INVESTORS

The distribution of Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other offering material and the issue of Rights Entitlements and the Rights Securities on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Letter of Offer, the Abridged Letter of Offer, the Application Form, or the Rights Entitlement Letter may come, are required to inform themselves about and observe such restrictions.

Our Company is making this Issue on a Rights Basis to the Eligible Equity Shareholders as on record date and will dispatch the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material only to Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address to our Company, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials, as applicable will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Investors can also access this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, and the Stock Exchange.

Our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form in the event the issue material have been sent on the E-mail address registered with the company.

No action has been or will be taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that this Draft Letter of Offer has been filed with BSE for observation with the Stock Exchange. Accordingly, the Rights Entitlements and the Rights Securities may not be offered or sold, directly or indirectly, and this Draft Letter of Offer, the Abridged Letter of Offer, the Application Form and the Rights Entitlement Letter and any other offering materials or advertisements in connection with this Issue may not be distributed, in whole or in part, in or into any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction.

The Letter of Offer, the Abridged Letter of Offer, the Application Form or the Rights Entitlement Letter may not be used for the purpose of, and do not constitute, an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Letter of Offer, the Abridged Letter of Offer, the Application Form or the Rights Entitlement Letter must be treated as sent for information only and should not be acted upon for subscription to Rights Securities and should not be copied or re-distributed. Accordingly, persons receiving a copy of the Letter of Offer, the Abridged Letter of Offer, the Application Form or the Rights Entitlement Letter should not, in connection with the issue of the Rights Securities or the Rights Entitlements, distribute or send the Letter of Offer, the Abridged Letter of Offer, the Application Form or the Rights Entitlement Letter in or into any jurisdiction where to do so would or might contravene local securities laws or regulations or would subject the Company or its affiliates to any filing or registration requirement (other than in India). If the Letter of Offer, the Abridged Letter of Offer, the Application Form or Rights Entitlement Letter is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Securities or the Rights Entitlements referred to the Letter of Offer, the Abridged Letter of Offer, the Application Form or the Rights Entitlement Letter. The Company is not making any representation to any person regarding the

legality of an investment in the Rights Entitlements or the Rights Securities by such person under any investment or any other laws or regulations. No information in the Draft Letter of Offer should be considered to be business, financial, legal, tax or investment advice.

Any person who makes an application to acquire Rights Entitlements and the Rights Securities offered in this Issue will be deemed to have declared, represented, warranted and agreed that such person is authorized to acquire the Rights Entitlements and the Rights Securities in accordance with the legal requirements applicable in such person's jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India). In addition, each purchaser of Rights Entitlements and the Rights Securities will be deemed to make the representations, warranties, acknowledgments and agreements set forth in "Other Regulatory and Statutory Disclosures" on page 113.

Neither the delivery of the Letter of Offer nor any sale of Rights Securities hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of the Letter of Offer or the date of such information. Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of buying or selling of Rights Securities or Rights Entitlements. As a result, each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters concerning the offer of the Rights Securities or Rights Entitlements. In addition, neither our Company nor any of its affiliates is making any representation to any offeree or purchaser of the Rights Securities regarding the legality of an investment in the Rights Securities by such offeree or purchaser under any applicable laws or regulations.

The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the United States Securities Act, 1933, as amended ("Securities Act"), or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof ("United States" or "U.S.") or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act ("Regulation S")), except in a transaction exempt from the registration requirements of the Securities Act. The Rights Entitlements and Rights Equity Shares referred to in the Letter of Offer are being offered in India and in jurisdictions where such offer and sale of the Rights Equity Shares and/ Or Rights Entitlements are permitted under laws of such jurisdictions, but not in the United States. The offering to which the Letter of Offer and Abridged Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any securities or rights for sale in the United States or as a solicitation therein of an offer to buy any of the said securities or rights.

Accordingly, the Letter of Offer / Abridged Letter of Offer, Entitlement Letter and Application Form should not be forwarded to or transmitted in or into the United States at any time.

Neither our Company nor any person acting on behalf of our Company will accept subscriptions or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on behalf of our Company has reason to believe, is in the United States when the buy order is made. No payments for subscribing for the Rights Equity Shares shall be made from US bank accounts and all persons subscribing for the Rights Equity Shares and wishing to hold such Rights Equity Shares in registered form must provide an address for registration of the Rights Equity Shares in India.

We, the Registrar to the Issue or any other person acting on behalf of us, reserve the right to treat as invalid any Application Form which: (i) does not include the certification set out in the Application Form to the effect that the subscriber does not have a registered address (and is not otherwise located) in the United States and is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations; (ii) appears to us or its agents to have been executed in, electronically transmitted from or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where we believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and we shall not be bound to allot or issue any Rights Equity Shares in respect of any such Application Form. Rights Entitlements may not be transferred or sold to any person in the United States.

ENFORCEMENT OF CIVIL LIABILITIES

The Company is a Public Limited (Listed) Company under the laws of India and all the Directors, and Executive Officers are residents of India. It may not be possible or may be difficult for investors to affect service of process upon the Company or these other persons outside India or to enforce against them in courts in India, judgments obtained in courts outside India. India is not a party to any international treaty in relation to the automatic recognition or enforcement of foreign judgments.

However, recognition and enforcement of foreign judgments is provided for under Sections 13, 14 and 44A of the Code of Civil Procedure, 1908, as amended (the “Civil Procedure Code”). Section 44A of the Civil Procedure Code provides that where a certified copy of a decree of any superior court (within the meaning of that section) in any country or territory outside India which the Government of India has by notification declared to be a reciprocating territory, is filed before a district court in India, such decree may be executed in India as if the decree has been rendered by a district court in India. Section 44A of the Civil Procedure Code is applicable only to monetary decrees or judgments not being in the nature of amounts payable in respect of taxes or other charges of a similar nature or in respect of fines or other penalties. Section 44A of the Civil Procedure Code does not apply to arbitration awards even if such awards are enforceable as a decree or judgment. Among others, the United Kingdom, Singapore, Hong Kong and the United Arab Emirates have been declared by the Government of India to be reciprocating territories within the meaning of Section 44A of the Civil Procedure Code.

The United States has not been declared by the Government of India to be a reciprocating territory for the purposes of Section 44A of the Civil Procedure Code. Under Section 14 of the Civil Procedure Code, an Indian court shall, on production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction unless the contrary appears on the record; but such presumption may be displaced by proving want of jurisdiction.

A judgment of a court in any non-reciprocating territory, such as the United States, may be enforced in India only by a suit upon the judgment subject to Section 13 of the Civil Procedure Code, and not by proceedings in

execution. Section 13 of the Civil Procedure Code, which is the statutory basis for the recognition of foreign judgments (other than arbitration awards), states that a foreign judgment shall be conclusive as to any matter directly adjudicated upon between the same parties or between parties under whom they or any of them claim litigating under the same title except where:

- The judgment has not been pronounced by a court of competent jurisdiction.
- The judgment has not been given on the merits of the case.
- The judgment appears on the face of the proceedings to be founded on an incorrect view of international law or a refusal to recognize the law of India in cases where such law is applicable.
- The proceedings in which the judgment was obtained are opposed to natural justice.
- The judgment has been obtained by fraud; and/or
- The judgment sustains a claim founded on a breach of any law in force in India.

A suit to enforce a foreign judgment must be brought in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. In addition, it is unlikely that an Indian court would enforce foreign judgments if it considered the amount of damages awarded as excessive or inconsistent with public policy or if the judgments are in breach of or contrary to Indian law. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the Reserve Bank of India to repatriate any amount recovered pursuant to execution of such judgment. Any judgment in a foreign currency would be converted into Rupees on the date of such judgment and not on the date of payment and any such amount may be subject to income tax in accordance with applicable laws. The Company cannot predict whether a suit brought in an Indian court will be disposed of in a timely manner or be subject to considerable delays.

PRESENTATION OF FINANCIAL INFORMATION

Certain Conventions

Unless otherwise specified or the context otherwise requires, all references in this Draft Letter of Offer to (i) the 'US' or 'U.S.' or the 'United States' are to the United States of America and its territories and possessions; (ii) 'India' are to the Republic of India and its territories and possessions; and the 'Government' or 'GoI' or the 'Central Government' or the 'State Government' are to the Government of India, Central or State, as applicable.

Financial Data

Unless stated otherwise or the context otherwise requires, the financial data in this Draft Letter of Offer is derived from the (a) Restated Financial Information of our Company, which comprises of the Restated Statement of Assets and Liabilities as at March 31, 2024, 2023 and 2022, the Restated Statements of Profit and Loss (including other comprehensive income), Restated Statement of changes in equity and the Restated Statement of Cash flows for the years ended March 31, 2024, 2023 and 2022, and the Summary of Significant Accounting Policies and other explanatory information prepared in terms of the requirements of (i) Section 26 of Part 1 of Chapter III of the Companies Act, 2013; (ii) the SEBI ICDR Regulations; and (iii) the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended from time to time; prepared in accordance with the recognition and measurement principles laid down under the Companies Act, 2013, and other accounting principles generally accepted in India. For further information, see "*Financial Information*" beginning on page 78 of this Draft Letter of Offer.

In this Draft Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off and unless otherwise specified all financial numbers in parenthesis represent negative figures. Our Company has presented all numerical information in this Draft Letter of Offer in "lakh" units or in whole numbers where the numbers have been too small to represent in lakh. One lakh represents 1,00,000.

Our Fiscal commences on April 1 of each calendar year and ends on March 31 of the succeeding calendar year, so all references to a particular "Fiscal Year", "Fiscal", "Financial Year" or "FY" are to the 12 months period ended on March 31 of that year.

Currency and Units of Presentation

In this Draft Letter of Offer, references to "Rupees" or "Rs." or "INR" are to Indian Rupees, the official currency of the Republic of India. All references to 'million' / 'Million' / 'Mn' refer to one million, which is equivalent to 'ten lacs' or 'ten lakhs', the word 'Lacs / Lakhs / Lac' means 'one hundred thousand' and 'Crore' means 'ten million and 'billion / bn./ Billions' means 'one hundred crores'.

Exchange Rates

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

Currency	Exchange rate as on			
	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2021
1 USD	83.37	82.22	75.81	73.50

1 Euro	90.22	89.61	84.66	86.10
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(Source: www.rbi.org.in and www.fbil.org.in)

Industry and Market Data

Unless stated otherwise, market and industry data used in this Draft Letter of Offer has been obtained or derived from publicly available information, industry publications and sources. Industry publications generally state that the information that they contain has been obtained from sources believed to be reliable but that the accuracy, adequacy, completeness, reliability or underlying assumption are not guaranteed. Similarly, industry forecasts and market research and industry and market data used in this Draft Letter of Offer, while believed to be reliable, have not been independently verified by our Company or its respective affiliates and neither our Company nor its respective affiliates make any representation as to the accuracy of that information. Accordingly, investors should not place undue reliance on this information.

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FORWARD - LOOKING STATEMENTS

Certain statements contained in this Draft Letter of Offer that are not statements of historical fact constitute 'forward-looking statements'. Investors can generally identify forward-looking statements by terminology including 'anticipate', 'believe', 'continue', 'can', 'could', 'estimate', 'expect', 'intend', 'may', 'objective', 'plan', 'potential', 'project', 'pursue', 'shall', 'should', 'will', 'would', 'future', 'forecast', 'target' or other words or phrases of similar import. Similarly, statements that describe our objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements. All statements regarding our Company's expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements may include planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Draft Letter of Offer that are not historical facts.

These forward-looking statements contained in this Draft Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. All forward-looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Important factors that could cause our actual results, performances and achievements to differ materially from any of the forward-looking statements include, among others:

- Volatility in the supply and pricing of our raw material or absence of agreements/arrangements with suppliers and failure of suppliers to meet their obligations;
- Availability of comparable products, as well as intense competition from existing players and new entrants;
- Dependence on one or more customers and if one or more of such customers choose not to source their requirements from us;
- Any adverse changes in the Plastic Waste Management Rules, 2016/ Plastic Waste (Amendment) Rules, 2022 or delay in the implementation of the Guidelines on Extended Producer Responsibility for Plastic Packaging as amended, from time to time
- Our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks that have an impact on our business activities or investments;
- Occurrence of natural calamities or natural disasters affecting the areas in which our Company/ the proposed acquisition has operations;
- Any disruption in production at or shutdown of, or underutilization of the manufacturing facilities of our proposed acquisition.
- General, political, economic, social and business conditions in India and other global markets;
- Other factors beyond our control.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed in the section "Risk Factors" on page 22.

By their nature, market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains, losses or impact on net interest income and net income could materially differ from those that have been estimated, expressed or implied by such forward looking

statements or other projections. The forward-looking statements contained in this Draft Letter of Offer are based on the beliefs of management, as well as the assumptions made by, and information currently available to, the management of our Company. Although our Company believes that the expectations reflected in such forward-looking statements are reasonable at this time, it cannot assure investors that such expectations will prove to be correct. Given these uncertainties, Investors are cautioned not to place undue reliance on such forward-looking statements. In any event, these statements speak only as of the date of this Draft Letter of Offer or the respective dates indicated in this Draft Letter of Offer and our Company has not undertaken any obligation to update or revise any of them, whether as a result of new information, future events, changes in assumptions or changes in factors affecting these forward looking statements or otherwise. If any of these risks and uncertainties materialize, or if any of our Company's underlying assumptions prove to be incorrect, the actual results of operations or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements.

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SUMMARY OF THIS DRAFT LETTER OF OFFER

The following is a general summary of certain disclosures included in this Draft Letter of Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Letter of Offer or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Letter of Offer, including the chapters, “Objects of the Issue”, “Outstanding Litigation and Other Defaults” and “Risk Factors” on pages 46, 90, and 22 respectively.

Summary of our business

As on date we are into the business of trading post-consumer pet bottles waste that involves the buying and selling of post-consumer PET (Polyethylene Terephthalate) bottle scrap. PET bottles are widely used for packaging various beverages, household products, and personal care items due to their lightweight, durable, and recyclable nature and their scrap is used, after processing and recycling, in making textile grade fibers, filament yarn, bottle grade pet resin, packaging sheets, etc.

Summary of Industry

Companies often use sustainable practices, including the use of rPET, as a tool for brand differentiation and to enhance their market image. This can be particularly influential in competitive markets where businesses seek to stand out through their environmental commitments thus fuelling market growth. In addition, many large-scale companies are switching to rPET technology to protect the environment. For instance, in 2023, US-based bottled water brand Chlorophyll Water announced the launch of new bottles made using 100% recycled polyethylene terephthalate (rPET). Due to this, market growth is propelling across the globe. The India rPET market reached a volume of 670 Kilo Tons in 2023, growing at a CAGR of 9.9% during 2017-2023. Looking forward, the India rPET market is expected to reach a volume of 2,759 Kilo Tons by 2029, growing at a CAGR of 24.5% during 2024-2029. The India rPSF market reached a volume of 516 Kilo Tons in 2023, growing at a CAGR of 10.5% during 2017-2023. Looking forward, the India rPSF market is expected to reach a volume of 869 Kilo Tons by 2029, growing at a CAGR of 8.7% during 2024-2029. India boasts a prominent position in the global yarn spinning industry, holding the second-largest spinning capacity globally at 48 million spindles. This translates to a 30% share in the global yarn trade, making India the market leader in yarn exports (approximately 1.2 million tons). Moreover, India's overall yarn spinning production of manmade fiber, manmade filament yarn, cotton yarn, and blended non-cotton yarn, is expected to grow at a CAGR of 5.1%, 8.4%, 2.4%, and 1.6% respectively during 2024-2028.

Source: IMARC Report

Our Promoters

During the financial year 2023-24, pursuant to an Open Offer made by our Promoters, Mr. Vishnu Dutt Khandelwal and Mr. Sandeep Khandelwal under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 vide Letter of Offer dated March 31, 2023, for acquisition of control of the Company and pursuant to the Share Purchase Agreement (“SPA”) dated January 06, 2023, **Mr. Vishnu Dutt Khandelwal** and **Mr. Sandeep Khandelwal** have become the New Promoters of the Company and the erstwhile Promoter Group ceased to be the Promoters of the Company.

Objects of the Issue

The proposed utilization of the Net Proceeds is set forth in the table below:

(₹ in lakhs)

S.N.	Particulars	Amount (In ₹ Lakhs)
1.	Investment in the Equity shares of “GESL Spinners Private Limited” (“Target Company”)	4,649.50/-
2.	General Corporate Purposes*	[●]
	Total Net Proceeds*	[●]

(*) Assuming full subscription in this Issue and subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds. For further details, please see the chapter titled “Objects of the Issue” on page 46

Intention and extent of participation by the Promoter and Promoter Group

Our Promoter by way of their letters date June 18, 2024 (the “Promoter and Promoter Group Letters”) have informed the Company that they may (i) subscribe and apply in the proposed rights issue to the full extent of their Rights Entitlement or renounce their rights entitlement only to the extent of renunciation within the Promoter & Promoter Group; (ii) Subscribe to Rights Entitlements, if any, which are renounced in their favor by any other member(s) of the Promoter & Promoter Group which would remain unsubscribed; and (iii) Subscribe to additional Rights Equity Shares in the Issue to the extent of the Issue Size, subject to compliance with the minimum public shareholding requirement as prescribed under the Securities Contracts (Regulation) Rules, 1957 in the event of any under- subscription.

The acquisition of Rights Equity Shares by our Promoter, over and above their Rights Entitlements, as applicable, or subscription to the unsubscribed portion of this Issue, shall not result in a change of control of the management of our Company. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

Summary of Financial Information.

In the Financial Year 2023-24, Since, there has been a change in control and management of the Company therefore, as per the provisions of Part B 1 of Schedule VI of the SEBI (ICDR) Regulations, the Company, at its Board Meeting held on May 30, 2024, has approved the restated financials for the Financials Years 2024, 2023 and 2022. Following are the details as per the Restated Financial Information as at and for the Financial Years ended on March 31, 2024, March 31, 2023 and March 31, 2022:

(₹ in lakhs)

S. No	Particulars	March 31, 2024	March 31, 2023	March 31, 2022
1.	Equity Share capital	1117.94	1117.94	1117.94
2.	Net Worth	897.31	804.92	1128.51
3.	Revenue	592.53	10.16	2,309.83
4.	Profit after tax	423.05	(323.59)	(128.44)
5.	Earnings per share	3.78	(2.89)	(1.15)
6.	Net Asset Value per equity share	8.02	7.20	10.10
7.	Total borrowings (as per balance sheet)	1885.54	1453.50	1183.50

Summary of Outstanding Litigation

A summary of pending legal proceedings and other material litigations involving our Company is provided below:

Name	By/Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings	Actions by regulatory authorities	Amount Involved (₹Lakhs)
Company	By	-	-	-	-	-
	Against	-	-	1		Not Ascertainable

For further details, please refer chapter titled “Outstanding Litigations & Material Development” beginning on page 90 of this Draft Letter of Offer.

Risk Factors

For details of the risks associated with our Company, please see the section titled “Risk Factors” beginning on page 22.

Summary of Contingent Liabilities

For details of contingent liabilities for the FY 2023-24, please see the section titled “Financial Information” beginning on page 78.

Summary of Related Party Transactions

For details of related party transactions for FY 2023-24, please see the section titled “Financial Information” beginning on page 78.

Issue of equity shares made in last one year for consideration other than cash.

Our company has not issued equity shares for consideration other than cash in last one year, immediately preceding this Draft Letter of Offer.

Split or consolidation of Equity Shares in the last one year.

Our company has not undertaken split or consolidation other than cash in last one year.

SECTION II - RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Letter of Offer, including the risks and uncertainties summarized below, before making an investment in our Equity Shares. The risks described below are relevant to the industries our Company is engaged in, our Company and our Equity Shares. To obtain a complete understanding of our Company, you should read this section in conjunction with the chapters titled “Our Business Overview” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page numbers 62 and 82, respectively, of the Draft Letter of Offer as well as the other financial and statistical information contained in the Draft Letter of Offer.

If any one or more of the following risks as well as other risks and uncertainties discussed in the Draft Letter of Offer were to occur, our business, financial condition and results of our operation could suffer material adverse effects, and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of investment. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is therefore subject to a legal and regulatory environment that may differ in certain respects from that of other countries.

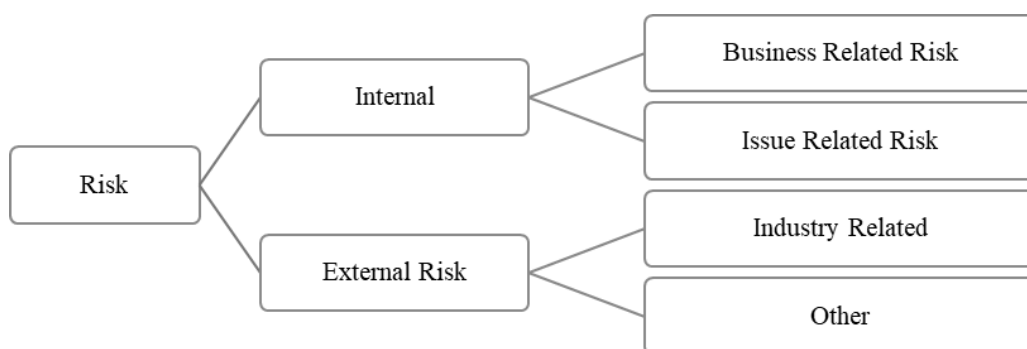
The Draft Letter of Offer also contains forward looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in the Draft Letter of Offer. These risks are not the only ones that our Company face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.

Materiality

The Risk factors have been determined on the basis of their materiality, which has been decided on the basis of following factors:

1. Some events may not be material individually but may be material when considered collectively.
2. Some events may have an impact which is qualitative though not quantitative.
3. Some events may not be material at present but may have a material impact in the future.

Classification of Risk Factors



INTERNAL RISKS

1. Our Company does not have established business operations and manufacturing facility at present.

The Company's absence of existing business operations and manufacturing facilities in the recycled Polyethylene Terephthalate (PET) textile industry presents substantial risks to its financial growth and establishment. Entering this market of recycled PET textile, without prior operational infrastructure can lead to numerous challenges in establishing efficient production processes, maintaining quality standards, and scaling operations to meet industry demands. The initial phase will require considerable investment in acquiring or developing PET recycling and textile manufacturing facilities, as well as building a skilled workforce, potentially impacting timelines, costs, and overall profitability.

Furthermore, while the Company has recently initiated post used consumer PET bottle trading, procuring these materials from scrap dealers, rag pickers and bailers, this activity alone does not guarantee a seamless transition into full-scale manufacturing. The present-day promoters do bring prior experience in the recycled PET textile business (*please refer chapter title Our Business on page number 62 of this Draft Letter of Offer*), however, their experience does not assure success in this new venture. They must navigate the complexities of the market, technological advancements, regulatory requirements, and competitive pressures, all of which could significantly impact the Company's ability to achieve its financial and operational goals. The combination of these factors underscores the substantial risks involved in this ambitious move into the recycled PET textile industry.

2. Our revenues for the financial period ended March 31, 2024 is from a single customer only. Any loss of business from it may adversely affect our revenues and profitability.

Our revenues for the financial period ended March 31, 2024, is from a single customer only. Any decline in our quality standards, growing competition and any change in the demand for our product by our customer may adversely affect our ability to retain it. We cannot assure that we shall generate the same quantum of business, or any business at all, from present day customer base of the Company, and loss of business may adversely affect our revenues and profitability. However, the composition and revenue generated from present client might change if we are able to add new clients in normal course of business.

3. We have incurred losses in the recent past and have made a profit in the Financial Year 2023-24. Continuous financial losses incurred by us may be perceived adversely by external parties such as clients and bankers, which could affect our reputation, business, financial condition and results of operation.

Our Company has incurred losses in the recent past, the details of which are provided below:

(Rs. in Lakhs)

Particulars	31-Mar-24	31-Mar-23	31-Mar-22
Profit/(Loss)	423.05	(323.59)	(128.44)

While we are currently profitable, there can be no assurance that we will not incur losses in any future periods, or that there will not be an adverse effect on our reputation or business as a result of such losses. Such losses incurred by us may be perceived adversely by external parties such as customers, bankers, and suppliers, which could affect our reputation.

- 4. Our Company has experienced negative Cash Flow from Operating, Investing as well as financing activities in the past and may continue to do so in the future, which could have a material adverse effect on our business, prospects, financial condition, cash flows and results of operations.**

Our Company has experienced negative net cash flow from Operating, Investing as well as financing activities in the past, the details of which are provided below:

(Rs. in Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Net Cash Flow from/ (used in) Operating Activities	(21.43)	(89.46)	322.49
Net Cash Flow from/ (used in) Investing Activities	6.14	(97.40)	0.66
Net Cash Flow from/ (used in) Financing Activities	93.50	190.09	(322.47)

We may incur negative cash flows in the future which could have a material adverse effect on our business, prospects, results of operations and financial condition. The Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and to make new investments without raising finance from external resources. Any operating losses or negative cash flows could adversely affect our results of operations and financial conditions. If we are not able to generate sufficient cash flows, it may adversely affect our business and financial operations. For further details on Cash Flow of the Company, please see page no. 78 of the Chapter title “Financial Information” in this Draft Letter of Offer.”

- 5. Any business requires a number of approvals, NOCs, licenses, registrations and permits in the ordinary course of its business. Any failure or delay in obtaining the same in a timely manner may adversely affect operations.**

We ourself and also GSPL (a company wherein we are planning to invest and expand into the business of the recycled Polyethylene Terephthalate (PET) textile) require several statutory and regulatory permits, licenses, and approvals to operate our business. Many of these approvals are granted for fixed periods of time and need renewal from time to time. GSPL and our Company have obtained valid key approvals such as Tax Registration, Shops and Establishments Registration and etc. for running operations in a smooth manner. Some of the permits, licenses and approvals are subject to several conditions and its is feasible to provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses, or approvals. Any failure by us and GSPL to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension, or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business.

For further details, please see chapters titled “*Key Industry Regulations and Policies*” and “*Government and Other Statutory Approvals*” at pages 97 and 108 respectively of this Draft Letter of Offer.

- 6. If we are unable to raise additional capital for our business, it may delay our Company’s growth plans and have a material adverse effect on our business and financial condition.**

We will continue to incur significant expenditure in maintaining and growing our business operation. We cannot assure you that we will have sufficient capital resources for our current operations or any future expansion plans that we may have. Our ability to incur any future borrowings is dependent upon the success of our operations. Additionally, if we are unable to arrange adequate financing on timely basis, it could adversely affect our ability to complete expansion plans. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and regulatory framework that allows us to raise capital. If we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive covenants. Further, too much dependence on the debt would have a negative impact on the financials as the Debt to Equity ratio may go higher than the Industry standards, impacting financial position of the Company as well as the market price of our shares. If we are unable to raise adequate capital in a timely manner and on acceptable terms, or at all, our business, results of operations, cash flows and financial condition could be adversely affected.

7. There are outstanding legal proceedings involving our Company, Promoters, and Directors. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.

Our Company as well as directors are involved in certain legal proceedings which are pending at different levels of adjudication before various courts, tribunals, enquiry officers, and appellate authorities. We cannot provide assurance that these legal proceedings will be decided in our favour. Any adverse decisions in any of the proceedings may have a significant adverse effect on our business, results of operations, cash flows and financial condition.

A summary of the tax proceedings involving our Company, Promoters and Directors are provided below:

Nature of Cases	Number of Cases	Amount Involved (in Rs.)
Issuer Company – Ganesha Ecoverse Limited		
E-Proceedings	1	Not Ascertainable
Promoter - Vishnu Dutt Khandelwal		
Outstanding Demand	1	15,230/-
Director – Neeru Abrol		
E-Proceedings	3	Not Ascertainable
Director – Abhilash Lal		
E-Proceedings	5	Not Ascertainable
Outstanding Demand	1	3,47,930/-

For further details of litigation proceedings, please refer the chapter titled “*Outstanding Litigations and Material Developments*” on page 90 of this Draft Letter of Offer.

8. Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any independent agency, which may affect our business and results of operations.

We propose to use the Net Proceeds for the purposes described in “Use of Proceeds” beginning on page 46 of this Draft Letter of Offer. Our funding requirements mentioned above are based on our Company’s internal management estimates and have not been appraised by any bank, financial institution, or any other external agency. The deployment of the Net Proceeds is based on internal management estimates and have

not been appraised by any bank or financial institution. These are based on management estimation and current conditions and are subject to change in light of changes in external circumstances or costs or other financial conditions and other external factors. Accordingly, you will need to rely upon our management's judgment with respect to the use of proceeds. If we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business and results of operations.

9. Our Promoter's shareholding in the Company is low resulting in vulnerability for hostile takeover of our Company.

Our promoters hold 1.34% percentage of our Company's outstanding shares, which could make us vulnerable to hostile takeover attempts. With limited promoter ownership, it becomes easier for an outside party to acquire a significant portion of our shares and potentially gain control of our Company. This situation could result in a change of management and strategic direction that may not align with the interests of all shareholders. Additionally, a hostile takeover attempt, whether successful or not, could be disruptive to our operations, create uncertainty among our employees and customers, and require significant resources to defend against. Such events could adversely affect our business, financial condition, and results of operations.

10. If the proposed acquisition of GESL Spinners Private Limited ("GSPL") does not happen or does not materialize, the business proposed to be undertaken would become infructuous.

Our company has proposed to acquire the equity shares of GSPL through a share subscription agreement. The success of our business strategy hinges significantly on the completion of this acquisition. If the acquisition fails to materialize due to factors such as regulatory challenges, failure to obtain necessary approvals, or inability to agree on terms, the anticipated benefits, synergies, and strategic advantages may not be realized. The resources, time, and efforts invested in pursuing this acquisition could be lost, potentially impacting our ability to execute planned business initiatives and pursue alternative growth opportunities. This failure could adversely affect investor confidence, financial performance, and our future prospects.

11. If we are unable to source business opportunities effectively, we may not achieve our financial objectives.

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees and to implement systems capable of effectively accommodating our growth. However, we cannot assure that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analysis of market conditions and other data or the strategies that we may use in future to use will be successful under various market conditions.

12. If the proposed acquisition is not able to earn any revenues and or gets into losses, we may not be successful in implementing our business strategies.

If the proposed acquisition fails to generate revenues or incurs losses, we may encounter challenges in executing our business strategies effectively. The inability to achieve expected revenue generation or

profitability from the acquisition could hinder our ability to realize planned growth initiatives and strategic objectives. This situation may also impact our financial performance and shareholder value.

13. BSE Limited has not yet approved the application for Migration from SME to Main Board.

Our Company has applied to BSE Limited for migration from the SME Exchange to the Main Board. However, this application has not yet been approved, as the BSE has identified certain mistakes in our past Annual Reports. We may face regulatory actions for these errors from concerned authorities, which could result in a financial strain on the company.

14. Industry information included in this Draft Letter of Offer has been derived from industry reports commissioned by us for such purpose. There can be no assurance that such third-party statistical financial and other industry information is either complete or accurate.

We have relied on the reports of certain independent third party for purposes of inclusion of such information in this Draft Letter of Offer. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed, and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Letter of Offer.

15. Our Company has entered into certain related party transactions and may continue to do so in the future.

Our Company has entered into related party transactions with our Promoter(s), Directors, the Promoter Group and Group Companies in past financial years. While our Company believes that all such transactions have been conducted on the arms length basis, there can be no assurance that it could not have been achieved on more favorable terms had such transactions not been entered into with related parties. Furthermore, it is likely that our Company will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For details, please refer to Notes to Restated Financial Information on page 78 of this Draft Letter of Offer.

16. GSPL's business is capital intensive and may require additional debt or equity financing. We cannot assure you that it will be able to raise such financing on acceptable terms, or at all.

GSPL business is capital intensive requiring a significant amount of capital to (i) develop, market and distribute its products and services; (ii) develop, implement new technologies along with upgrading information technology systems; (iii) expansion of new capacities to remain competitive. GSPL intends to

use ₹ 879.50 lakhs, out of the funds to be infused by us, towards plant and machinery procurement. The actual amount and timing of its future capital requirements may also differ from estimates because of reasons such as unforeseen delays or cost overruns in relation to developing, marketing and distributing its products and services, unanticipated expenses and responding to regulatory changes and engineering, design and technological changes, among other things. To the extent that its capital requirements exceed available resources, it will be required to seek additional debt or equity financing. Additional debt financing could increase interest expense and may require it to comply with additional restrictive covenants under financing agreements. Further, additional equity financing could dilute our earnings per share and investor's interest in us which could adversely affect the trading price of the Equity Shares.

GSPL's ability to obtain additional financing on acceptable terms, or at all, will depend on a number of factors, including its future financial condition, results of operations and cash flows, general market conditions for companies engaged in same line of business and economic, political and other conditions in the markets where it operate. Any inability to obtain sufficient financing could result in the delay or abandonment of its development and expansion plans or an inability to provide appropriate levels of service in all or a portion of its markets. As a result, if adequate capital is not available, there may be an adverse effect on our business, results of operations and financial condition.

EXTERNAL RISK FACTORS

17. Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations.

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investor's reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholder's equity and the price of our Equity Shares.

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies. Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

18. The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions,

could adversely affect our results of operations, cash flows or financial condition.

Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighboring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

19. If inflation is to rise in India and we might not be able to increase the prices of our services in order to pass costs on to our customers and our profits might decline.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. Increasing inflation in India could cause a rise in the price of transportation, wages, raw materials and other expenses, and we may be unable to reduce our costs or fully pass the increased costs on to our customer by increasing the price that we charge for our products, and our business, prospects, financial condition and results of operations may therefore be adversely affected.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to pass on to our customers, whether entirely or in part, and the same may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase the amount of commission to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected. Further, the GoI has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. This may adversely impact our business, profitability and results of operations.

20. Changing laws, rules and regulations and legal uncertainties in India, including adverse application of corporate and tax laws, may adversely affect our business, prospects and results of operations.

The regulatory and policy environment in which we operate is evolving and is subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations, financial condition, cash flows and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

The Government of India may implement new laws or other regulations and policies which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition, cash flows and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations.

Any change in Indian tax laws could adversely affect our operations. There can be no assurance that the sector in general and our Company in particular will not be affected by any policy announcements / regulatory changes / changes in outlays.

Furthermore, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules

and regulations including foreign investment laws governing our business, operations, and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent, may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

21. A slowdown in economic growth in India could cause our business to suffer.

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. Any slowdown or perceived slowdown in the Indian economy could adversely affect our business. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. The domestic policy response includes localized micro-containment measures, state specific movement restrictions, mobilization of health supplies and ramping up of health infrastructure.

India's economy could be adversely affected by a general rise in interest rates or inflation, adverse weather conditions affecting agriculture, commodity and energy prices as well as various other factors. A slowdown in the Indian economy could adversely affect the policy of the GoI towards our industry, which may in turn adversely affect our financial performance and our ability to implement our business strategy. The Indian economy is also influenced by economic and market conditions in other countries, particularly emerging market conditions in Asia. A decline in India's foreign exchange reserves and exchange rate fluctuations may also affect liquidity and interest rates in the Indian economy, which could adversely impact our financial condition.

A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect the Indian economy, which could materially and adversely affect our business, financial condition, results of operations and prospects. Further, other factors which may adversely affect the Indian economy are scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing of our developments and expansions; volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges; changes in India's tax, trade, fiscal or monetary policies, like application of GST; political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries; occurrence of natural or man-made disasters; infectious disease outbreaks or other serious public health concerns; prevailing regional or global economic conditions, including in India's principal export markets; and other significant regulatory or economic developments in or affecting India or its financial services sectors.

22. Any downgrading of India's debt rating by a domestic or international rating agency could adversely affect our business.

There could be a downgrade of India's sovereign debt rating due to various factors, including changes in tax or fiscal policy, or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international

rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India, which may cause fluctuations in the prices of our Equity Shares. This could have an adverse effect on our business and financial performance, and ability to obtain financing for expenditures.

ISSUE SPECIFIC RISKS

23. There is no monitoring agency appointed by our Company and the deployment of funds are at the discretion of our Management and our Board of Directors, though it shall be monitored by the Audit Committee.

As per SEBI (ICDR) Regulations, 2018 appointment of monitoring agency is required only for Issue size above Rs. 10,000 Lakh. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

24. Our Company will not distribute the Letter of Offer and Application Form to certain overseas Shareholders who have not provided an address in India for service of documents.

Our Company will dispatch the Letter of Offer, the Abridged Letter of Offer, Rights Entitlement Letter and Application Form (the "Offering Materials") to such Shareholders who have provided an address in India for the service of documents. The Offering Materials will not be distributed to addresses outside India on account of restrictions that apply to the circulation of such materials in various overseas jurisdictions. However, the Companies Act requires companies to serve documents at any address, which may be provided by the members as well as through e-mail. Presently, there is a lack of clarity under the Companies Act, 2013, and the rules thereunder, with respect to the distribution of Offering Materials to retail individual shareholders in overseas jurisdictions where such distribution may be prohibited under applicable laws of such jurisdictions.

25. The Rights Entitlement of Eligible Equity Shareholders holding Equity Shares in physical form ("Physical Shareholder") may lapse in case they fail to furnish the details of their demat account to the Registrar.

In accordance with the SEBI Master Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialized form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow de-mat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their de-mat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their de-mat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their de-mat account to the Registrar not later than two Working Days prior to the Issue Closing Date shall lapse. Further, pursuant to a press release dated December 3, 2018, issued by the SEBI, with effect from April 1, 2019, a transfer of listed Equity Shares cannot be processed unless the

Equity Shares are held in dematerialized form (except in case of transmission or transposition of Equity Shares).

26. Overseas shareholders may not be able to participate in our Company's future rights offerings or certain other equity issues.

If our Company offers or causes to be offered to holders of its Equity Shares rights to subscribe for Additional Rights Equity Shares or any right of any other nature, our Company will have discretion as to the procedure to be followed in making such rights available to holders of the Equity Shares or in disposing of such rights for the benefit of such holders and making the net proceeds available to such holders. For instance, our Company is not offering the rights (including their credit) in this offering to the holders of Equity Shares who have a registered address in the United States. Our Company has no obligation to prepare or file any registration statement. Accordingly, shareholders who have a registered address in the United States may be unable to participate in this offering or in future rights offerings and may experience a dilution in their holdings as a result.

27. The Equity Shares may experience price and volume fluctuations, volatility in the global securities market may cause the price of the Equity Shares issued to decline and movement in the exchange rate could adversely affect the value of our Equity Shares, independent of our operating results.

The price of the Equity Shares may fluctuate as a result of several factors, including volatility in the Indian and global securities markets, movement in exchange rates and interest rates in India, the results of our operations, the performance of our competitors, developments in the energy transmission sector and changing perceptions in the market about investments in the Indian renewable energy sector, changes in the estimates of our performance or recommendations by financial analysts, significant developments in India's renewable energy policies, including those of the Ministry of New and Renewable Energy, Government of India, significant developments in India's fiscal regulations and any other political or economic factors. Negative economic developments, such as rising fiscal or trade deficits, or a default on sovereign debt, in other emerging market countries may affect investor confidence, cause increased volatility in Indian securities markets, and indirectly affect the Indian economy in general causing a decline in the trading price of our Equity Shares for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. In addition, any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the net proceeds received by shareholder. The exchange rate between the Rupee and the U.S. Dollar has changed substantially in the last two decades and could fluctuate substantially in the future, which may adversely affect the value of our Equity Shares and returns from our Equity Shares, independent of our operating results.

28. Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of shareholding.

Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and the Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renounees may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renounees prior to the Issue Closing Date. Further, in case the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renounee will not be able to apply in this Issue with respect to such Rights Entitlements. For details, see “Terms of the Issue” on page 119.

29. Applicants to this Issue are not allowed to withdraw their Applications after the Issue Closing Date.

In terms of the SEBI ICDR Regulations, Applicants in this Issue are not allowed to withdraw their Applications after the Issue Closing Date. The Allotment in this Issue and the credit of the Rights Equity Shares to the Applicant’s demat account with its depository participant shall be completed within such period as may be prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, cash flows, financial condition, or results of operation, or other events affecting the Applicant’s decision to invest in the Equity Shares, would not arise between the Issue Closing Date and the Allotment Date. The occurrence of any such event after the Issue Closing Date could also impact on the market price of our Equity Shares. The Applicants will not have the right to withdraw their applications in the event of any such occurrence. We cannot assure you that the market price of the Equity Shares will not decline below the Issue Price. To the extent the market price for the Equity Shares declines below the Issue Price after the Issue Closing Date, the Shareholder will be required to purchase Equity Shares at a price that will be higher than the actual market price for the Equity Shares at that time. Should that occur, the Shareholder will suffer an immediate unrealized loss as a result. We may complete the Allotment even if such events may limit the Applicants’ ability to sell our Equity Shares after this Issue or cause the trading price of our Equity Shares to decline.

30. Any future issuance of the Equity Shares, or convertible securities by our Company may dilute your future shareholding and sales of the Equity Shares by our Promoters or other major shareholders of our Company may adversely affect the trading price of the Equity Shares.

We cannot assure you that we will not issue additional Equity Shares. Any future issuance of the Equity Shares, or convertible securities by our Company, including through exercise of employee stock options or restricted stock units may lead to dilution of your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. Further, any future sales of Equity Shares by the Promoters, or other major shareholders of our Company may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares. There can be no assurance that we will not issue Equity Shares or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge, or encumber their Equity Shares in the future.

31. You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax (“STT”) is levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realized on the sale of listed equity shares held for more than 12 months may be subject to long term capital gains tax in India at the specified rates depending on certain factors, such as STT is paid, the quantum of gains and any available treaty exemptions. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India’s ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

32. Listed companies in India are highly regulated and we are subject to continuous reporting requirements.

We are subject to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we incur significant legal, accounting, corporate governance and other expenses. We are subject to the SEBI Listing Regulations which requires us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies. Further, as a listed company, we are required to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. We are also required to monitor trading in the Equity Shares in terms of the SEBI Insider Trading Regulations. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention are required. As a result, our management’s attention may be diverted from our business concerns, which may affect our business, prospects, financial condition and results of operations. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

33. There are restrictions on daily movements in the trading price of the Equity Shares, which may adversely affect a shareholder’s ability to sell the Equity Shares or the price at which Equity Shares can be sold at a particular point in time.

The Equity Shares are subject to a daily circuit breaker imposed on listed companies by all stock exchanges in India, which does not allow transactions beyond certain volatility in the trading price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on the Stock Exchanges. The percentage limit on the Equity Shares’ circuit breaker will be set by the Stock Exchanges based on historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges are not required to inform us of the percentage limit of the circuit breaker, and they may change the limit without our knowledge. This circuit breaker would effectively limit the upward and downward movements in the trading price of Equity Shares. As a result of this circuit breaker, there can be no assurance regarding the ability of shareholders to sell the Equity Shares or the price at which Shareholders may be able to sell their Equity Shares.

34. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.

A company based in India may issue equity instruments to a person resident outside India subject to entry routes, sectoral caps and attendant conditions prescribed in the FEMA Rules. Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the requirements specified by the RBI. If the transfer of shares is not in compliance with such requirements or falls under any of the specified exceptions, then prior approval of the RBI will be required. Further, in accordance with the Consolidated FDI Policy dated October 15, 2020, Government of India, investments where the beneficial owner of the equity shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route. These investment restrictions shall also apply to subscribers of offshore derivative instruments. In addition, shareholders who seek to convert the Indian Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no-objection or tax clearance certificate from the income tax authority. Additionally, the Indian government may impose foreign exchange restrictions in certain emergency situations, including situations where there are sudden fluctuations in interest rates or exchange rates, where the Indian government experiences extreme difficulty in stabilizing the balance of payments or where there are substantial disturbances in the financial and capital markets in India. These restrictions may require foreign investors to obtain the Indian government's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. There can be no assurance that any approval required from the RBI, or any other government agency, can be obtained on any particular terms or at all.

35. There is no guarantee that the Equity Shares will be listed on the Stock Exchanges in a timely manner, or at all, and prospective investors will not be able to immediately sell their Equity Shares on the Stock Exchange.

In accordance with Indian law and practice, final approval for listing and trading of the Equity Shares will not be applied for or granted until the Equity Shares have been issued and allotted. Such approval will require the submission of all other relevant documents authorising the issuance of the Equity Shares. Accordingly, there could be a failure or delay in listing the Equity Shares on the Stock Exchanges, which would adversely affect your ability to sell the Equity Shares. Since the Equity Shares are currently traded on the BSE, investors will be subject to market risk from the date they pay for the Equity Shares to the date when trading approval is granted for the same. Furthermore, there can be no assurance that the Equity Shares allocated to an investor will be credited to the investor's demat account in a timely manner or that trading in the Equity Shares will commence in a timely manner.

36. You may not receive the Equity Shares that you subscribe to in the Issue until fifteen days after the date on which this Issue closes, which will subject you to market risk.

The Equity Shares that you subscribe to in the Issue may not be credited to your demat account with the depository participants until approximately 15 days from the Issue Closing Date. You can start trading such Equity Shares only after receipt of the listing and trading approval in respect thereof. There can be no assurance that the Equity Shares allocated to you will be credited to your demat account, or that trading in the Equity Shares will commence within the specified time period, subjecting you to market risk for such period.

SECTION III – INTRODUCTION THE ISSUE

This Issue has been authorized by a resolution of our Board passed at its meeting held on, May 30, 2024, pursuant to Section 62(1)(a) of the Companies Act, 2013 and other applicable laws. The terms and conditions of the Issue including the Issue price and Rights Entitlement Ratio have been approved by a resolution passed by our board at their meeting held on May 30, 2024 and the Record Date and other related matters will be approved by the Capital Raising Committee of the Board of Directors. The following is a summary of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, more detailed information in “Terms of the Issue” beginning on page 119 of this Draft Letter of Offer.

Rights Equity Shares being offered by our Company	Up to 1,34,15,280 Equity Shares
Rights Entitlement for the Rights Equity Shares	6 (Six) Rights Equity Shares for every 5 (Five) fully paid- up Equity Shares held as on the Record Date
Record Date	[●]
Issue Price per Rights Equity Share	₹35/- (Rupees Thirty Five Only)
Face Value per Rights Equity Share	₹10/- (Rupees Ten Only)
Issue Size	Up to ₹4,695.35 Lakhs.
Equity Shares outstanding prior to the Issue	1,11,79,400 Equity Shares
Equity Shares outstanding after the Issue (assuming full subscription for and Allotment of the Rights Equity Shares)	2,45,94,680 Equity Shares
Security Codes for our Equity Shares, Rights Equity Shares and Rights Entitlements[#]	ISIN: INE369Q01017 SCRIP CODE: 539041 ISIN for Rights Entitlement: [●]
Terms of the Issue	See “Terms of the Issue” on page 119
Use of Issue Proceeds	See “Objects of the Issue” on page 46

Issue Schedule

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

Event	Indicative Date
Issue Opening Date	[●]
Last Date for On Market Renunciation of Rights**	[●]
Issue Closing Date*	[●]

**The Board of Directors or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that the Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date.*

*** Eligible Equity Shareholders are requested to ensure that renunciation through off market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.*

Terms of payment

The full amount of the Issue Price being ₹35/- per Equity Share (including the Premium of ₹25/-) will be payable on application.

GENERAL INFORMATION

Our Company was originally constituted as a Private Limited Company having CIN U25209DL2003PTC118413 by the name of Apollo Fittings Private Limited under the provisions of the Companies Act, 1956, on January 10, 2003, in New Delhi. Subsequently, the name of the Company was changed to Mahabir Metallex Private Limited vide a fresh Certificate of Incorporation dated January 13, 2014. Further, the Company was converted into a public limited company vide a fresh Certificate of Incorporation dated February 7, 2014, and consequently the name of the company was changed to Mahabir Metallex Limited. Thereafter, name of the company was changed to SVP Housing Limited, on March 14, 2017. Further, the name of the company was changed from “SVP Housing Limited” to “Ganeshha Ecoverse Limited” vide a fresh certificate of incorporation dated August 21, 2023. Further the Certificate of Registration dated August 22, 2023, was issued upon change in object clause of the Company.

Registered office of our Company:

Registered Office: P3-21 1, Second Floor, Central Square, 20,
Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi – 110006,
Tel No: +91-7054308130
Email: ganeshhaecoverse@gmail.com
Website: www.ganeshhaecoverse.com
Contact Person: Ms. Neha Gajwani, Company Secretary and Compliance Officer
CIN: L13114DL2003PLC118413

Details of Changes in the Registered Office:

Date of Change	From	To
June 01, 2023	A-3, NDSE, Part-1, New Delhi-110049	P3-211, Second Floor, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi - 110006.

Registrar of Companies:

Our Company is registered with the Registrar of Companies, Delhi & Haryana:

Address: 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019
Tel No: 011-26235703/26235708
Email id: roc.delhi@mca.gov.in
Website: www.mca.gov.in

Board of Directors of our Company:

Set forth below are the details of our Board of Directors as on the date of this Draft Letter of Offer:

S.N.	Name	Age	DIN	Address	Designation
1	Mr. Sandeep Khandelwal	47 Years	00379182	14/59, Flat No. 801, Sangeeta Apartment Civil Lines, Kanpur Nagar-208001 Uttar Pradesh	Managing Director and CEO

				India	
2	Mr. Vishnu Dutt Khandelwal	75 Years	00383507	14/59, Flat No. 801, Sangeeta Apartment, Civil Lines, Kanpur Nagar-208001 Uttar Pradesh India	Non-Executive Director and Non- Independent Director
3	Mr. Abhilash Lal	59 years	03203177	C-192, Belvedere Towers, DLF Phase II Nathupur, Gurgaon Haryana, India, 122002	Non-Executive Independent Director
4	Ms. Neeru Abrol	69 years	01279485	House No.K-3, Lajpat Nagar-III DLF Phase II Nathupur New Delhi, India 110024 New Delhi, India 110024	Non-Executive Independent Director

Chief Financial Officer

Ms. Surbhi Bhatia

Address: P3-21 1, Second Floor, Central Square, 20,
Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi-110006

Tel No: +91-7054308130

E-mail: ganashaecoverse@gmail.com

Company Secretary and Compliance Officer

Ms. Neha Gajwani

Address: P3-21 1, Second Floor, Central Square, 20,
Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi-110006

Tel No: +91-7054308130

Email: ganashaecoverse@gmail.com

Website: www.ganashaecoverse.com

Lead Manager

Our Company is not under the obligation to appoint a Lead manager since the issue size is below ₹ 50 Crores.

Registrar to the Issue:

Skyline Financial Services Private Limited

Address: D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi 110020

Telephone: 011-40450193-197

E-mail: ipo@skylinerta.com / info@skylinerta.com

Investor grievance: grievances@skylinerta.com

Website: www.skylinerta.com

Contact person: Mr. Anuj Rana

SEBI Registration No: INR000003241

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar

to the Issue, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), E-mail address of the sole/ first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process), and copy of the e- acknowledgement (in case of normal process). For details on the ASBA process see “Terms of the Issue” on page 119 of this Draft Letter of Offer.

Legal Advisor to the Issue

MV Kini, Law Firm

Address: Kini House, 6/39 Jangpura-B, New Delhi - 110014, India

Mobile No.: +91-11-2437 1038/39/40

Fax No.: +91-11-2437 9484

Website: www.mvkini.com

E-mail: corporatedelhi@mvkini.com

Contact Person: Vidisha Krishan

Designation: Partner

Bankers to the Issue

YES Bank Limited

Address: YES Bank House, Off Western Express Highway, Santacruz (West), Mumbai – 400055

Tel: + 91–22–68547260

Email: dlbtiservices@yesbank.in

Website: www.yesbank.in

Contact Person: Sachin Shinde/ Jagdish More

SEBI Registration: INBI00000935

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSB for the ASBA process is provided on <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. Details relating to Designated Branches of SCSBs collecting the ASBA application forms are available at the above-mentioned link.

Statutory Auditor:

M/s Rajiv Mehrotra & Associates, Chartered Accountants.

Address: H.O 3/3A, Vishnu Puri, Kanpur Uttar Pradesh-208002

Tel. No.: 0512-2531806

Email: rma.consult@gmail.com

Firm Registration No.: 002253C

Peer Review Certificate No.: 016310

Contact Person : Rajiv Mehrotra

Membership No.: 071428

Expert Opinion

Except for the reports of the Auditor of our Company on the audited Financial Statements and Statement of Tax Benefits, included in this Draft Letter of Offer, our Company has not obtained any expert opinions.

Credit Rating

This being a Rights Issue of Equity Shares, no credit rating is required.

Debenture Trustee

As this Issue is of Equity Shares, the appointment of a debenture trustee is not required.

Monitoring Agency

Our Company is not required to appoint the monitoring agency since the issue size is below ₹ 100 Crores.

Filing

As per requirements of SEBI ICDR Regulations as the issue size of this rights issue is below ₹5,000 Lakh, therefore this Draft Letter of Offer has been filed with the BSE. On receipt of the in-principle approval from BSE, the final Letter of Offer will be filed with Stock Exchange and will be submitted to SEBI for information and dissemination purposes as per the provisions of the SEBI ICDR Regulations.

Details of underwriting:

This Issue is not underwritten, and our Company has not entered into any underwriting arrangement.

Issue Schedule:

Last Date for credit of Rights Entitlements:	[●]
Issue Opening Date:	[●]
Last Date for On Market Renunciation [#] :	[●]
Issue Closing Date*:	[●]
Finalization of Basis of Allotment (on or about):	[●]
Date of Allotment (on or about):	[●]
Date of credit (on or about):	[●]
Date of listing (on or about):	[●]

[#]Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

**Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

The above schedule is indicative and does not constitute any obligation on our Company.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than [●], being two Working Days prior to the Issue Closing Date, i.e., [●] to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts by [●] being one day before the Issue Closing Date, i.e., [●].

Investors are advised to ensure that the Applications are submitted on or before the Issue Closing Date. Our Company or the Registrar will not be liable for any loss on account of non-submission of Applications on or before the Issue Closing Date. For details on submitting Application, see “Terms of the Issue” on page 119.

For further details, please refer to the section titled ‘Terms of the Issue’ beginning on page 119 of this Draft Letter of Offer.

Please note that if no Application is made by the Eligible Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited with the Rights Entitlements are required to make an application to apply for Equity Shares offered under the Rights Issue for subscribing to the Equity Shares offered under this Issue.

Changes in the auditors during the last three years

FY	Name, address	Date of appointment/ resignation	Date of cessation	Remarks (viz. reasons for change etc.)
For Financial Year 2021-22	KPMC & Associates Flat No-110, Plot No. 67 Natraj CGHS – Patparganj Delhi-110092	30/09/2022	15/02/2023	KPMC & Associates resigned as it was not economically viable
For Financial Year 2022-23	VAPS & Company C-42, South Extension Part- II New Delhi-110049	28/04/2023	28/09/2023	VAPS & Company appointed to fill the casual vacancy
For Financial Year 2023-24	M/s. Rajiv Mehrotra & Associates. 3/3A, Vishnupuri, Kanpur, Uttar Pradesh- 208008	28/09/2023	-	M/s. Rajiv Mehrotra & Associates appointed as the tenure of the previous auditor expired.

Minimum Subscription

The objects of the Issue involve (i) Investment in Equity Shares of GESL Spinners Private Limited and (ii) General Corporate Purpose. The Promoters of our Company vide their letters dated June 18, 2024 have undertaken to: (a) subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoters of our Company ; and (b) in the event of undersubscription, may subscribe to, either individually or jointly and/ or severally with any other Promoters for additional Rights Equity Shares in the Issue. Accordingly, in terms of the SEBI ICDR Regulations, the requirement of minimum subscription in the Issue is not applicable.

The Issue shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI Takeover Regulations. Our Company is in compliance with Regulation 38 of the SEBI LODR Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

CAPITAL STRUCTURE

The share capital of our Company, as at the date of this Draft Letter of Offer, and details of the Equity Shares proposed to be issued in the Issue, and the issued, subscribed and paid-up share capital after the Issue, are set forth below:

(In lakhs)

S.N.	Particulars	Aggregate value at face value	Aggregate value at Issue Price
1.	AUTHORISED SHARE CAPITAL 4,00,00,000 Equity Shares of face value of ₹10/- each 1,00,00,000 Redeemable Cumulative Preference Shares of ₹. 10/- each	4,000.00 1,000.00	-
	Total	5,000.00	-
2.	ISSUED & SUBSCRIBED & PAID-UP CAPITAL BEFORE THIS ISSUE		
	1,11,79,400 (Previous year: 1,11,79,400) Equity Shares of ₹. 10/- each fully paid-up	1,117.94	
	10,00,000 (Previous Year: 10,00,000) 9% Redeemable Cumulative Preference Shares of ₹. 10 each fully paid-up	1,000.00	
	Total	2,117.94	-
3.	PRESENT ISSUE IN TERMS OF THIS DRAFT LETTER OF OFFER ⁽¹⁾		
	Up to 1,34,15,280 Rights Equity Shares of face value of ₹10/- each, at a premium of ₹25/- per Rights Equity Share, i.e., at an issue price of ₹35/- per Rights Equity Share.	1,341.53	4,695.35
4.	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THIS ISSUE ⁽²⁾		
	2,45,94,680 fully paid-up Equity Shares of ₹ 10/- each	2,459.46	-
	10,00,000 (Previous Year: 10,00,000) 9% Redeemable Cumulative Preference Shares of ₹. 10 each fully paid-up	1,000.00	
	SECURITIES PREMIUM ACCOUNT		
	Before this Issue		432.26
	After this Rights Issue of Equity Shares		3,786.08 ⁽³⁾

Notes:

1. This Issue along with the terms and conditions of the Issue including the Rights Entitlement, Issue Price has been authorized by a resolution of our Board passed at its meeting held on May 30, 2024, pursuant to Section 62(1)(a) and other applicable provisions of the Companies Act, 2013.
2. Assuming full subscription for and Allotment of the Rights Equity Shares.
3. Subject to finalization of Basis of Allotment, Allotment, and deduction of Issue expenses.
4. The above figures are rounded off to two decimal places.

NOTES TO CAPITAL STRUCTURE

I. Details of options and convertible securities outstanding as on the date of this Draft Letter of Offer

There are no outstanding options or convertible securities, including any outstanding warrants or rights to convert debentures, loans or other instruments convertible into our Equity Shares as on the date of this Draft Letter of Offer.

II. Intention and extent of participation by our Promoters and Promoter Group in the Issue:

The Promoters of our Company vide their letters dated June 18, 2024 have undertaken to: (a) subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoters of our Company ; and (b) in the event of undersubscription, may subscribe to, either individually or jointly and/ or severally with any other Promoters for additional Rights Equity Shares in the Issue. Accordingly, in terms of the SEBI ICDR Regulations, the requirement of minimum subscription in the Issue is not applicable.

The Issue shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI Takeover Regulations. Our Company is in compliance with Regulation 38 of the SEBI LODR Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

III. Shareholding pattern of our Company as per the last quarterly filing with the Stock Exchange in compliance with the SEBI Listing Regulations

- i. The shareholding pattern of our Company as on March 31, 2024, can be accessed on the website of the BSE at: <https://www.bseindia.com/stock-share-price/ganisha-ecoverse-ltd/ganverse/539041/shareholding-pattern/>
- ii. **Details of shares locked-in, pledged, encumbrance by promoters and promoter group: NIL**
The same can accessed at: <https://www.bseindia.com/stock-share-price/ganisha-ecoverse-ltd/ganverse/539041/shareholding-pattern/>
- iii. **Details of the shareholders holding more than 1% of the issued and paid-up Equity Share capital:**
The same can accessed at: <https://www.bseindia.com/stock-share-price/ganisha-ecoverse-ltd/ganverse/539041/shareholding-pattern/>

IV. Details of specified securities acquired by the promoter and promoter group in the last one year immediately preceding the date of filing of the Draft Letter of Offer:

Name of the Promoter /Promoter Group	Date of the Transaction*	Number of Equity Shares acquired	Price per Equity Share (in ₹)	Nature of Transaction
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Mr. Sandeep Khandelwal	May 17, 2023	75,000	15/-	Off market transfer
Mr. Vishnu Dutt Khandelwal	May 17, 2023	75,000	15/-	Off market transfer

** Share Purchase Agreement was entered on January 06, 2023*

- V.** The ex-rights price of the Rights Equity Shares as per Regulation 10(4)(b) of the Takeover Regulations is ₹ 54.45 per Equity Share.
- VI.** At any given time, there shall be only one denomination of the Equity Shares of our Company.
- VII.** All Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Letter of Offer. Further, the Equity Shares allotted pursuant to the Issue shall be fully paid up.

OBJECTS OF THE ISSUE

Our Company intends to utilize the proceeds of the Issue, after deducting the Issue-related expenses (“Net Proceeds”) towards the following object:

1. Investment in the Equity Shares of “GESL Spinners Private Limited” (“Target Company/GSPL”)
2. General Corporate Purposes

(Referred to hereinafter as the “Objects”)

The main objects and objects incidental or ancillary to the main objects as stated in the Memorandum of Association enable the Company to undertake its existing activities and the activities for which funds are being raised by the Company through this Issue.

Issue Proceeds

The details of the Issue Proceeds are outlined in the table below:

Particulars	Amount (In ₹ Lakhs)
Gross Proceeds from the issue*	4,695.35
Less: Estimated Issue related Expenses	[●]
Net Proceeds from the Issue	[●]

(* Assuming full subscription in this Issue and subject to finalization of the Basis of Allotment and to be adjusted as per the Rights Entitlement ratio.

Requirement of Funds and Utilization of Net Proceeds

The proposed utilization of the Net Proceeds is outlined in the table below:

S. N.	Particulars	Amount (In ₹ Lakhs)
1.	Investment in the Equity Shares of “GESL Spinners Private Limited”	4,649.50
2.	General Corporate Purposes #	[●]
	Total Net Proceeds*	[●]

(* Assuming full subscription in this Issue and subject to finalization of the Basis of Allotment and to be adjusted as per the Rights Entitlement ratio.

Not being more than 25% of the Issue Size.

Utilization of Net Proceeds and Schedule of Implementation

We propose to deploy the Net Proceeds towards the aforesaid objects in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(₹ in Lakhs)

S. N.	Particulars	Amount proposed to be funded from Net Proceeds at Application*	Proposed deployment of the Net Proceeds in Fiscal 2025*
1.	Investment in the Equity Shares of “GESL Spinners Private Limited”	4,649.50	4,649.50
2.	General Corporate Purposes#	[●]	[●]
	Total Net Proceeds	[●]	[●]

(* Assuming full subscription in this Issue and subject to finalization of the Basis of Allotment and to be adjusted as per the Rights Entitlement ratio.

Not being more than 25% of the Issue Size.

Means of Finance

The funding requirements mentioned above are based on our Company's internal management estimates and have not been appraised by any bank, financial institution, or any other external agency. They are based on current circumstances of our business and our Company may have to revise these estimates from time to time on account of numerous factors beyond our control, such as market conditions, competitive environment, costs of commodities or interest rate fluctuations.

We intend to finance the abovementioned objects from the Net Proceeds. Accordingly, our Company is not required to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue or through existing identifiable internal accruals in terms of the provisions of Regulation 62(1)(c) of the SEBI ICDR Regulations.

DETAILS OF THE OBJECT OF THE ISSUE

The details in relation to objects of the Issue are set forth herein below:

1. Investment in GESL Spinners Private Limited

Brief about GESL Spinners Private Limited

GESL Spinners Private Limited ("GSPL") is a private company incorporated on September 09, 2022, vide Corporate Identification Number: U17299UP2022PTC170471, having its registered office at Gate No. 192 & 196, Village – Temra, Tehsil- Bilaspur, Rampur, Uttar Pradesh, India, 244921. It is classified as a non-government company and is registered at the Registrar of Companies, Kanpur. Its authorized share capital is ₹ 2500.00 Lakh and its paid-up capital is ₹ 2178.28 Lakh.

Directors of GESL Spinners Private Limited are as follows:

S.N.	Name	Designation	DIN
1.	Mr. Vishnu Dutt Khandelwal	Director	00383507
2.	Mr. Rajesh Sharma	Director	02228607
3.	Mr. Sandeep Khandelwal	Director	00379182

Manufacturing Unit & Capacity

As on date of this Draft Letter of Offer, the detail of the proposed and installed capacity of the GSPL manufacturing unit is set forth below:

S. No.	Address	Installed and operational Capacity
1.	Village Temra, Tehsil Bilaspur, Distt. Rampur (U.P.)	23,576 spindles (~6,600 tpa)

Products Profile

GSPL is presently engaged in the manufacturing of following:

a) Recycled Polyester Spun Yarn for Weaving and Knitting

GSPL aims to produce 100% recycled polyester ring spun yarns, made for weaving and knitting projects, and presented in a diverse range of counts and colors. Our recycled polyester spun yarn will be crafted from PET bottle waste, to minimize the carbon footprint and mitigate toxic water pollution through dope dyeing technology.

b) Recycled Polyester Spun Yarns for Sewing thread

The recycled polyester spun yarn i.e., dope dyed threads is the eco-friendly alternative to traditional sewing threads that significantly reduces environmental impact while supporting sustainable textile production. Our sewing thread is made from such recycled polyester spun yarns ranging from 2/20s RT to 2/50 RT.

c) Recycled Polyester Specialty Yarns

Recycled Polyester Specialty Yarns offer solutions across various industries. One of which is Flame Retardant Yarns (FR YARNS) derived from post-consumer PET bottles, boasting high Level of Oxygen Index (LOI) for flame resistance in applications like automotive, aircraft, and firefighting gear. Another category, Biodegradable Yarns (BIO-R Yarn), naturally degrades to reduce environmental impact, making for fast fashion and home textiles. Beyond these, there are Coolfast, Core Ring spun and Fancy yarns, each tailored for specific uses, showcasing the versatility of recycled polyester. Additionally, these Fancy yarns, including Injecting Slub, Neppy Slub, Multi Twist, and Grindle Yarns, introduce effects and textures into fabrics for fashion and home textile projects, adding depth and visual interest.

Product Applications

- **Apparel:** Our yarns provide stitching for durable clothing including dresses, sportswear, activewear, jeans and T-shirts.
- **Home Textiles & Accessories:** Create curtains, bedding, upholstery, carpets and rugs with our yarns. They're also perfect for making bags, wallets and belts.
- **Sustainable Fashion:** We promote eco-conscious clothing production with our yarns, contributing to sustainability while producing flamboyant and colorful fabrics.
- **Industrial Use:** Our yarns act as protective clothing for firefighting, industrial and military applications, ensuring safety and performance.
- **Transportation:** They are also used in automotive, aircraft and railroad upholstery interiors, offering both functionality and aesthetics.

Details of the form of investment

The Company has planned to infuse funds of up to ₹ 4,649.50 Lakhs into GSPL through an investment in the Equity Shares of GSPL. This investment in the GSPL is authorized by a Share Subscription Agreement (SSA) dated July 08, 2024, entered between the Company and GSPL and by the resolution passed by the Board of Directors of the Company in their Board Meeting held on July 08, 2024.

GSPL will utilise the funds so invested by the Company towards the below mentioned purposes :

a. GSPL to make repayment of its outstanding short-term loans

GSPL has availed short term loans for carrying out its business activities. GSPL will utilize the aggregate amount of ₹3,770/- Lakhs from the net proceeds, which will be infused by Ganesha Ecoverse Limited, towards repayment of these loans.

The details of outstanding loans to be repaid are as follows:

Name of Party	Amount (In ₹ Lakhs)	Purpose of loan	Relationship with Company	Interest Rate	Secured/Unsecured	Date of Loan	Tenure
Rajesh Sharma	350	Business	Director in GESL Spinners Private Limited	11%	Unsecured	28/03/2024	one year from the date of receipt.
Sharad Sharma	350	Business	Director's relative	11%	Unsecured	28/03/2024	one year from the date of

							receipt.
JFC Finance India Ltd.	1,125	Businesses	Unrelated	11.25%	Unsecured	22/03/2024	one year from the date of receipt.
Securocrop Securities India Pvt. Ltd.	445	Businesses	Unrelated	8.50%	Unsecured	13/12/2023	one year from the date of receipt.
Share India Fincap Pvt. Ltd.	1,025	Businesses	Unrelated	12.50%	Unsecured	16/01/2024	one year from the date of receipt.
Sopan Securities Pvt. Ltd.	175	Businesses	Unrelated	11.25%	Unsecured	22/03/2024	one year from the date of receipt.
Turnaround Consultants Pvt. Ltd.	300	Businesses	Unrelated	11.25%	Unsecured	22/03/2024	one year from the date of receipt.
TOTAL	3,770						

b. Towards purchase of plant & machinery by GSPL.

GSPL will utilize the aggregate amount of ₹ 879.50 lakhs towards purchase of Yarn Spinning machinery.

Commercial Substance

Dividend as well as capital appreciation and other shareholder benefits as and when announced by GSPL. Further, our Company will expand in the Recycled Polyester Spun Yarn business.

2. General Corporate purposes

Our Company intends to deploy the balance Net Proceeds towards general corporate purposes, subject to such utilization not exceeding 25% of the Issue Proceeds, in compliance with applicable laws, to drive our business growth, including, amongst other things, (a) funding growth opportunities, including strategic initiatives; (b) meeting any expenses incurred in the ordinary course of business by our Company, including salaries and wages, rent, administration expenses, insurance related expenses, vendor payments and payment of taxes and duties; (c) meeting our working capital requirements including payment of interest on borrowings; (d) meeting of exigencies which our Company may face in course of its business, (e) brand building and other marketing expenses; and (f) any other purpose as permitted by applicable laws and as approved by our Board or a duly appointed committee thereof.

Expenses of the Issue:

The break-down of the estimated Issue expenses is disclosed below:

(₹ in Lakhs)

S.N.	Particulars	Amount	As a percentage of total expenses	As a percentage of Issue size
1.	Fees of the Bankers to the Issue, Registrar to the Issue, Legal Advisor, Auditor's fees, including	[●]	[●]	[●]

	out of pocket expenses etc.			
2.	Expense relating to Advertising, printing, distribution, marketing expenses, shareholder outreach, etc.	[●]	[●]	[●]
3.	Fees payable to regulators, including. Depositories, Stock Exchange and SEBI	[●]	[●]	[●]
4.	Other expenses (including miscellaneous expenses and stamp duty)	[●]	[●]	[●]
	Total estimated Issue related expenses*	[●]	[●]	[●]

(*) Subject to finalization of Basis of Allotment and actual Allotment. In case of any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall be adjusted with the amount allocated towards general corporate purposes. All Issue related expenses will be paid out of the Gross Proceeds from the Issue.

Appraisal and Bridge Financing Facilities

Our Company has not raised any bridge loan from any bank or financial institution as on the date of the Draft Letter of Offer, which is proposed to be repaid from the Net Proceeds.

Strategic or Financial Partners

There are no strategic or financial partners to the Objects of the Issue.

Key Industrial Regulations for the Objects of the Issue

No additional provisions of any acts, rules, and other laws are or will apply to the Company for the proposed Objects of the Issue.

Interim Use of Funds:

Our Company shall deposit the Net Proceeds, pending utilisation of the Net Proceeds for the purposes described above, with scheduled commercial banks included in second schedule of Reserve Bank of India Act, 1934.

Monitoring of utilization of funds

Since the issue size is below ₹ 100 Crores, the Company has not appointed any monitoring agency to monitor the utilization of the Net Proceeds, in terms of the SEBI ICDR Regulations.

Interest of promoters, promoter group and directors, as applicable to the project or objects of the issue:

Except investment in GESL Spinners Private Limited, no part of the Net Proceeds will be paid by our Company as consideration to our Promoters and Promoter Group, Directors, Key Managerial Personnel and the members of our Promoter group or entities of our Company, except in ordinary course of business.

STATEMENT OF SPECIAL TAX BENEFITS

To,
The Board of Directors,
GANESHA ECOVERSE LIMITED
P3-211, Second Floor, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi – 110006

Subject: Report on statement of possible special tax benefits (“the Statement”) available to Ganesha Ecoverse Limited (“Company”) and its shareholders, prepared in accordance with the requirement under Schedule VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“the ICDR Regulations”).

1. The accompanying Statement of Special Tax Benefits available to the Company and its Shareholders (hereinafter referred to as **“the Statement”**) under the Income-tax Act, 1961 (read with Income Tax Rules, circulars, notifications) as amended by the Finance Act, 2023 (hereinafter referred to as **“IT Act”**), and the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962, Customs Tariff Act, 1975 as amended, including the relevant rules, notifications and circulars issued there under, the Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2015-20) (collectively referred as **“Indirect Tax Regulations”**) as on the signing date, for inclusion in the Letter of Offer (“Offer Document”) prepared in connection with the Offer, has been prepared by the management of the Company in connection with the Offer, which we have initialed for identification purposes.

Management’s Responsibility

2. The preparation of this Statement as on the date of our report which is to be included in the Offer Document is the responsibility of the management of the Company and has been approved by the Board of Directors of the Company at its meeting held on May 30, 2024, for the purpose set out in paragraph 9 below. The management’s responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The Management is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities.

Auditor’s Responsibility

3. Our work has been carried out in accordance with Standards on Auditing, the ‘Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)’ and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the **“ICAI”**). The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI.
4. Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (the **“SEBI ICDR Regulations”**) and the Companies Act 2013 (‘Act’), it is our responsibility to report whether the Statement prepared by the Company, presents, in all material respects, the possible special tax benefits available to the Company and its shareholders, in accordance with the Act as at the date of our report.
5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Performs Audits and Reviews of Historical Financial information and Other Assurance and Related Services Engagements issued by the ICAI.
6. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the Regulations in connection with the Offer.

Inherent Limitations

7. We draw attention to the fact that the Statement includes certain inherent limitations that can influence the reliability of the information.

Several of the benefits mentioned in the accompanying Statement are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the tax laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which may or may not be fulfilled. The benefits discussed in the accompanying Statement are not exhaustive.

The Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer.

Further, we give no assurance that the revenue authorities/courts will concur with our views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

Opinion

8. In our opinion, the Statement prepared by the Company presents, in all material respects, the special tax benefits available, to the Company and its shareholders, in accordance with the Act as at the date of our report.

Considering the matter referred to in paragraph 8 above, we are unable to express any opinion or provide any assurance as to whether:

- (i) The Company and its shareholders will continue to obtain the benefits per the Statement in future; or
- (ii) The conditions prescribed for availing the benefits as per the Statement have been/would be met with.

Restriction on Use

9. This report is addressed to and is provided to enable the Board of Directors of the Company to include this report in the Offer Documents, prepared in connection with the Offer to be filed by the Company with the Securities and Exchange Board of India, and the concerned stock exchanges.

**For M/S Rajiv Mehrotra & Associates,
Chartered Accountants**

Sd/-

Name: CA Shivani Yadav

Designation: Partner

Membership No.: 451408

UDIN : 24451408BKEOBM8317

Place: Kanpur

Date: 08.07.2024

ANNEXURE I TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company, the Shareholders under the Taxation Laws presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION

A. SPECIAL TAX BENEFITS TO THE COMPANY

The Company is not entitled to any special tax benefits under the Taxation Laws.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

The Shareholders of the Company are not entitled to any special tax benefits under the Taxation Laws.

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. We hereby give our consent to include our above referred opinion regarding the special tax benefits available to the Company, to its shareholders in the Letter of Offer "Offer Document".

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SECTION IV ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. None of the Company and any other person connected with the Issue have independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projection forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on information.

GLOBAL ECONOMY

The baseline forecast is for the world economy to continue growing at 3.2 percent during 2024 and 2025, at the same pace as in 2023. A slight acceleration for advanced economies—where growth is expected to rise from 1.6 percent in 2023 to 1.7 percent in 2024 and 1.8 percent in 2025—will be offset by a modest slowdown in emerging market and developing economies from 4.3 percent in 2023 to 4.2 percent in both 2024 and 2025. The forecast for global growth five years from now—at 3.1 percent—is at its lowest in decades. Global inflation is forecast to decline steadily, from 6.8 percent in 2023 to 5.9 percent in 2024 and 4.5 percent in 2025, with advanced economies returning to their inflation targets sooner than emerging markets and developing economies. Core inflation is generally projected to decline more gradually.

(Source: [World Economic Outlook](#))

INDIAN ECONOMY

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP or GDP at Current Prices in the year 2023-24 is estimated at Rs. 293.90 lakh crores (US\$ 3.52 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 269.50 lakh crores (US\$ 3.23 trillion). The growth in nominal GDP during 2023-24 is estimated at 9.1% as compared to 14.2% in 2022-23. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the first half of FY24. During the period January-March 2024, India's exports stood at US\$ 119.10 billion, with Engineering Goods (25.01%), Petroleum Products (17.88%) and Organic and Inorganic Chemicals (7.65%) being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers. The contact-based services sector has demonstrated promise to boost growth by unleashing the pent-up demand. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

India's appeal as a destination for investments has grown stronger and more sustainable because of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.

Market Size

Real GDP or GDP at Constant (2011-12) Prices in the year 2023-24 is estimated at Rs. 172.90 lakh crores (US\$ 2.07 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 160.71 lakh crores (US\$ 1.92 trillion). The growth in real GDP during 2023-24 is estimated at 7.6% as compared to 7.0% in 2022-23. There are 113 unicorn startups in India, with a combined valuation of over US\$ 350 billion. As many as 14 tech startups are expected to list in 2024 Fintech sector poised to generate the largest number of future unicorns in India. With India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time period. India's current account deficit (CAD) narrowed to 1.2% of GDP in the October-December quarter. The CAD stood at US\$ 10.5 billion for the third quarter of 2023-24 compared to US\$ 11.4 billion or 1.3% of GDP in the preceding quarter. This was largely due to higher service exports.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown. According to Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal, Indian exports are expected to reach US\$ 1 trillion by 2030.

Road Ahead

In the second quarter of FY24, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2023. India's comparatively strong position in the external sector reflects the country's positive outlook for economic growth and rising employment rates. India ranked 5th in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year. In the budget of 2023-24, capital expenditure took lead by steeply increasing the capital expenditure outlay by 37.4 % in BE 2023-24 to Rs.10 lakh crore (US\$ 120.12 billion) over Rs. 7.28 lakh crore (US\$ 87.45 billion) in RE 2022-23. The ratio of revenue expenditure to capital outlay increased by 1.2% in the current year, signalling a clear change in favour of higher-quality spending. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to

rising capital spending levels. In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US\$ 133.27 billion).

Since India's resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. In September 2023 (Provisional), CPI-C inflation was 5.02%, down from 7.01% in June 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

(Source: [IEBF](#))

1. Global Recycled Polyethylene Terephthalate (rPET) Market

Market Overview

Companies often use sustainable practices, including the use of rPET, as a tool for brand differentiation and to enhance their market image. This can be particularly influential in competitive markets where businesses seek to stand out through their environmental commitments thus fuelling market growth. In addition, many large-scale companies are switching to rPET technology to protect the environment. For instance, in 2023, US-based bottled water brand Chlorophyll Water announced the launch of new bottles made using 100% recycled polyethylene terephthalate (rPET). Due to this, market growth is propelling across the globe.

Trends for Increasing Use of rPET

Rapid urbanization in the Asia-Pacific region is acting as a significant driver for the increasing use of rPET. As the urban population is growing, so does the consumer demand and plastic waste, prompting a shift towards sustainable materials. This urban expansion leads to heightened awareness and demand for eco-friendly practices, encouraging industries to adopt rPET in their products to meet these evolving consumer and environmental needs. For instance, in 2023, Coca-Cola India, a Coca-Cola Co. subsidiary headquartered in Gurugram, India, has launched a 100 percent-recycled polyethylene terephthalate (rPET) water bottle. The food-grade rPET will be produced by Srichakra Polyplast India Pvt. Ltd., Hyderabad, India, on a Starlinger PET bottle-to-bottle recycling line. Additionally, Ganesha Ecosphere Ltd announced the expansion of the production capacity of recycling plastic (rPET) by 49,640 tons per annum, rPET is a recycled PET (polyethylene terephthalate) plastic that is used to make packaging, such as plastic bottles and food containers. Due to this, the growth of the market is stimulating across the region. Besides, stringent government regulations in the Asia-Pacific region is acting as a significant driver for the adoption of rPET. These regulations, aimed at reducing plastic waste and promoting recycling, impose strict requirements on businesses to incorporate recycled materials like rPET in their products and packaging. Non-compliance can result in penalties, motivating industries to embrace sustainable practices and contribute to environmental preservation.

2. India Recycled Polyethylene Terephthalate (rPET) Market

Market Overview

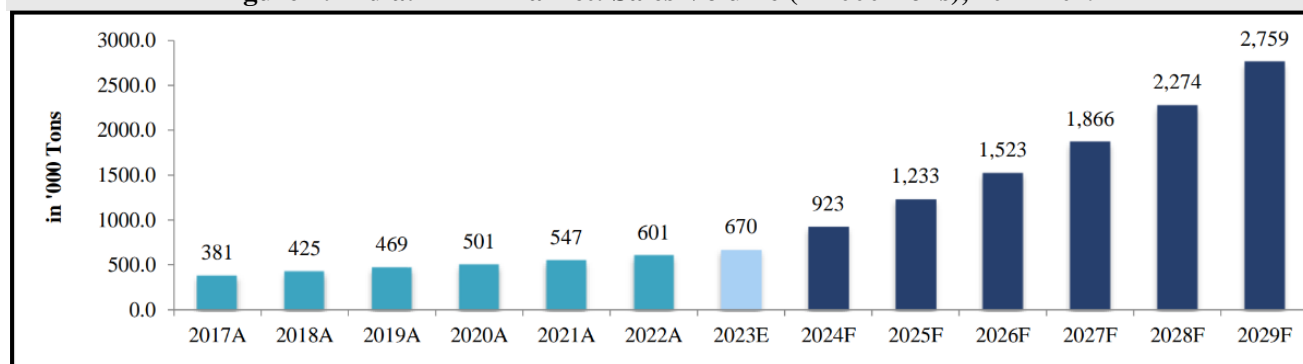
Technological advancements in the recycling process have made it more efficient and cost-effective. Moreover, improved sorting, cleaning, and processing technologies are enhancing the quality of recycled PET, making it

more appealing for various applications thus fuelling the market growth. Also, several e-commerce platforms are selling packaged goods to the customers. For instance, in 2022, the Indian government has launched the Open Network for Digital Commerce or ONDC in Bengaluru. Due to this, the market growth is impelling across the country. Apart from this, urbanization continues in India, changes in lifestyle and consumption patterns are leading to the increasing usage of PET products, subsequently estimated to increase the potential for recycling and the demand for rPET in the coming years. Further, the restriction on import of rPET chips will drive domestic production in India. The industry segments is highly competitive and include a number of well-established manufacturers as well as several small players in the un-organised sector. Robust growth opportunities have led Indorama Ventures Public Co Ltd to invest \$ 150 million in three PET waste recycling plants in India, located at Haldia, Nagpur and Panipat, and are aiming to start commercial production in 2026.

Volume Trends

The India rPET market reached a volume of 670 Kilo Tons in 2023, growing at a CAGR of 9.9% during 2017-2023. Looking forward, the India rPET market is expected to reach a volume of 2,759 Kilo Tons by 2029, growing at a CAGR of 24.5% during 2024-2029.

Figure 1: India: rPET Market: Sales Volume (in '000 Tons), 2017-2029



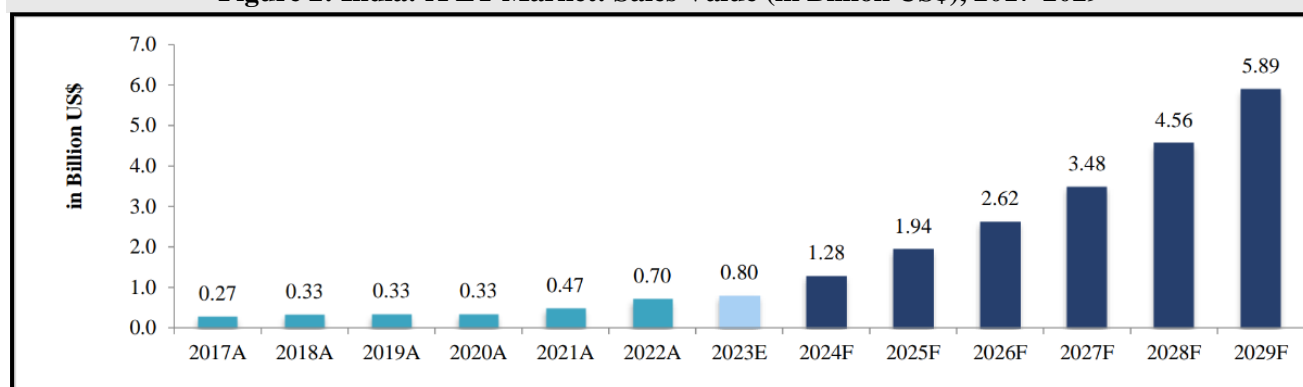
Source: Analyst Reports, Expert Interviews and IMARC Group

Note: The above calculations are for the Calendar Year (Jan-Dec). 2017-2022 are Actual figures, 2023 figure is Estimated & 2024-2029 figures are Forecasted.

Value Trends

The India rPET market reached a value of US\$ 0.80 Billion in 2023, growing at a CAGR of 19.5% during 2017-2023. Looking forward, the India rPET market is expected to reach a value of US\$ 5.89 Billion by 2029, growing at a CAGR of 35.8% during 2024-2029.

Figure 2: India: rPET Market: Sales Value (in Billion US\$), 2017-2029



Source: Analyst Reports, Expert Interviews and IMARC Group

Note: The above calculations are for the Calendar Year (Jan-Dec). 2017-2022 are Actual figures, 2023 figure is Estimated & 2024-2029 figures are Forecasted.

3. Global Recycled Polyester Staple Fiber (rPSF) Market

Market Performance

Promoting the recycling of plastics stands as a crucial and sustainable initiative in light of the escalating environmental impact caused by plastic waste. Establishing an effective system for the cleaning and sorting of this waste is imperative. Within the thermoplastics recycling sector, a significant emphasis is placed on recycling bottles employed for liquid packaging, encompassing water, juices, beer, sauces, detergents, household chemicals, and carbonated soft drinks. The distinctive consistency and shape of these bottles facilitate their separation, whether through automated processes or manual sorting. A popular segment in the PET waste recycling market is recycled polyester staple fiber (rPSF/RPSF), anticipated to play a pivotal role in the future of the textile industry. RPSF is an energy saving and environment friendly product which helps to reduce the pollution and wastewater discharge in the textile industry. It has excellent retention of fibre finish to ensure smooth and better productivity. Such yarn has better washing/sublimation/sunlight fastness, uniformity in colour and reduce control risk of production process. rPSF is crafted by melting down PET bottles and converting them into filaments. It has excellent retention of fibre finish to ensure smooth and better productivity. RPSF has many industrial applications because of its special characteristics, especially its resistance to stretching or shrinking and general strength as a fibre. It also dries quickly, while remaining crisp and strong afterwards, so this material is easily washed. RPSF resists wrinkles, mildew and general surface damage. RPSF also finds applications in the numerous areas ranging from technical textiles, non-woven textiles, furniture, pillows, mattresses, soft toys and yarn spinning.

These versatile filaments can be utilized as continuous threads or cut into length-defined fibers for spinning. The resultant fabric finds application in an array of garments such as pullovers, jackets, and sweatshirts. The recycled thread or yarn, whether used independently or blended with other fibers, proves instrumental in crafting robust and enduring products like coats, shoes, bags, hats, and accessories. This innovative approach not only addresses environmental concerns but also contributes to the creation of sustainable and durable textiles for various applications.

4. India Recycled Polyester Staple Fiber (rPSF) Market

Market Overview

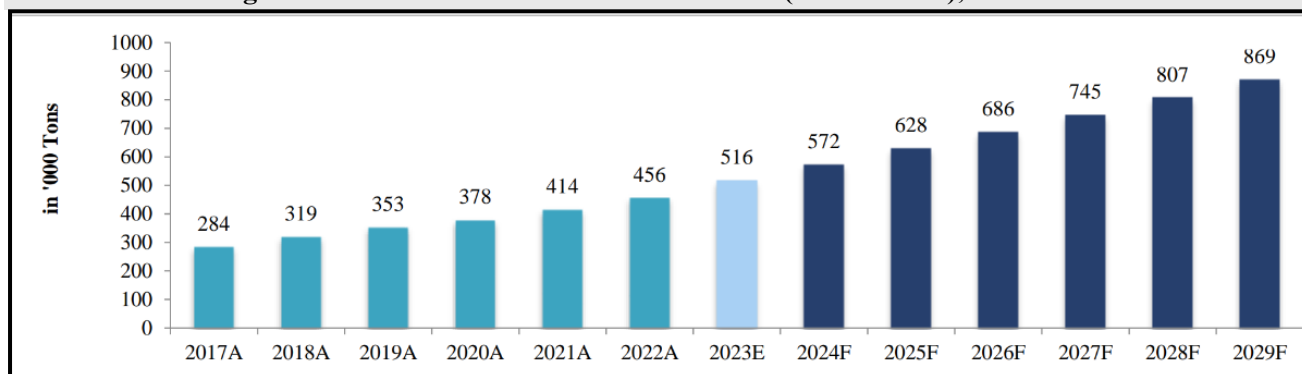
Increasing awareness and concerns about environmental sustainability are driving factors for recycled PSF industry in India. Consumers, industries, and governments are actively seeking eco-friendly alternatives to virgin polyester, and recycled PSF offers a sustainable solution by reducing the reliance on new raw materials. Rising focus on product portfolios expansion among manufacturers is also strengthening the segment growth. For instance, Ganesh Ecosphere, leading recycler of India and a prominent manufacturer of Recycled Polyester Staple fibre (rPSF) diversified into spun yarn, dyed texturized yarn among others. Moreover, increasing investment for the production of rPSF is expected to drive the market growth in the upcoming years.

Volume Trends

The India rPSF market reached a volume of 516 Kilo Tons in 2023, growing at a CAGR of 10.5% during 2017-

2023. Looking forward, the India rPSF market is expected to reach a volume of 869 Kilo Tons by 2029, growing at a CAGR of 8.7% during 2024-2029.

Figure 3: India: rPSF Market: Sales Volume (in '000 Tons), 2017-2029



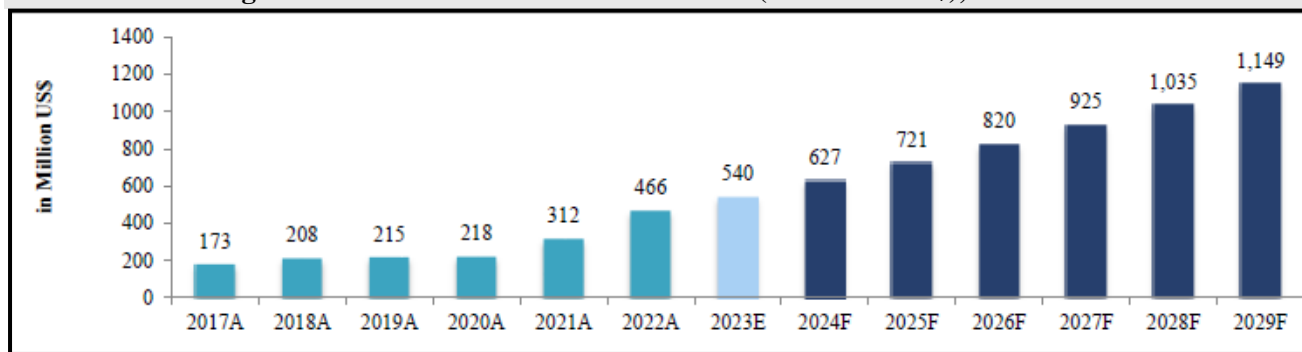
Source: Analyst Reports, Expert Interviews and IMARC Group

Note: The above calculations are for the Calendar Year (Jan-Dec). 2017-2022 are Actual figures, 2023 figure is Estimated & 2024-2029 figures are Forecasted.

Value Trends

The India rPSF market reached a value of US\$ 540 Million in 2023, growing at a CAGR of 20.8% during 2017-2023. Looking forward, the India rPSF market is expected to reach a value of US\$ 1,149 Million by 2029, growing at a CAGR of 12.9% during 2024-2029.

Figure 4: India: rPSF Market: Sales Value (in Million US\$), 2017-2029



Source: Analyst Reports, Expert Interviews and IMARC Group

Note: The above calculations are for the Calendar Year (Jan-Dec). 2017-2022 are Actual figures, 2023 figure is Estimated & 2024-2029 figures are Forecasted.

5. Global Yarn Spinning Market

The global market for short-staple ring spindles is expected to grow at a CAGR of 1.9% during 2024-2028, reaching 251 million by 2028. The open-end rotors market is anticipated to grow at a CAGR of 4.9% during the same period, reaching 13.2 million by 2028.

6. Global & India Yarn Spinning Industry Overview:

India boasts a prominent position in the global yarn spinning industry, holding the second-largest spinning capacity globally at 48 million spindles. This translates to a 30% share in the global yarn trade, making India

the market leader in yarn exports (approximately 1.2 million tons). Moreover, India's overall yarn spinning production of manmade fiber, manmade filament yarn, cotton yarn, and blended non-cotton yarn, is expected to grow at a CAGR of 5.1%, 8.4%, 2.4%, and 1.6% respectively during 2024-2028.

Key Industry Growth Trends and Drivers

The Indian yarn spinning industry is experiencing moderate growth, with a projected CAGR of 2.3% for spindle installed capacities between 2024-2028. Also, we expect India's rotors installed capacities to grow at a CAGR of 2.8% during 2024-2028 reaching 1,022 thousand by 2028. This growth is attributed to several factors:

- **Abundance of Raw Materials:** India is the world's largest producer of cotton, providing abundant raw material for yarn production.
- **Government Initiatives:** Policies like the Scheme for Integrated Textile Parks (SITP) and the Production Linked Incentive (PLI) scheme encourage modernization and capacity expansion in yarn spinning facilities.
- **Technological Advancements:** Leading spinners are continuously adopting new technologies to achieve production efficiency and high-quality standards. Examples include the Sumo Mini by Rimtex Group, which offers a 10% increase in sliver loading capacity.
- **Growing Textile Demand:** Factors such as rising disposable incomes and a growing middle class in India are boosting the domestic demand for textiles along with creating export opportunities due to lucrative pricing and quality.

Key Industry Challenges

Economic Downturn: The industry encountered headwinds in FY2023 due to factors like volatility in cotton prices, declining global demand, and rising energy costs. This led to a decline in sales volume and profit margins for cotton yarn spinners.

India's Spindle and Rotor Installed Capacities

India's spindle installed capacity is projected to reach 59.7 million by 2028, while rotor capacity is expected to reach 1.022 million by 2028. This indicates a gradual increase in production capabilities of spinning mills.

India's Overall Yarn Spinning Production: The overall yarn spinning production across the country is mentioned below:

Production in Million Kg.	2018-19	2019-20	2020-21	2021-22	2022-23 P	2023-24 P	2024-25 P	2025-26 P	2026-27 P	2027-28 P	2028-29 P
Manmade Fiber	1,442	1,898	1,610	2,160	2,152	2,168	2,338	2,468	2,598	2,728	2,858
Manmade Filament Yarn	1,160	1,688	1,326	2,016	1,904	1,978	2,079	2,220	2,399	2,606	2,870
Cotton Yarn	4,208	3,962	3,625	4,063	3,441	3,609	3,735	3,847	3,943	4,032	4,113
Blended & 100% Noncotton yarn	1,682	1,702	1,521	1,759	1,744	1,792	1,837	1,874	1,906	1,935	1,959
Total Spun Yarn	5,890	5,664	5,146	5,822	5,185	5,478	5,725	5,925	6,103	6,270	6,427

Source: Textile Commissioner, Expert Interviews, and IMARC Group

Technological Advancements: Adoption of modern technologies like ring spinning, open-end spinning, and compact spinning empowers Indian yarn manufacturers to cater to diverse market demands and compete globally.

Geographical Distribution: India's yarn spinning industry is concentrated in key states. Tamil Nadu holds a significant share with 51% of spindles, 62% of mills, and 38% of the workforce. This dominance is attributed to government support and proximity to fabric clusters like Erode and Salem. Also, Tamil Nadu is followed by Maharashtra and Gujarat.

Conclusion:

The Indian yarn spinning industry presents a picture of moderate growth driven by factors like abundant raw materials, government support, and technological advancements. However, the industry faces challenges due to economic downturns. Key players in the yarn spinning market are Vardhman Textiles Limited, Nahar Spinning Mills Limited, Nitin Spinners, Super Spinning Mills Limited and Bannari Amman Spinning Mills Limited have a collective market share of approx. 5% in the total spindle capacity of 53.3 million in 2023. However, continued technological adoption and focus on overcoming economic headwinds will be crucial for the industry's sustained growth.

OUR BUSINESS

Some of the information in this section, including information with respect to our plans and strategies, contains forward-looking statements that involve risks and uncertainties. Before deciding to invest in the Equity Shares, Shareholders should read this entire Draft Letter of Offer. An investment in Equity Shares involves a high degree of risk. For discussion of certain risks in connection with investment in the Equity Shares, you should read “Risk Factors” on page 22 of this Draft Letter of Offer, for discussion of the risks and uncertainties related to those statements, as well as “Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 78 and 82 of this Draft Letter of Offer, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

About the Company

History

Our Company was originally constituted as a Private Limited Company having CIN U25209DL2003PTC118413 by the name of Apollo Fittings Private Limited under the provisions of the Companies Act, 1956, on January 10, 2003, in New Delhi. Subsequently, the name of the Company was changed to Mahabir Metallex Private Limited vide a fresh Certificate of Incorporation dated January 13, 2014. Further, the Company was converted into a public limited company vide a fresh Certificate of Incorporation dated February 7, 2014, and consequently the name of the company was changed to Mahabir Metallex Limited. Thereafter, the name of the company was changed to SVP Housing Limited, on March 14, 2017. Further, the name of the company has been changed from “SVP Housing Limited” to “Ganesha Ecoverse Limited” vide a fresh certificate of incorporation dated August 21, 2023. Further the Certificate of Registration dated August 22, 2023, was issued upon change in object clause of the Company. The Corporate Identification Number of the company is L13114DL2003PLC118413.

Listing of the Company

The Company got listed on the SME Platform of BSE Limited on March 27, 2015 under the name “Mahabir Metallex Limited”, was initially established itself in the steel industry, engaging in the marketing, trading, and distribution of a diverse range of steel products, including TMT Bars, Rolled Products, Billets, Colour Coated Sheets, Steel strips, Cold Rolled Strips, Round Angle Channels & Bars, Ingots, and Steel Pipes and Tubes.

Entering into Real Estate business

In the year 2016, there was an open offer in the Company from M/s ‘SVP Builders (India) Limited’ pursuant to which the Company had entered into the real estate business.

Takeover and entering into Polyethylene Terephthalate Textile business

During the financial year 2023-24, pursuant to another Open Offer made by our present promoters Mr. Vishnu Dutt Khandelwal and Mr. Sandeep Khandelwal under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 vide letter of offer dated March 31, 2023, for acquisition of control of the Company and pursuant to Share Purchase Agreement (“SPA”) dated January 6th, 2023, they have become new promoters of the Company.

With the acquisition of the control in the Company by new promoters, the Company is now focused to engage in the manufacturing or dealing in all kinds of plastic and textile products (whether primary, intermediate or in final form), virgin or recycled, including spinning, knitting, weaving, garmenting etc. Although, presently by far post the open offer, we have done trading of the post-consumer pet bottles waste.

Brief summary of revenue statement of the Company:

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Revenue	592.53	10.16	2,309.83
Profit after tax	423.05	(323.59)	(128.44)
Earnings per share	3.78	(2.89)	(1.15)
Source of revenue	Trading of PET Bottles waste	Trading of shares	Construction Activities and trading of shares.

Alteration in the Object Clause:

Alteration of the Object Clause of Memorandum of Association of the Company has been approved by the Registrar of Companies, NCT of Delhi & Haryana with effect from August 22, 2023, wherein authorization to manufacture, produce, process, recycle, buy, supply, sell, import, export or to act as stockists, commission agents, jobbers, dealers, brokers & agents or otherwise deal in all kinds of plastic products (whether primary, intermediate or final form), virgin or recycled, including PET Resin, PET flakes, Chips, granules, PET Preforms, HDPE/ PP/ LDPE/ PVC and other kind of polymers, Partially Oriented Yarn (POY), Fully Drawn Yarn (FDY), Polyester Staple Fibre (PSF), Texturized Yarn, all kinds of man-made and artificial fibre, spun yarn (spinning), fabrics including knitting, weaving, garmenting, etc, has been added in the Objects Clause of the Company.

BUSINESS OVERVIEW

As on date we are into the business of trading post-consumer pet bottles waste that involves the buying and selling of post-consumer PET (Polyethylene Terephthalate) bottle scrap. PET bottles are widely used for packaging various beverages, household products, and personal care items due to their lightweight, durable, and recyclable nature and their scrap is used, after processing and recycling, in making textile grade fibers, filament yarn, bottle grade pet resin, packaging sheets, etc.

We are collecting post consumer PET bottle waste from kabadis (scrap dealer), rag-pickers and bailers and then supply them to Ganesha Ecosphere Limited, a PET bottle waste recycling company. We aim to contribute to the circular economy (a model of production which involves sharing, leasing, reusing, repairing, refurbishing and recycling existing materials and products as long as possible) by promoting the recycling and reuse of PET bottles, thus conserving the natural resources, reducing greenhouse gas emissions, reducing waste in landfills and reducing the plastic pollution. All these will ultimately improve sustainability.

BUSINESS STRATEGY

In addition to the business of trading of PET Bottles and with a view to improve the profitability, our Company, out of the proceeds of this Rights Issue, proposes to acquire Equity Shares of M/s. GESL Spinners Private Limited (“GSPL”). GSPL is engaged in the business of production of textile grade spun yarn and sewing thread out of Recycled Polyester Staple Fibre (RPSF). Through this acquisition, the Company thus proposes to enter into the business of producing yarns from RPSF. The Company, at its Board Meeting held on July 8, 2024,

decided to acquire Equity Shares of GSPL. The Board has also decided that the Company would consider the options of merger/ amalgamation/ other corporate re-structuring with GSPL, after the proposed acquisition of Equity Shares. Our Company has entered into a Share Subscription Agreement dated July 8, 2024, with GSPL to acquire 2,73,50,000 Equity Shares of Rs. 10/- each of GSPL at a price of Rs. 17/- per Equity Share (including premium of Rs. 7/- per share). This acquisition is a strategic step towards integrating sustainable practices into our business operations and expanding into the recycled yarn market. For more details please refer “Objects of the Issue” on page number 46 of this Draft Letter of Offer.

COLLABORATIONS/STRATEGIC PARTNERSHIP:

We do not have any Collaboration/Tie Ups/ Joint Ventures as on the date of this DLOF.

SWOT ANALYSIS

Strengths

1. Experienced Promoter: The present promoters has significant experience in the yarn spinning industry, bringing valuable industry knowledge, technical expertise, and established networks.
2. Sustainability Focus: The Company’s focus on promoting and developing recycled products aligns with global sustainability trends and increasing consumer demand for eco-friendly products.
3. Market Growth: The recycled spun yarn segment is growing due to increasing demand for sustainable and recycled materials in the textile industry.

Weaknesses

1. Lack of Current Operations: The Company does not have an existing customer base business presence, which could lead to initial operational and market entry challenges.
2. High Initial Investment: Significant capital investment is required for acquiring GSPL, setting up operations, and scaling production.
3. Operational Expertise: While the promoters are experienced, the Company itself may lack operational expertise and an established team, leading to potential inefficiencies.
4. Industry is much affected with the price volatility: Textile industry is cyclical in nature and witness frequent fluctuations in prices due to change in demand-supply matrix in the industry as well as fluctuations in the prices of crude oil/ feed stock prices and cotton prices.

Opportunities

1. Growing Demand for Recycled Products: Increasing environmental awareness and regulatory pressures are driving demand for recycled textiles, presenting a significant market opportunity.
2. Expansion and Diversification: Potential to expand product lines and diversify into other sustainable textile products, leveraging the recycling and manufacturing capabilities.
3. Strategic Partnerships: Forming partnerships with brands, retailers, and other stakeholders in the textile industry can enhance market reach and credibility.

4. Government Incentives: Increasing focus of Government, industry as well as consumers on sustainability might create the good demand for sustainable textile products benefitting the Company's products. Increasing Government thrust on textile industry may result into policy support and introduction of some incentives for textile industry. GSPL is already having concessional income tax rate of 15% plus applicable surcharges as well as some Uttar Pradesh State government incentives in the form of capital subsidy and interest subsidy.

Threats

1. Market Competition: Relatively smaller capacity of GSPL of yarn spinning in comparison of established players, who have more resources and market presence, may expose it to market competition.
2. Regulatory Changes: Changes in environmental regulations and policies could impact operations, costs, and profitability.
3. Technological Advancements: Rapid technological changes may require continuous investment in new technology and processes to stay competitive.
4. Economic Factors: Economic downturns and fluctuations in raw material prices can impact the cost structure and profitability of the business.

MANUFACTURING UNIT & CAPACITY

Currently, the Company doesn't have any manufacturing unit.

Intellectual Property:

The details of the Intellectual property of the Company:

Sr. No.	Brand Name/Logo/ Trademark	Class	Nature of Trademark	Owner	Application Number & date	Status
-	NIL	NIL	NIL	NIL	NIL	NIL

PLACE OF BUSINESS OF THE COMPANY

We operate our business from our Registered Office and PET Collection Center as detailed below:

#	Description	State	Location	Status
1	Registered Office	Delhi	P3-211, Second Floor, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, G.P.O., Delhi – 110006, India.	Rented
2	PET bottle Collection Center	Delhi	14/16/2, New Karala Road, Shiv Vihar, Ground Floor, New Delhi – 110081, India.	Rented

OUR MANAGEMENT

Board of Directors

As per the Articles of Association, our Company is required to have not less than 3 (Three) Directors and not more than 15 (Fifteen) Directors. Currently, our Company has 4 (Four) Directors, including 2(Two) Independent Directors (out of which 1(One) is Woman Director). The following table sets forth details regarding the Board of Directors as on the date of this Draft Letter of Offer:

S.N.	Details of Directors	Date of Appointment/ Change in Designation	Other Directorships as on the date of Draft offer letter
1.	<p>Name: Mr. Sandeep Khandelwal DIN No: 00379182 Date of Birth: 14/07/1976 Date of expiration of current term: May 30, 2028 Term: For a period of five (05) years Age: 47 Years Father's Name: Mr. Vishnu Dutt Khandelwal Designation: Managing Director and CEO Address: 14/59, Flat No. 801, Sangeeta Apartment Civil Lines, Kanpur Nagar-208001 Uttar Pradesh India Nationality: Indian Occupation: Business</p>	<p>Appointed as Director on May 12, 2023, and Designated to Managing Director on May 30, 2023.</p> <p>Designated as CEO on October 23, 2023</p>	<p>Public Limited Entities: GPL Finance Limited</p> <p>Private Limited Entities:</p> <ol style="list-style-type: none"> Sandeep Yarns Private Limited GESL Spinners Private Limited <p>Foreign Entities: NIL</p> <p>Limited Liability Partnership: NIL</p>
2.	<p>Name: Mr. Vishnu Dutt Khandelwal DIN No: 00383507 Date of Birth: 06/03/1949 Date of expiration of current term: Not Applicable. Term: Not Applicable. Age: 75 Years Father's Name: Mr. Ganga Ram Designation: Non-Executive Non-Independent director Address: 14/59, Flat No. 801, Sangeeta Apartment, Civil Lines, Kanpur Nagar-208001 Uttar Pradesh India Nationality: Indian Occupation: Business</p>	<p>Appointment as Director on May 12, 2023</p>	<p>Public Limited Entities: Ganesha Ecosphere Limited</p> <p>Private Limited Entities:</p> <ol style="list-style-type: none"> Sandeep Yarns Private Limited Ganesha Ecopet Private Limited Ganesha Ecotech Private Limited GESL Spinners Private Limited <p>Foreign Entities:</p>

			<p>NIL</p> <p>Limited Liability Partnership:</p> <p>NIL</p>
3.	<p>Name: Mr. Abhilash Lal DIN No: 03203177 Date of Birth: 16/10/1964 Date of expiration of current term: 30 May 2028 Term: For a period of five (05) years Age: 59 years Father's Name: Mr. Raj Kumar Lal Designation: Non-Executive Independent Director Address: C-192, Belvedere Towers, DLF Phase II Nathupur, Gurgaon Haryana, India, 122002 Nationality: Indian Occupation: Professional</p>	<p>Appointed as Independent Director on May 30, 2023</p>	<p>Public Limited Entities:</p> <ol style="list-style-type: none"> 1. Apollo Pipes Ltd. 2. APL Apollo Tubes Ltd. 3. Kisan Mouldings Limited 4. Ganesha Ecosphere Limited <p>Private Limited Entities:</p> <ol style="list-style-type: none"> 1. Zumbach Electronic India Private Limited 2. Sungard Availability Services (India) Private Limited 3. Quoine India Private Limited <p>Foreign Entities:</p> <p>NIL</p> <p>Limited Liability Partnership:</p> <p>Alvarez & Marsal India Professionals Services LLP.</p>
4.	<p>Name: Ms. Neeru Abrol DIN No: 01279485 Date of Birth: 07/02/1955 Date of expiration of current term: 30 May 2028 Term: For a period of five (05) years Age: 69 years Father's Name: Mr. Dev Raj Abrol Designation: Non- Executive Independent Director</p>	<p>Appointed as Independent Director on May 30, 2023</p>	<p>Public Limited Entities:</p> <ol style="list-style-type: none"> 1. Apollo Pipes Ltd. 2. APL Apollo Tubes Ltd. 3. SMC Global Securities Limited 4. SG Mart Limited <p>Private Limited Entities:</p> <ol style="list-style-type: none"> 1. Stecol International

	Address: K-3, Lajpat Nagar-III DLF Phase II Nathupur New Delhi, India 110024 Nationality: Indian Occupation: Professional		Private Limited 2. Apollo Metalex Private Limited Foreign Entities: NIL Limited Liability Partnership: NIL
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Relationship between our Directors

None of the directors mentioned above of our Company have family relationships except Mr. Sandeep Khandelwal, son of Mr. Vishnu Dutt Khandelwal, director of the company.

Brief Biographies of Directors

Mr. Sandeep Khandelwal is an individual aged about 47 Years. He is a Master's in Business Administration (Marketing) from Institute of Management & Entrepreneurship Development (IMED), He has experience of over 17 years in trading Textile Yarns and Fibre. He is presently working as Sr. Vice-President of M/s. Ganesha Ecosphere Limited, a listed company on BSE and NSE and is responsible for looking after the plant administration and Operations.

Mr. Vishnu Dutt Khandelwal is an individual aged about 75 Years. He is a master's in commerce from Seth G.B. Poddar College, Nawalgarh, Rajasthan He has experience of over 51 years in trading of different types of textile yarns. He has rich experience in the field of marketing and financial management. He has been associated with Ganesha Ecosphere Limited, a listed company on BSE and NSE, since its inception as Promoter and was appointed as Executive Vice-Chairman of the Company in 2008 and He is responsible for overseeing the marketing and business development.

Mr. Abhilash Lal, aged 50 years, is a mechanical engineer and a post-graduate in management from Indian Institute of Management (IIM), Bangalore. He has rich experience of more than 24 years in all aspects of financial services including banking, consulting, insurance, investments, advisory, etc. and had worked with HSBC for more than 11 years before moving to A.T. Kearney as head of financial institutions practice in India. He then set up the solutions team at Genpact for third party customers and headed the function for two years as Vice President.

Ms. Neeru Abrol is a Chartered Accountant by profession with over four decades of rich experience in Finance and management. She has been associated with National Fertilizers Limited as the Chairperson and Managing Director and Director Finance. She has also been associated with the Steel Authority of India for over 20 years. She has been on the Boards of IDBI Bank, IFCI Infrastructure Development Limited, and TCNS Clothing Limited.

Confirmations

1. None of the Directors of our Company have held or currently hold directorship in any listed company whose shares have been or were suspended from being traded on any of the stock exchanges in the five years preceding the date of filing of this Draft Letter of Offer, during the term of his/ her directorship in such company.

- Further, none of the Directors of our Company are or were associated in the capacity of a director with any listed company which has been delisted from any stock exchange(s) at any time in the past.

Committees of our Board

Our Board has constituted following Committees in accordance with the requirements of the Companies Act and SEBI Listing Regulations:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee.

Details of each of these committees are as follows:

A. Audit Committee

Pursuant to the reconstitution of the Board of Directors of the Company, the Audit Committee of the Company was reconstituted, during the financial year 2023-2024, The present composition of the Audit Committee is as follows: -

Name of the Director	Category
Mr. Abhilash Lal (Chairman)	Non-Executive/ Independent Director
Mr. Vishnu Dutt Khandelwal	Non-Executive/ Non- Independent Director
Ms. Neeru Abrol	Non-Executive/ Independent Director

The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and the SEBI Listing Regulations and the terms of reference, powers and scope of the Audit Committee of our Company include:

Powers of Audit Committee

The Audit Committee shall have powers, which should include the following:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it is considered necessary.

The role of the Audit Committee

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions; and
 - Qualifications in the draft audit report.
 - Change if any in accounting policies & practices & reasons for the same.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.

B. Nomination and Remuneration Committee

The composition of committee is as follows:

Name of the Director	Category
Ms. Neeru Abrol (Chairperson)	Non- Executive/ Independent Director
Mr. Vishnu Dutt Khandelwal	Non-Executive / Non- Independent Director
Mr. Abhilash Lal	Non- Executive/ Independent Director

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and SEBI Listing Regulations and the terms of reference, powers and role of our Nomination and Remuneration Committee are as follows:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. Devising a policy on diversity of board of directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal; and
5. Recommend to the Board, all remuneration, in whatever form, payable to senior management.

C. Shareholder/ Stakeholder Grievance Committee

The composition of committee is as follows:

Name of the Director	Category
Mr. Vishnu Dutt Khandelwal (Chairperson)	Non-Executive / Non- Independent Director
Mr. Sandeep Khandelwal	Managing Director
Mr. Abhilash Lal	Non- Executive/ Independent Director

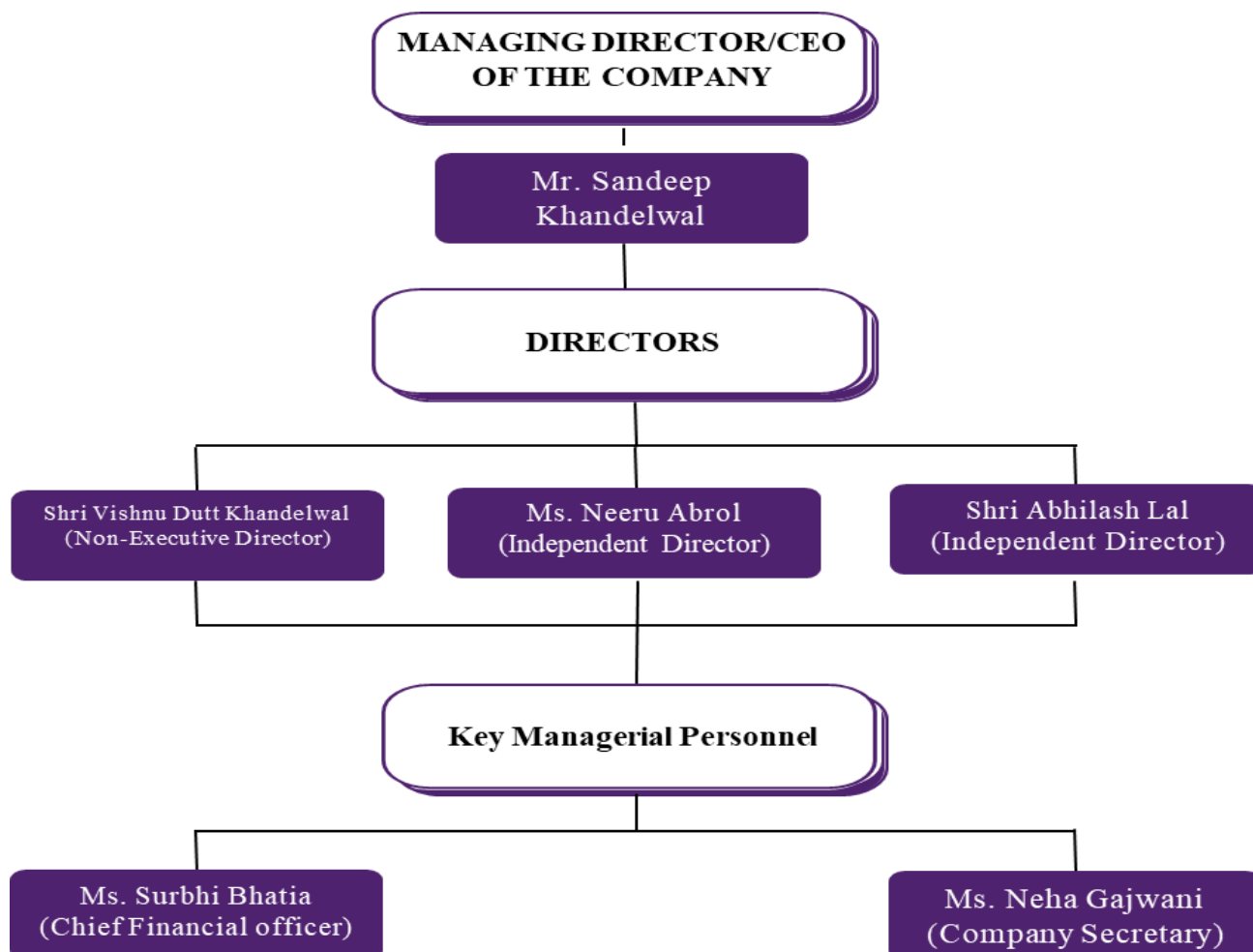
The scope and function of the Stakeholders Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations and the terms of reference, powers and scope of the Stakeholders Relationship Committee of our Company include:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Company's Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
5. Issuance of certificates of securities upon split/ consolidation/ renewal/ rematerialisation thereof and issuance of duplicate certificates of securities

As required under the SEBI Listing Regulations, the Stakeholders Relationship Committee shall meet at least once a year, and the chairperson of the committee shall be present at the annual general meetings to answer queries of the security holders. The quorum of the meeting shall be either two members or one third of the members of the committee whichever is greater, including at least one independent director in attendance.

Organizational Structure

Set forth is the organization structure of our Company:



Key Managerial Personnel (KMP)

Name	Designation	SMP/KMP
Mr. Sandeep Khandelwal	Managing Director	KMP
Ms. Surbhi Bhatia	Chief Financial officer	KMP
Ms. Neha Gajwani	Company Secretary	KMP

In addition to our Managing Director, whose details have been provided under paragraph above titled 'Brief Profile of our Directors', set forth below are the details of our Key Managerial Personnel as on the date of filing of this Draft Letter of Offer:

1. Neha Gajwani (Company Secretary and Compliance Officer)

Ms. Neha Gajwani is a member of the Institute of Company Secretaries of India (ICSI) and is a Commerce &

Law Graduate. She possesses almost 5 years of experience in handling various secretarial compliances and assignments like corporate restructuring, preferential issues, right issue, etc. in Public Limited Company.

2. Surbhi Bhatia (Chief Financial Officer)

Ms. Surbhi Bhatia is a dedicated member of the Institute of Chartered Accountants of India (ICAI) with a background in Commerce. With close to 2.5 years of hands-on experience, she has demonstrated adeptness in overseeing a range of Finance, Taxation, and Banking operations at M/s Ganesha Ecosphere Limited.

Status of Key Managerial Personnel

All our Key Managerial Personnel are permanent employees of our Company.

Retirement and Termination Benefits

None of our Key Managerial Personnel are entitled to receive any termination or retirement benefits.

Relationship among Key Managerial Personnel

None of the Key Managerial Personnel are related to each other.

OUR PROMOTER

Brief profile of promoters

The promoters of our company as on the date of this Draft Letter of Offer are 1) Sandeep Khandelwal, 2) Vishnu Dutt Khandelwal.

Sandeep Khandelwal (Managing Director and Promoter)	
Mr. Sandeep Khandelwal aged about 47 Years is M.B.A. (Marketing) from Institute of Management & Entrepreneurship Development (IMED), He has experience of over 17 years in trading of Textile Yarns and Fibre. He is presently working as Sr. Vice-President of M/s. Ganesha Ecosphere Limited, a public limited listed company and is responsible for looking after the plant administration and Operations.	
Mr. Vishnu Dutt Khandelwal (Director and Promoter)	
Mr. Vishnu Dutt Khandelwal aged about 75 Years. He has experience of over 50 years in trading different types of textile yarns. He has rich experience in the field of marketing and financial management. He has been associated with Ganesha Ecosphere Limited, a listed company on BSE and NSE, since its inception as Promoter and was appointed as Executive Vice-Chairman of the company in 2008 and he is responsible for overseeing the marketing and business development	

As on date of this Draft Letter of Offer, the shareholding of our Promoters has been provided below:

S.N.	Name of the Directors	No. of Shares held	in %
1.	Mr. Sandeep Khandelwal	75,000	0.67
2.	Mr. Vishnu Dutt Khandelwal	75,000	0.67
	Total	1,50,000	1.34

Our Company confirms that permanent account number and bank account number of our Promoters will be submitted to the Stock Exchange at the time of filing this Draft Letter of Offer.

Confirmations

1. None of our Promoter or members of our Promoter Group have been declared as wilful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past or are currently pending against them.
2. Our Promoter has not been declared as a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
3. None of our Promoter or Promoter Group entities have been debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. Our Promoter and members of the Promoter Group are not and have never been promoters, directors or person in control of any other company, which is debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

4. Except as disclosed in the chapter titled “Outstanding Litigation and Material Developments”, there are no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last 5 (five) years preceding the date of the Issue, against our Promoter.

RELATED PARTY TRANSACTIONS

For details of Related Party Transactions of our Company, please see Note N of the Restated Financial Results for the year ended March 31, 2024, March 31, 2023, and March 31, 2022 in the chapter title "Restated *Financial Statements*" on page F-17.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend, if any, will depend on a number of factors, including but not limited, net operating profit after tax, working capital requirements, capital expenditure requirements, cash flow required to meet contingencies, outstanding borrowings, and applicable taxes payable by our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. In accordance with Regulation 43A of the SEBI Listing Regulations, our Company is not mandated to adopt a dividend distribution policy.

Dividends paid on Equity Shares:

Our Company has not declared dividends on the Equity Shares in each of the Financial Years ending 2022, 2023 and 2024. There is no guarantee that any dividends will be declared or paid in future. For details in relation to the risk involved, see “*Risk Factor on Page No. 22 – Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements*” on page 78 of this Draft Letter of Offer.

SECTION V FINANCIAL STATEMENT

FINANCIAL INFORMATION

S. No.	Details	Page Number
1.	Restated Financial Results for the year ended March 31, 2024, March 31, 2023, and March 31, 2022	F1 to F50



RAJIV MEHROTRA & ASSOCIATES

CHARTERED ACCOUNTANTS

H.O. : 3/3A, Vishnupuri, Kanpur - 208 002 • Tel. : 0512-2531806

Fax : 0512-2531806 • E-mail : rma.consult@gmail.com

Independent Auditor's Examination Report on Restated Summary Statements

Auditors' Report on the restated summary statements of assets and liabilities as at March 31, 2024, 2023 and 2022, summary statements of profits and losses (including other comprehensive income), summary statements of cash flows and changes in equity for each of the years ended March 31, 2024, 2023 and 2022 of Ganesha Ecoverse Limited (Formerly known as "SVP Housing Limited") (collectively, the "Restated Summary Statements")

To,
The Board of Directors,
Ganesha Ecoverse Limited
(Formerly Known as **SVP Housing Limited**)
P3-211, Second Floor, Central Square, 20,
Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi – 110006

Dear Sirs/ Madam,

1. We have examined the attached Restated Summary Statements of **Ganesha Ecoverse Limited (Formerly Known as "SVP Housing Limited")** annexed to this report and prepared by the Company for the purpose of inclusion in the Letter of Offer in connection with its Right Issue. The Restated Summary Statements, which have been approved by the Board of Directors of the Company, have been prepared by the Company in accordance with the requirements of:
 - a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act")
 - b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations"); and
 - c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

Managements' Responsibility for the Restated Summary Statements:

2. The Management of Company is responsible for the preparation of the Restated Summary Statements for the purpose of inclusion in the Offer documents to be filed with Securities and Exchange Board of India, Registrar of Companies, Delhi and Haryana and the Stock Exchange in connection with the proposed Right Issue. The responsibilities of the Management of the Company includes designing, implementing, and maintaining adequate internal control relevant to the preparation and presentation of the Restated Summary Statements. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.





RAJIV MEHROTRA & ASSOCIATES

CHARTERED ACCOUNTANTS

H.O. : 3/3A, Vishnupuri, Kanpur - 208 002 • Tel. : 0512-2531806

Fax : 0512-2531806 • E-mail : rma.consult@gmail.com

Auditors' Responsibilities

3. We have examined such Restated Summary Statements taking into consideration:
 - a. The terms of reference and terms of our engagement agreed with you as per our engagement letter, requesting us to carry out the assignment, in connection with the proposed Right Issue of equity shares of **Ganesha Ecoverse Limited (Formerly Known as "SVP Housing Limited")** (the "Issuer Company")
 - b. The Guidance Note which also requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI);
 - c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Summary Statements; and
 - d. The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the Right Issue.

Restated Summary Statements as per audited Financial Statements

4. These Restated Summary Statements have been compiled by the management of the Company from:
 - a. Audited Financial Statements of the Company for the year ended March 31, 2024 which have been prepared by the Company in accordance with the Indian Accounting Standards as prescribed under Section 133 of the Act read with Indian Accounting Standards Rules 2015, as amended, and other accounting principles generally accepted in India (referred to as "Ind AS"), which have been approved by the Board of Directors at their meeting held on May 30, 2024.
 - b. Audited Financial Statements of the Company for the years ended on March 31, 2023 and 2022, which were prepared in accordance with the accounting principles generally accepted in India ("Indian GAAP") at the relevant time as prescribed under Section 133 of the Act read with Companies (Accounting Standards) Rules 2021 as amended, which have been approved by the Board of Directors at their meeting held on May 30, 2023 and May 30, 2022 respectively. The Management of the Company has adjusted financial information for the year ended on March 31, 2023 and 2022, included in such Indian GAAP financial statements using recognition and measurement principles of Ind AS and has included such adjusted financial information as comparative financial information in the financial statements for the year ended on March 31, 2024 as referred to in para 4(a) above.





RAJIV MEHROTRA & ASSOCIATES

CHARTERED ACCOUNTANTS

H.O. : 3/3A, Vishnupuri, Kanpur - 208 002 • Tel. : 0512-2531806

Fax : 0512-2531806 • E-mail : rma.consult@gmail.com

5. For the purpose of our examination, we have relied on
 - a. Auditor's Report issued by us dated May 30, 2024 on Financial Statements of the Company as at and for the period ended March 31, 2024 and the audit reports issued by the previous auditors M/s VAPS & **Company** for the year ended March 31, 2023 dated May 30, 2023 and **M/s KPMC & Associates** for the year ended March 31, 2022 dated May 30, 2022 as referred in Paragraphs 4 (a) and (b) above.
 - b. There were no qualifications in the Audit Reports issued by us and by previous auditor for the years ended on March 31, 2024, 2023 and 2022 which would require adjustments in this Restated Summary Statements of the Company.
 - c. Based on the above and in accordance with the requirements of Section 26 of Part I of Chapter III of the Act read with, the ICDR Regulations and the Guidance Note and based on our examination and according to the information and explanations given to us, we report that:
 - i. The Restated Summary Statement of the Company, as attached to this report read with the basis of preparation and respective Significant Accounting Policies given in Note 1.1 of Restated Summary Statements as described in paragraph 1 have been prepared in accordance with the Act, ICDR Regulations, and Guidance Note.
 - ii. The Restated Summary Statements has been prepared after incorporating adjustments, if any, for the changes in accounting policies and regrouping/ reclassifications to reflect the same accounting treatment in the respective financial year to which they relate.
 - i. There were no qualifications in Auditor's Report on the Audited Financial Statements of the Company for the year ended March 31, 2024, March 31 2023 and 2022 which require any adjustments to the Restated Summary Statements and
6. We have not audited the any financial statements of the Company as of any date or for any period subsequent to March 31, 2024. Accordingly, the Restated Summary Statements do not reflect the effects of events that occurred subsequent to the audited financial statements mentioned in paragraph 4 above.
7. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or the previous auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
8. We have no responsibility to update our report for events and circumstances occurring after the date of the report.





RAJIV MEHROTRA & ASSOCIATES

CHARTERED ACCOUNTANTS

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9. Our report is intended solely for use of the Board of Directors for inclusion in the Offer documents to be filed with Securities and Exchange Board of India, the Stock Exchanges and Registrar of Companies, Delhi and Haryana in connection with the proposed Right Issue. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Rajiv Mehrotra & Associates,
Chartered Accountants,
ICAI Firm Reg. No.: 002253C
Peer Review Certificate No: 016310



Shivani Yadav
Partner
Membership No: 451408
UDIN: 24451408BKEOBF8136
Place: Kanpur
Date: 30th May 2024

Ganesh Ecoverse Limited (Formerly known as SVP Housing Limited)

P3-211, Second Floor, Central Square 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi G.P.O., North Delhi, Delhi, India, 110006
CIN: L13114DL2003PLC118413

Restated Statement of Assets and Liabilities

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	Note No.	As at 31st March, 2024	As at 31st March 2023	As at 31st March 2022
I. Assets				
Non-current assets				
(a) Property, plant and equipment	I.2	1.19	-	1.19
(b) Financial assets				
- Investments	I.3	100.00	100.00	-
(c) Deferred tax assets (Net)	I.4	-	0.02	1.17
Current assets				
(a) Inventories	I.5	11.84	757.12	467.86
(b) Financial assets				
- Investments	I.6	1,297.90	-	-
- Trade Receivables	I.7	27.87	414.35	731.11
- Cash and Cash Equivalents	I.8	82.38	4.18	0.97
- Loans	I.9	1,414.18	975.31	1,113.38
(C) Others	I.10	0.43	10.20	-
Total Assets		2,935.79	2,261.18	2,315.68
II. Equity and Liabilities				
Equity				
(a) Equity Share capital	I.11	1,117.94	1,117.94	1,117.94
(b) Other Equity	I.11	(220.63)	(313.02)	10.57
Liabilities				
Non-current liabilities				
(a) Financial liabilities				
- Borrowings	I.12	1,690.66	1,270.00	1,180.00
(b) Deferred tax liability (net)	I.4	74.74	-	-
Current liabilities				
(a) Financial liabilities				
- Borrowings	I.12	194.88	183.50	3.50
- Trade payables	I.13			
Total outstanding dues of micro enterprises and small enterprises		-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		41.09	-	0.26
(b) Other current liabilities	I.14	14.49	2.76	3.41
(c) Current Tax Liabilities (Net)	I.15	22.62	-	-
Total Equity and Liabilities		2,935.79	2,261.18	2,315.68


The above statements should be read with the Significant accounting policies and notes on Restated Financial Informations appearing in Note I.I

As per our report of even date attached
FOR RAJIV MEHROTRA & ASSOCIATES
Chartered Accountants
Firm Regn. No. 002253C

Shivani Yadav
Partner
Membership No. 451408
UDIN: 24451408BKE0BF8136

For and on behalf of the Board of Directors


Sandeep Khandelwal
Managing Director
DIN: 00379182


Vishnu Dutt Khandelwal
Director
DIN: 00383507


Surbhi Bhatia
Chief Financial Officer
Membership No.: 464493


Neha Gajwani
Company Secretary
Membership No.: 54726

Place : Kanpur
Date : 30th May 2024

Ganesha Ecoverse Limited (Formerly known as SVP Housing Limited)

P3-211, Second Floor, Central Square20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi G.P.O., North Delhi, Delhi, India, 110006

CIN: L13114DL2003PLC118413

Restated Statement of Profit & Loss

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	Note No.	For Year ended	For Year ended	For Year ended
		31-03-2024	31-03-2023	31-03-2022
I Revenue from operations	II.1	592.53	10.16	2309.83
II Other income	II.2	645.96	12.86	0.66
III Total income (I+II)		1238.49	23.02	2310.49
IV Expenses:				
Purchase of stock-in-trade	II.3	510.02	534.85	550.22
Changes in inventories of stock- in- trade	II.4	(11.84)	(289.26)	1789.61
Employee benefit expenses	II.5	15.95	2.64	2.64
Finance cost	II.6	105.50	91.25	90.13
Depreciation and amortization	II.7	0.19	0.17	0.47
Other expenses	II.8	87.55	5.87	5.72
Total expenses		707.37	345.52	2438.79
V Profit/(Loss) before Tax (III-IV)		531.12	(322.50)	(128.30)
VI Tax expenses:	II.9			
- Current Tax		33.25	0.00	0.00
- Tax adjustments fo rearlier years		0.05	(0.06)	0.00
- Deferred Tax		74.77	1.15	0.14
Total tax expenses		108.07	1.09	0.14
VII Profit/(loss) for the period (V-VI)		423.05	(323.59)	(128.44)
VIII Other comprehensive income/(loss)		-	-	-
IX Total comprehensive income for the year (VII+VIII)		423.05	(323.59)	(128.44)
X Earning per share for Continuing Operations				
(1) Basic (Face Value of Rs. 10/- per equity share)		3.78	(2.89)	(1.15)
(2) Diluted ((Face Value of Rs. 10/- per equity share)		3.78	(2.89)	(1.15)

The above statements should be read with the Significant accounting policies and notes on Restated Financial Informations appearing in Note I.I

As per our report of even date attached

FOR RAJIV MEHROTRA & ASSOCIATES

Chartered Accountants

Firm Regn. No. 002253C



Shivani Yadav

Partner

Membership No. 451408

UDIN: 211257408 B K E O B F 813 6

Place : Kanpur

Date : 30th May 2024

For and on behalf of the Board of Directors


Sandeep Khandelwal
Managing Director
DIN: 00379182


Vishnu Dutt Khandelwal
Director
DIN: 00383507


Surbhi Bhatia
Chief Financial Officer
Membership No.: 464493


Neha Gajwani
Company Secretary
Membership No.: 54726

Ganesha Ecoverse Limited (Formerly known as SVP Housing Limited)

P3-211, Second Floor, Central Square 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi G.P.O., North Delhi, Delhi, India, 110006

CIN: L13114DL2003PLC118413

Restated Statement of Cash Flows

Particulars	(Amount "Rs. in Lakhs", unless otherwise stated)		
	For Year ended 31-03-2024	For Year ended 31-03-2023	For Year ended 31-03-2022
A. Cash Flow from Operating Activities			
Profit Before Tax	531.12	(322.50)	(128.30)
Adjustment For:			
Depreciation & amortization	0.19	0.17	0.47
Gain on sale of PPE and intangible assets	-	(1.50)	-
Gain on sale of long term investments	(23.00)	-	-
Fair value gain on financial assets	(525.10)	-	-
Interest and other financial costs	105.50	91.25	90.12
Dividend received	(0.20)	-	(0.66)
Interest received	(97.62)	(11.34)	0.00
Operating profit before working capital changes	(9.11)	(243.93)	(38.36)
Adjustments For:			
Increase in inventories	(11.84)	(289.26)	1789.60
Decrease/ (increase) in trade receivable	386.48	316.76	(494.99)
(Increase)/Decrease in short- term & long term loans and advances	(438.87)	138.07	(822.98)
Decrease/ (increase) in other current assets	9.77	(10.20)	-
Increase/(decrease) in trade payable	41.09	(0.26)	0.26
Increase/(decrease) in other current liabilities	11.73	(0.64)	(111.04)
Cash Generated from operations	(10.75)	(89.46)	322.49
Direct tax adjustments	10.67	-	-
Net Cash Flow (used in)/ generated from Operating Activities (A)	(21.43)	(89.46)	322.49
B. Cash Flow From Investing Activities			
(Purchase of)/ disposal of PPE and Intangible assets	(1.38)	2.60	-
Gain on sale of Investments	23.00	-	-
Purchase of investments	(15.68)	(100.00)	-
Dividend received	0.20	-	0.66
Net Cash flow generated from/ (used in) Investing Activities (B)	6.14	(97.40)	0.66
C. Cash flow from Financing Activities			
Proceeds from/ (repayment of) borrowings	11.38	180.00	(322.35)
Interest received	97.62	11.34	-
Interest and other financial cost	(15.50)	(1.25)	(0.12)
Net cash generated from/(used in) financing activities (C)	93.50	190.09	(322.47)
D. Increase in cash and cash equivalent (A+B+C)	78.21	3.21	0.67
Add: Cash & cash equivalent at the beginning of the year	4.18	0.97	0.30
E. Cash & cash equivalent at the end of the year	82.38	4.18	0.97
Components of Cash & Cash Equivalents			
Cash on hand	2.45	0.15	0.15
Balances with banks	79.93	4.03	0.82
Cash & cash equivalents (Note 1.8)	82.38	4.18	0.97

The above statements should be read with the Significant accounting policies and notes on Restated Financial Informations appearing in Note I.I

As per our report of even date attached
FOR RAJIV MEHROTRA & ASSOCIATES
Chartered Accountants
Firm Regn. No. 002253C

Shivani Yadav
Partner
Membership No. 451408
UDIN: 24481928BK EORF8126

Place : Kanpur
Date : 30th May 2024

For and on behalf of the Board of Directors

Sandeep Khandelwal
Managing Director
DIN: 00379182

Vishnu Dutt Khandelwal
Director
DIN: 00383507

Surbhi Bhatia
Chief Financial Officer
Membership No.: 464493

Neha Gajwani
Company Secretary
Membership No.: 54726

Ganisha Ecoverse Limited (Formerly known as SVP Housing Limited)

P3-211, Second Floor, Central Square 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi G.P.O., North Delhi, Delhi, India, 110006
CIN: L13114DL2003PLC118413

Restated Statement of Changes in Equity**A. EQUITY SHARE CAPITAL**

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	31st March 2024		31st March 2023		31st March 2022	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Balance as at the beginning of the year	1,11,79,400	1,117.94	1,11,79,400	1,117.94	1,11,79,400	1,117.94
Changes in equity share capital during the current year	-	-	-	-	-	-
Balance as at the end of the year	1,11,79,400	1,117.94	1,11,79,400	1,117.94	1,11,79,400	1,117.94

B. OTHER EQUITY

(Amount Rs. in lakhs, unless otherwise stated)

Particulars	Reserves and Surplus		Total
	Securities Premium	General Reserves	
Balance at the April 1, 2021	432.26	(247.91)	184.35
Total comprehensive loss for the year	-	(128.44)	(128.44)
Adjustment regarding preliminary expenses	-	(45.34)	(45.34)
Balance at the March 31, 2022	432.26	(421.69)	10.57
Balance at the April 1, 2022	432.26	(421.69)	10.57
Total comprehensive loss for the year	-	(323.59)	(323.59)
Balance at the March 31, 2023	-	432.26	(313.02)
Balance at the April 1, 2023	432.26	(745.28)	(313.02)
Total comprehensive income for the year	-	423.05	423.05
Adjustment of cumulative dividend on preference shares for earlier years	-	(330.66)	(330.66)
Balance at the March 31, 2024	432.26	(652.89)	(220.63)

The above statements should be read with the Significant accounting policies and notes on Restated Financial Informations appearing in Note I.I

As per our report of even date attached
FOR RAJIV MEHROTRA & ASSOCIATES
Chartered Accountants
Firm Regn. No. 002253C

Shivani Yadav
Partner

Membership No. 451408

UDIN: 24451408BKE03F8136

Place : Kanpur

Date : 30th May 2024

For and on behalf of the Board of Directors

Sandeep Khandelwal
Managing Director
DIN: 00379182

Vishnu Dutt Khandelwal
Director
DIN: 00383507

Surbhi Bhatia
Chief Financial Officer
Membership No.: 464493

Neha Gajwani
Company Secretary
Membership No.: 54726

I.I- Significant Accounting Policies and Notes on Restated Financial Information

CORPORATE INFORMATION

M/s. SVP Housing Limited (formerly known as Ganesh Ecoverse Limited) is a public limited company, incorporated in India on 10th January, 2003, listed on SME platform of Bombay Stock Exchange Limited. Pursuant to change in control and management, the new promoters have taken over the control of Company w.e.f. May 12, 2023. With the approval of Registrar of Companies, the name of the Company was changed from M/s. SVP Housing Limited to M/s. Ganesh Ecoverse Limited (CIN: L13114DL2003PLC118413), w.e.f. August 21, 2023, to reflect the shift in its core business activities from sale of land/plots and trading in shares to the business of handling of plastic waste and scraps and dealing in all kinds of plastic and textile products.

The Company is having its Registered Office at P3-211, Second Floor, Central Square 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi -110006.

BASIS OF PREPARATION AND PRESENTATION

A). Statement of compliance

The Restated Financial Information of the Company comprises of the Restated Statement of Assets and Liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statement of Profit & Loss, the Restated Statement of Cash Flows for period ending on March 31, 2024, and for the years ending on March 31, 2023 and March 31, 2022. the Statement of Basis of Preparation and Significant Accounting Policies and notes to the Restated Financial Information (hereinafter collectively referred to as 'Restated Financial Information').

The Restated Financial Information has been approved by the Board of Directors in their meeting held on 30-05-2024.

The Restated Financial Information has been prepared for inclusion in the Letter of Offer to be filed by the Company with the Bombay Stock Exchange and Registrar of Companies ('ROC'), Delhi in connection with proposed Rights offering of its equity shares, in accordance with the requirements of: -

- Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended (the "Act")
- Relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"); and
- The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

The Restated Financial Information have been compiled from the audited financial statements of the Company as at and for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with the Indian Accounting Standards/Accounting Standards notified under the section 133 of the Act and other accounting principles generally accepted in India (hereinafter collectively referred to as 'Audited Financial Statements').

The Restated Financial Information have been compiled by the management from the audited financial statements and: -

- there were no audit qualification in these audited financial statements;
- there were no changes in accounting policies during the respective years of these audited financial statements;
- there were no material adjustments for the previous years in arriving at profit/ losses of the respective years except those mentioned in Note 3(A) of Annexure V of the Restated Financial Information; and
- appropriate rearrangement/ regrouping(s) (including regrouping as required by the amended Schedule III by way of notification dated 24th March 2021) have been made in the Restated Financial Information of assets and liabilities, statement of profit and loss and statement of cash flow, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with



Sandeep Bhatia



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the accounting policies and classification as per audited financial statements as at and for the year ended March 31, 2024 prepared in accordance with Schedule III of the Companies Act, 2013 and other accounting principles and the requirements of the SEBI ICDR Regulations.

B). Functional and presentation currency

These financial statements are presented in Indian Rupees, which is the company's functional currency. All amounts have been rounded to nearest lakh, unless otherwise stated.

C). Basis of measurement

These financial statements have been prepared in accordance with the Indian Accounting Standards "IND AS" as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The accounting policies have been applied consistently to all the periods presented in the financial statements. The financial statements have been prepared on an accrual basis under historical cost convention with the exception of certain financial assets and liabilities that are required to be carried at fair values at the end of each reporting period by Ind AS.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

D). Use of estimates

The preparation of financial statements requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities, including the disclosure of contingent liabilities as of the date of the financial statements and the reported income and expenses during the reporting period like provision for employee benefits, provision for doubtful debts, useful lives of property, plant and equipment, calculation of work in progress and tax expenses etc. The management believe that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates between the actual results and the estimates are recognized in the periods in which the results are known/ materialize.

SIGNIFICANT ACCOUNTING POLICIES

A). Revenue recognition

The Company derives revenues primarily from sale of traded goods and related services. The specific criterion for each of the Company's activities has been stated below:

(i) Sale of goods

Revenue is recognized upon transfer of control of promised goods to customers (i.e. when performance obligation is satisfied) for an amount that reflects the consideration which the Company expects to receive in exchange for those products. The Company does not expect to have any contracts where the period between the transfer of promised goods to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the value of money. Revenue is measured based on transaction price, which is the consideration, adjusted for trade discounts such as cash discounts, volume discounts or any other price concession as may be agreed with the customers. Revenues also excludes Goods and Services Tax (GST) or any other tax collected from customers.

(ii) Interest income



Sandeep Bhatia
Acharya

interest income is recognized on time proportion accrual basis using the applicable/ effective interest rate.

(iii) Dividend income

Dividend income on investment in equity shares of various company is recognized when the right of payment has been established.

B). Taxes

(i) Current income-tax

Current income-tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted, at the reporting date.

(ii) Deferred income-tax

Deferred income-tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statements. Deferred income-tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income-tax assets are realised or the deferred income-tax liabilities are settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to off set current tax assets and liabilities. Current tax assets and tax liabilities are off set where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognized in the statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax assets to be recovered.

C). Property, plant and equipment (PPE)

Property, Plant and Equipment are stated at cost net of recoverable taxes, trade discounts and rebates and include amounts added on revaluation (if any), less accumulated depreciation and impairment loss, if any. The cost of Property, Plant & Equipment comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent expenditures related to an item of Property, Plant & Equipment are added to its book value only if they increase the future benefits from the existing asset beyond previously assessed standard of performance. All other expenses on existing Property, Plant & Equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of Property, Plant & Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.



Sandeep Bhatia

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D). Depreciation and amortization

Depreciation on Property, Plant & Equipment is provided to the extent of depreciable amount on the Straight-Line Method (SLM). Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

In respect of additions or extensions forming an integral part of existing assets and insurance spares, including incremental cost arising on account of translation of foreign currency liabilities for acquisition of Property, Plant & Equipment, depreciation is provided as aforesaid over the residual life of the respective assets.

Amortization on Intangible assets (i.e., Computer software, website development etc.)- useful life taken as five years and accordingly SLM Method of depreciation is being charged.

Useful life considered for calculation of depreciation for various assets class are as follows:

Sr.no.	Assets	Useful Life
1	Office equipment (including computers, computers equipment and servers)	3-10 Years
2	Furniture and fixtures	5-10 Years
3	Vehicles	8-10 Years

Residual value of tangible assets is considered to be not more than 5% of the cost of the asset.

E). Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses, if any, are recognized in the statement of profit and loss. Non-financial assets that suffered an impairment are reviewed for possible reversal of impairment at the end of each reporting period.

F). Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed to statement of



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profit and loss. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date, i.e., the date on which the Company commits to purchase or sell the asset.

Subsequent measurement

Subsequent measurement of financial assets depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. For the purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost (debt instruments)
- Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments); and
- Financial assets at fair value through profit or loss

Financial assets at amortized cost (debt instruments)

A 'financial asset' is measured at the amortized cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss.

Financial assets at FVTOCI (debt instrument)

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial assets designated at fair value through OCI (equity instruments)

In the case of equity instruments which are not held for trading and where the Company has taken irrevocable election to present the subsequent changes in fair value in other comprehensive income, these elected investments are initially measured at fair value plus transaction costs and subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in the 'Equity instruments through other comprehensive income' under the head 'Other Equity'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments. The Company makes such election on an instrument-by-instrument basis.



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If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Dividends are recognized as other income in the statement of profit and loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument or a financial guarantee.

Financial assets at FVTPL (equity instruments)

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognized in the statement of profit and loss.

In case of equity instruments which are held for trading are initially measured at fair value plus transaction costs and subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in statement of profit and loss.

This category includes derivative instruments and listed equity investments which the Company had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are recognized in the statement of profit and loss when the right of payment has been established.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

The Company applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, debt instruments at FVTOCI, trade receivables and other contractual rights to receive cash or other financial asset.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit impaired financial assets). The Company estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.



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The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

For trade receivables, the Company follows "simplified approach for recognition of impairment loss. The application of simplified approach does not require the Company to track changes in credit risk.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward looking information.

(ii) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss (FVTPL) include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109 'Financial instruments'.

Gains or losses on liabilities held for trading are recognized in the statement of profit and loss.

Financial liabilities at amortized cost (Loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another financial liability from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.



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G). Inventories

Inventories are stated at cost or net realizable value, whichever is lower. Waste & scrap is valued at net realizable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

During this financial year there is a change in principal business activity from trading in shares and securities to trading of waste and scrap.

H). Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash at banks and on hand, bank overdrafts and short-term deposits with an original maturities of three months or less, which are subject to an insignificant risk of changes in value.

I). Lease

The Company assesses at contract inception whether a contract is, or contains a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for a consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases (that do not contain purchase option) and leases of low value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Short-term leases and leases of low-value assets

The lease payments on short-term leases and lease of low-value assets are recognized as expense on a straight-line basis over the lease term.

J). Employee Benefits

Short-term employee benefits

Short-term employee benefits such as salary, bonus, etc. payable within 12 months are accounted for on accrual basis.

Defined contribution plans

At present provident fund (EPF) and Employer's State Insurance (ESI), which are defined contribution plans are not applicable on company due to its staff strength lower than the minimum required for registration under EPF & MP Act, 1952 and ESI Act, 1948 respectively.

Defined benefits plans

At present, gratuity provisions are not applicable on company.

K). Earnings per share

Basic earnings per share is calculated by dividing the net profit/ (loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit/ (loss) for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.



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L). Provisions Contingent Liabilities & Contingent Assets

(a) Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

(b) Contingent Liabilities

Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made. The Company does not recognize a contingent liability but discloses its existence in the financial statements unless the probability of outflow of resource is remote.

Provisions and contingent liabilities are reviewed at each balance sheet date.

M). Segment Reporting

Ind AS 108 establishes standards for the way that the Company report information about operating segments and related disclosures about products and services, geographic areas and major customers. The Company's operations currently comprise of only one segment i.e. sale of Plastic waste and scrap which are mainly having similar risks and returns. Based on the "management approach" as defined in Ind AS 108, the management also reviews and measure the operating results taking the whole business as one segment (sale of Plastic waste and scrap). In view of the same, separate primary segment information is not required to be given as per the requirements of Ind AS 108 on "Operating Segments".

Also the company does not have secondary segment division in respect of reportable segments.

N. Related party disclosures in accordance with Ind AS 24

Name of related parties and nature of relationship:		
A. Key management personnel		
1.	Mr. Manoj Gupta	Non-Executive Director (till May 12, 2023)
2.	Mr. Vijay Kumar	Managing Director (till May 12, 2023)
3.	Mr. Manish Kumar Singhal	Independent Director (till June 19, 2023)
4.	Mrs. Chameli Devi	Executive Director (till May 12, 2023)
5.	Mr. Kamal Kakar	Independent Director (till June 19, 2023)
6.	Rakesh Sharma	Independent Director (till June 19, 2023)
7.	Saurabh Jindal	Chief Financial Officer (till July 25, 2023)
8.	Ritika Jain	Company Secretary & Compliance Officer (till June 01, 2023)
9.	Mr. Vishnu Dutt Khandelwal	Director (w.e.f. May 12, 2023)
10.	Mr. Sandeep Khandelwal	Director (w.e.f. May 12, 2023) and Managing Director (w.e.f. May 30, 2023)



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11.	Mr. Abhilash Lal	Independent Director (w.e.f. May 30, 2023)
12.	Ms. Neeru Abrol	Independent Director (w.e.f. May 30, 2023)
13.	Ms. Surbhi Bhatia	Chief Financial Officer (w.e.f. Oct 23, 2023)
14.	Ms. Neha Gajwani	Company Secretary & Compliance Officer (w.e.f. July 01, 2023)

B. Entities controlled by key management personnel or their relatives

S. No.	Name of Entities
1.	Ganesha Ecosphere Limited (w.e.f May 12, 2023)
2.	Mahabir Steel rolling Mills (till May 12,, 2023)
3.	SVP Builders Limited (till May 12, 2023)

C. Summary of transactions during the year			(Amount in Rs.)
Particulars	Year ended	Key management personnel	Entities controlled by key management personnel or their relatives
Sale of Goods	March 31, 2024	-	4,95,13,446.00
	March 31, 2023	-	-
	March 31, 2022	-	22,57,46,628.00
Commission and sitting fee	March 31, 2024	1,05,000.00	-
	March 31, 2023	-	-
	March 31, 2022	-	-
Salary and allowances	March 31, 2024	6,96,000.00	-
	March 31, 2023	2,64,000.00	-
	March 31, 2022	2,64,000.00	-
Unsecured loan accepted	March 31, 2024	-	-
	March 31, 2023	-	-
	March 31, 2022	3,50,000.00	-
Unsecured loan repaid	March 31, 2024	3,50,000.00	-



Neeru

Surbhi Bhatia

	March 31, 2023	-	-
	March 31, 2022	3,25,85,000.00	-
Amount outstanding at balance sheet date			
Unsecured loan receivable	March 31, 2024	-	-
	March 31, 2023	3,50,000.00	1,45,37,260.00
	March 31, 2022	-	1,45,37,260.00
Amounts payable	March 31, 2024	1,08,250.00	-
	March 31, 2023	22,000.00	-
	March 31, 2022	44,000.00	-
Amounts receivable	March 31, 2024	-	26,92,055.00
	March 31, 2023	-	4,14,34,583.00
	March 31, 2022	-	7,31,10,176.00
Note: control of the Company has changed during current financial year, M/s. Mahabir Steels and Rolling Mills and SVP Builders Limited are no longer related parties and accordingly transactions made with these parties have not been classified as transactions with Related Parties.			
No amount has been written off or written back during the year in respect of debts due from or to related parties.			

O). Adjustment made in the Restated Financial Information

Appropriate adjustments have been made in the restated financial information, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 (as amended).

Adjustments that are having impact on the net profits and shareholders' funds:

Following adjustments were made in the restated financial information that have any impact on net profits or shareholders' funds for the respective years as per audited financial statements of the Company.

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	31st March 2024	31st March 2023	31st March 2022
Net profit after tax as per audited financial statements	423.05	(233.59)	(38.44)
Add/ (less): Adjustments	-	(90.00)	(90.00)
Net Profit After Tax as per restated financial information	423.05	(323.59)	(128.44)



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Sudh. Bhatia

Particulars	31st March 2024	31st March 2023	31st March 2022
Shareholders' fund as per audited financial statements	897.31	2074.92	2308.51
Add/ (less): Adjustment on account of Ind As 32 : Financial Instruments : Presentation	-	(1270.00)	(1180.00)
Shareholders' funds as per restated financial information	897.31	804.92	1128.51

Note:

9% Redeemable Cumulative Preference shares have been classified as Financial Liability (Long term borrowings) as per IND AS-32 and accumulated dividend on preference shares have been provided in profit and loss statement as accrued dividend.

P). Corporate Social Responsibility: -

Provisions of Section 135 of Companies Act, 2013 are not applicable on the company. Hence, no provision for CSR expense has been made during March 31, 2024, March 31, 2023 and March 31, 2022.

Q) Earnings per share

Particulars	31st March 2024	31st March 2023	31st March 2022
Profits for the year (Rs. in Lakh)	423.05	(323.59)	(128.44)
Weighted average number of equity shares outstanding (Numbers)	1,11,79,400	1,11,79,400	1,11,79,400
Earnings per share (Rs.) – Basic (face value of Rs 10 per share)	3.78	(2.89)	(1.15)
Earnings per share (Rs.) – Diluted (face value of Rs 10 per share)	3.78	(2.89)	(1.15)

R). Other statutory information

a) The company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

b) The company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.

c) There are no transaction with the companies whose name have been struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.

d) The Company is regular in paying its dues and has not been declared as wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

e). The Company has not traded or invested in Crypto Currency or Virtual Currency during the period covered under restated financials.

f) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company ("Ultimate Beneficiaries").



("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company ("Ultimate Beneficiaries").

Moreover, the Company has not received any fund from any party ("Funding Party") with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entity identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

g) The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

h) The Company has no such transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

i) The Company has not entered into any scheme of arrangement, during the period covered under restated financials, which has any impact on financial results or position of the Company.

j) The Company has not revalued any of its property, plant and equipment or intangible assets.

k) The Company has not granted any loans or advances to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person that are repayable on demand or without specifying any terms or period of repayment.

FOR RAJIV MEHROTRA & ASSOCIATES
Chartered Accountants
Firm Regn. No. 002253C



Shivani Yadav
Partner
Membership No. 451408

For and on behalf of the Board of Directors
Ganesh Ecoverse Limited

Sandeep Khandelwal
Managing Director
DIN: 00379182

Vishnu Dutt Khandelwal
Director
DIN: 00383507

Surbhi Bhatia
Chief Financial Officer
Membership No. 464493

Neha Gajwani
Company Secretary
Membership No. 54726

UDIN: 24451408 BK E0BF 8136

Place: Kanpur

Date : 30th May 2024

Ganesha Ecoverse Limited (Formerly known as SVP Housing Limited)

P3-211, Second Floor, Central Square 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi G.P.O., North Delhi, Delhi, India, 110006

CIN: L13114DL2003PLC118413

Note – 1.2**Restated Statement of Property, Plant & Equipment & Intangible assets****Tangible Assets**

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	Computers	Vehicles	Furnitures and Fitting	Total Tangible Assets
Gross carrying amount				
As at April 01, 2021	0.44	17.45	0.22	18.11
Additions	-	-	-	-
Disposals	-	-	-	-
As at March 31, 2022	0.44	17.45	0.22	18.11
Accumulated depreciation				
As at April 01, 2021	0.42	15.81	0.21	16.44
Charge for the year	-	0.47	-	0.47
On disposals	-	-	-	-
As at March 31, 2022	0.42	16.28	0.21	16.91
Net carrying amount as at March 31, 2022	0.02	1.17	0.01	1.19
Gross carrying amount				
As at April 01, 2022	0.44	17.45	0.22	18.11
Additions	-	-	-	-
Disposals	0.02	2.29	0.02	2.33
As at March 31, 2023	0.42	15.16	0.20	15.78
Accumulated depreciation				
As at April 01, 2022	0.42	16.28	0.21	16.91
Charge for the year	-	0.17	-	0.17
On disposals	-	1.29	0.01	1.30
As at March 31, 2023	0.42	15.16	0.20	15.78
Net carrying amount as at March 31, 2023	-	-	-	-
Gross carrying amount				
As at April 01, 2023	0.42	15.16	0.20	15.78
Additions	1.38	-	-	1.38
Disposals	-	-	-	-
As at March 31, 2024	1.80	15.16	0.20	17.16
Accumulated depreciation				
As at April 01, 2023	0.42	15.16	0.20	15.78
Charge for the year	0.19	-	-	0.19
On disposals	-	-	-	-
As at March 31, 2024	0.61	15.16	0.20	15.97
Net carrying amount as at March 31, 2024	1.19	-	-	1.19

Notes:

1. There is no impairment loss during the year ending March 31, 2024, March 31, 2023 and March 31, 2022.
2. There is no project which has temporarily been suspended during March 31, 2024.
3. There is no contractual commitment for the acquisition of property, plant and equipment.



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CIN: L13114DL2003PLC118413

Note – I.3**Restated Statement of Non- current investments**

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at 31st March, 2024	As at 31st March 2023	As at 31st March 2022
Investment in equity instruments of others (Unquoted, valued at fair value through other comprehensive income)			
In Equity Shares*			
In 3,333 equity shares of Rs. 10 each fully paid up of Securocorp Securities Private Limited	100.00	100.00	-
Total	100.00	100.00	-

* Aggregate amount of unquoted investments Rs. 100.00 Lakh (March 31, 2023: Rs 100.00 Lakh and March 31, 2022: Nil). There is no impairment loss in the value of investment.



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CIN: L13114DL2003PLC118413

Note – I.4**Restated Statement of Deferred Tax (Assets)/ Liabilities**

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Deferred Tax Assets			
Related to Property, Plant & Equipment	0.03	1.17	1.31
Total (a)	0.03	1.17	1.31
Deferred Tax Liabilities			
Related to Property, Plant & Equipment	0.02	-	-
Related to valuation of investments at fair value	74.72		
Total (b)	74.74	-	-
Deferred tax charged/ (credited) in statement of Profit & Loss (c)	74.77	1.15	0.14
Deferred Tax (Liabilities)/ Assets (net) (c)-(a)	(74.74)	0.02	1.17



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Delhi, India, 110006
CIN: L13114DL2003PLC118413

Note – I.5**Restated Statement of Inventories**

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Inventories (valued at lower of cost and net realisable value)	-	-	-
Raw Property - Land	-	-	-
Shares in trade*	-	757.12	467.86
Plastic Scrap & Work	11.84	-	-
Total	11.84	757.12	467.86

* Shares in trade have been re-classified under current investments, during year ended March 31st, 2024, in pursuance of change in object clause of the Company.



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CIN: L13114DL2003PLC118413

Note – I.6**Restated Statement of Current Investments**

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Investment in equity instruments of companies (Quoted, valued at fair value through profit and loss)	-	-	-
In Equity Shares			
Rudrahishek Enterprise Limited	339.83	-	-
Race Eco Chain Limited	930.80	-	-
Vodafone Idea Limited	27.27	-	-
Total	1,297.90	-	-

	<u>Number of Shares</u>		
Fully paid equity shares of Rs. 10/- each in M/s Rudrahishek Enterprise Limited (Purchased at Rs 227.53 each)	2,00,373	-	-
Fully paid equity shares of Rs. 10/- each in M/s Race Eco Chain Limited (Purchased at Rs. 197.46 each)	2,68,125	-	-
Fully paid equity shares of Rs. 10/- each in M/s Vodafone Idea Limited (Purchased at Rs 13.49 each)	2,05,000	-	-

Market price of quoted investments on March'31, 2024

	<u>Market price/ share</u>
Rudrahishek Enterprise Limited	169.60
Race Eco Chain Limited	347.15
Vodafone Idea Limited	13.30

Notes:

1. There is no impairment loss during the year.
2. In pursuance to the change in object clause of the Company, above investments, hither to being classified under Inventories, have been re-classified under current investments.



Sandeep Bhatia
GANESHA ECOVERSE LIMITED

Mehrotra

Ganesha Ecoverse Limited (Formerly known as SVP Housing Limited)

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 CIN: L13114DL2003PLC118413

Note-I.7

Restated Statement of Trade Receivables

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Trade Receivables			
Unsecured, considered good	27.87	414.35*	731.11*
Unsecured, considered doubtful	-	-	-
Total	27.87	414.35	731.11
Less: Allowance for bad and doubtful debts	-	-	-
Net Total	27.87	414.35	731.11

* Trade receivables due from related parties

Trade Receivable Ageing Schedule

S No.	Particulars	Outstanding from due date of payment As at 31st March 2024				
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years
(i)	Undisputed Trade Receivables : Considered good	27.87	-	-	-	-
(ii)	Undisputed Trade Receivables : Considered doubtful	-	-	-	-	-
(iii)	Disputed Trade Receivables : Considered good	-	-	-	-	-
(iv)	Disputed Trade Receivables : Considered doubtful	-	-	-	-	-

S No.	Particulars	Outstanding from due date of payment As at 31st March 2023				
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years
(i)	Undisputed Trade Receivables : Considered good	-	-	414.35	-	-
(ii)	Undisputed Trade Receivables : Considered doubtful	-	-	-	-	-
(iii)	Disputed Trade Receivables : Considered good	-	-	-	-	-
(iv)	Disputed Trade Receivables : Considered doubtful	-	-	-	-	-

S No.	Particulars	Outstanding from due date of payment As at 31st March 2022				
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years
(i)	Undisputed Trade Receivables : Considered good	-	731.11	-	-	-
(ii)	Undisputed Trade Receivables : Considered doubtful	-	-	-	-	-
(iii)	Disputed Trade Receivables : Considered good	-	-	-	-	-
(iv)	Disputed Trade Receivables : Considered doubtful	-	-	-	-	-

Note:

1. Trade receivables represents the amount of consideration, in exchange for goods or services transferred to the customers, that is unconditional. There are no contract assets and contract liabilities.



Sudh. Bhatia



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Note-1.8

Restated Statement of Cash and Cash Equivalents

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Cash & Cash Equivalents			
Balance with banks in current accounts	79.93	4.03	0.82
Cash on hand	2.45	0.15	0.15
Total	82.38	4.18	0.97



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Note – I.9

Restated Statement of Short Term Loans and Advances

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Unsecured, considered good:			
Security Deposit	0.30	-	-
Advances to Suppliers	1.12	46.31	-
Loans to others	1,410.58	549.00	10.00
Loans to Related Parties (refer Note 1 below)	-	145.37	145.37
Advance against land purchases	-	233.50	958.00
Balance with revenue authorities	2.18	1.13	0.01
Total	1,414.18	975.31	1,113.38

Notes:

1. Till FY2023, Mahabir Steels & Rolling Mills was related party and loans of Rs. 145.27 Lakh to it was classified as Loans to related party. However, since the promoters and control of the Company have changed during current financial year, M/s. Mahabir Steels and Rolling Mills is no longer related party and accordingly loan to it has been re-classified to Loans to Others.

2. Loans to others as well as to related parties have been given for meeting business requirements.

3. Maximum Amount Outstanding of Loans during the year is as follows:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
Loans to Others	1410.58	560.34	10.00
Loans to related parties	-	145.37	145.37

4. There is no credit impairment loss in respect to above loans and advances.



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Note I.10

Restated Statement of Other Current Assets

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Unsecured, considered good			
Interest Receivable	0.43	10.20	-
Total	0.43	10.20	-



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Note-I.11

Restated Statement of Share Capital

(Amount Rs. in lakhs, unless otherwise stated)

Particulars	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Authorized			
4,00,00,000 Equity shares of Rs. 10/- each	4,000.00	1,500.00*	1,500.00*
1,00,00,000 9% Redeemable Cumulative Preference shares of Rs. 10 each	1,000.00	1,000.00	1,000.00
Total	5,000.00	2,500.00	2,500.00
Issued, Subscribed & fully paid up			
1,11,79,400 Equity Shares of Rs. 10/- each fully paid-up	1,117.94	1,117.94	1,117.94
Total	1,117.94	1,117.94	1,117.94

*1,50,00,000 Equity shares of Rs. 10 each

Increase in Authorised Capital

The company has increased its authorised equity share capital from 1,50,00,000 equity shares of Rs.10/- each to 4,00,00,000 Equity shares of Rs. 10/- each on 11th August 2023.

Terms/ Right Attached to Equity Shares

The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing annual general meeting except in the case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

* 1,00,00,000 9% Redeemable Cumulative Preference shares of Rs. 10/- each have been classified as Financial Liability (Long term borrowings) as per IND AS-32. Please refer Note-I.12

Reconciliation of Equity Shares outstanding at the beginning and at the end of reporting period

Particulars	31st March 2024		31st March 2023		31st March 2022	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Share capital at the beginning of the period	1,11,79,400	1,117.94	1,11,79,400	1,117.94	1,11,79,400	1,117.94
Add: Shares Issued	-	-	-	-	-	-
Less: Buy-Back of shares	-	-	-	-	-	-
Outstanding at the end of the period	1,11,79,400	1,117.94	1,11,79,400	1,117.94	1,11,79,400	1,117.94

Reconciliation of Preference Shares outstanding at the beginning and at the end of reporting period

Particulars	31st March 2024		31st March 2023		31st March 2022	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Share capital at the beginning of the period	1,00,00,000	1,000.00	1,00,00,000	1,000.00	1,00,00,000	1,000.00
Add: Shares Issued	-	-	-	-	-	-
Less: Buy-Back of shares	-	-	-	-	-	-
Outstanding at the end of the period	1,00,00,000	1,000.00	1,00,00,000	1,000.00	1,00,00,000	1,000.00

Details of equity shareholders holding more than 5% shares in the company

Particulars	31st March 2024		31st March 2023		31st March 2022	
	No. of Shares	% Holding	No. of Shares	% Holding	No. of Shares	% Holding
Sangeeta Pareekh	15,00,000	13.42%	18,00,000	16.10%	-	0.00%
SVP Builders (India) Limited	-	0.00%	13,00,000	11.63%	36,00,000	32.20%
NSMK Investments Pvt Ltd	-	0.00%	5,62,500	5.03%	5,62,500	5.03%



Sudh. Bhatia

Details of preference shareholders holding more than 5% shares in the company

Particulars	31st March 2024		31st March 2023		31st March 2022	
	No. of Shares	% Holding	No. of Shares	% Holding	No. of Shares	% Holding
MK Goenka Construction Pvt Ltd	59,70,000	59.70%	59,70,000	59.70%	59,70,000	59.70%
Sun Star Realty Development Ltd	34,20,000	34.20%	34,20,000	34.20%	34,20,000	34.20%
Evlon Steel and Power Ltd	6,10,000	6.10%	6,10,000	6.10%	6,10,000	6.10%

Shares held by promoters in the Company

Promoter Name	Shares held by the promoters at the end of the period					
	31st March 2024		31st March 2023		31st March 2022	
	No. of Shares	% of total Shares	No. of Shares	% of total Shares	No. of Shares	% of total Shares
Sandeep Khandelwal	75,000	0.67%	-	-	-	-
Vishnu Dutt Khandelwal	75,000	0.67%	-	-	-	-
Svp Builders India Limited	-	-	13,00,000	11.63%	36,00,000	32.20%
Manoj Gupta	-	-	4,68,800	4.19%	4,68,800	4.19%
Kailash Gupta	-	-	68,000	0.61%	68,000	0.61%
Ankur Jindal	-	-	1,20,000	1.07%	1,20,000	1.07%
Ankush Jindal	-	-	1,20,000	1.07%	1,20,000	1.07%
Saurabh Jindal	-	-	2,50,000	2.24%	2,50,000	2.24%
Bhanu Gupta	-	-	17,000	0.15%	17,000	0.15%
Kanav Gupta	-	-	1,77,600	1.59%	1,77,600	1.59%
Anju Gupta	-	-	76,000	0.68%	76,000	0.68%
Total	1,50,000	1.34%	25,97,400	23.23%	48,97,400	43.81%

Details of % change in shares held by promoters in the Company

Promoter Name	% Change from 31st March 2023 to 31st March 2024*	% Change from 31st March 2022 to 31st March 2023	% Change from 31st March 2021 to 31st March 2022
Manoj Gupta	(100)	-	-
Kailash Gupta	(100)	-	-
Ankur Jindal	(100)	-	-
Ankush Jindal	(100)	-	-
Saurabh Jindal	(100)	-	-
Bhanu Gupta	(100)	-	-
Kanav Gupta	(100)	-	-
Anju Gupta	(100)	-	-
Sandeep Khandelwal	100.00	-	-
Vishnu Dutt Khandelwal	100.00	-	-
Svp Builders India Limited	(100)	(63.89)	-

Note:

The Company has neither issued shares for a consideration other than cash/ bonus shares nor bought back any shares during the period of five years immediately preceding the reporting date.

Restated Statement of Other Equity

(Amount Rs. in lakhs, unless otherwise stated)

Particulars	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Other Equity			
Securities premium #			
Opening balance	432.26	432.26	432.26
Add: Received during the year	-	-	-
Less: Utilised during the year	-	-	-
Closing Balance (A)	432.26	432.26	432.26
Retained earnings			
Opening balance	(745.28)	(421.69)	(247.91)
Add: Restated Profit/(Loss) for the year	423.05	(323.59)	(128.44)
Add: Adjustment regarding preliminary expenses and Value added Tax (VAT)	-	-	(45.34)
Add: Adjustment regarding cumulative dividend on preference shares of earlier years	(330.66)	-	-
Closing Balance (B)	-322.23	-745.28	-421.69
Total (A+B)	-220.63	-313.02	10.57

Security premium is used to record the premium on issue of shares. The reserve is utilized in accordance with the provisions of the Companies Act, 2013.



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Note -1.12**Restated Statement of Non-current & Current borrowings**

(Amount "Rs. in Lakhs", unless otherwise stated)

Non-current borrowings

Particular	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Unsecured Loans			
1,00,00,000 9% Redeemable Cumulative Preference shares of Rs. 10 each	1,000.00	1,000.00	1,000.00
Add: Accumulated dividend on 9% Redeemable Preference Shares of Rs. 10 each	690.66	270.00	180.00
Total	1,690.66	1,270.00	1,180.00

Current borrowings

Particular	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Loan repayable on demand (unsecured): -			
From Directors	-	3.50	3.50
From others	194.88	180.00	-
Total	194.88	183.50	3.50

Net debt reconciliation:

Particular	31st March 2024	31st March 2023	31st March, 2022
Current and non-current borrowings	1,194.88	1,183.50	1,003.50
Less: Cash and cash equivalents	(82.38)	(4.18)	(0.97)
Accumulated dividend	690.66	270.00	180.00
Net debt	1,803.16	1,449.32	1,182.53

Movement of net debt

Particular	Current and non-current borrowings	Cash and cash equivalent	Accumulated dividend
Net debt as at April 1, 2021	1,325.85	(0.30)	90.00
Cash flows	(322.35)	(0.67)	-
Other non-cash movements (accrued dividend)	-	-	90.00
Net debt as at March 31, 2022	1,003.50	(0.97)	180.00
Cash flows	180.00	(3.21)	-
Other non-cash movements (accrued dividend)	-	-	90.00
Net debt as at March 31, 2023	1,183.50	(4.18)	270.00
Cash flows	11.38	(78.20)	-
Other non-cash movements (accrued dividend)	-	-	420.66
Net debt as at March 31, 2024	1,194.88	(82.38)	690.66

Notes:

- Preference Shares is treated as financial liability as per IND AS-32 as these carry fixed rate of dividend of 9% p.a. (i.e. Re. 0.90 per share) on cumulative basis and these shares shall be redeemed at any time at the option of the company but not later than eight years from the date of allotment.
- The company has only one class of Preference Shares i.e. 1% Non-Convertible Cumulative Redeemable Preference Shares (CRPS) of Rs. 10/- per share and they carry a preferential right vis-à-vis equity shares of the company with respect to the payment of the dividend and in case of winding up of repayment of capital. The Preference Shares carry voting rights as per the provisions of the Companies Act 2013.
- Preference dividend and Redemption Premium on Non-Convertible Cumulative Redeemable Preference Shares has, provisionally, been accrued as finance cost in compliance with IND AS-32. However, as per the Companies Act 2013, the preference shares are treated as part of share capital and the provisions of the Act relating to declaration of dividend as well as premium payable on redemption of preference shares would be applicable.
- Refer Note-1.11 for authorised and issued preference share capital and the reconciliation of no. of preference shares along with promoter's holding.
- The Company has not defaulted on any loans payable during the year and has satisfied all debt covenants prescribed in terms of the loans.



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Note-I.13**Restated Statement of Trade Payables**

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Trade Payable due to:			
Micro and small enterprises	-	-	-
Other than Micro and small enterprises	41.09	-	0.26
Total	41.09	-	0.26

Trade Payables Ageing Schedule

Particulars	Outstanding from due date of payment As at 31st March 2024			
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years
(i) MSME	-	-	-	-
(ii) Others	41.09	-	-	-
(iii) Disputed dues : MSME	-	-	-	-
(iv) Disputed dues : others	-	-	-	-
Total	41.09	-	-	-

Particulars	Outstanding from due date of payment As at 31st March 2023			
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years
(i) MSME	-	-	-	-
(ii) Others	-	-	-	-
(iii) Disputed dues : MSME	-	-	-	-
(iv) Disputed dues : others	-	-	-	-
Total	-	-	-	-

Particulars	Outstanding from due date of payment As at 31st March 2022			
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years
(i) MSME	-	-	-	-
(ii) Others	0.26	-	-	-
(iii) Disputed dues : MSME	-	-	-	-
(iv) Disputed dues : others	-	-	-	-
Total	0.26	-	-	-



Sudh. Bhatia

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The following details relating to Micro, Small and Medium Enterprises shall be disclosed in the notes:-

Particulars		As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
(i)	Unpaid amount to any supplier	-	-	-
	a) Principal amount	-	-	-
	b) Interest thereon	-	-	-
(ii)	Interest paid as per Sec 16 of MSMED Act, 2006 during the year	-	-	-
(iii)	Interest due and payable for the delayed payments made during the year	-	-	-
(iv)	Interest accrued and remaining unpaid	-	-	-
(v)	Further interest due and payable, which are disallowed as a deductible expense under Sec 23 of MSMED Act, 2006	-	-	-

Note:

1. The Company does not have any trade payable to promoters/ group companies/ subsidiaries/ material associate companies/related parties.



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CIN: L13114DL2003PLC118413

Note-I.14

Restated Statement of Other Current Liabilities

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Other Current Liabilities:			
Statutory dues payable	3.31	0.20	0.58
Salary payable	3.07	0.22	0.44
Expenses payable	6.68	1.53	-
Auditor fee payable	1.43	0.81	2.39
Total	14.49	2.76	3.41



Sudh. Bhatia

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Note-I.15

Restated Statement of Current Tax Liabilities

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Provision for income tax (net of advances)	22.62	-	-
Total	22.62	-	-



Sudh Bhat
A circular blue ink stamp for Ganisha Ecoverse Limited. The text "GANISHA ECOVERSE LIMITED" is written around the perimeter of the circle. A signature, "Sudh Bhat", is written across the stamp in blue ink.

Ganesh Ecoverse Limited (Formerly known as SVP Housing Limited)

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CIN: L13114DL2003PLC118413

Note-II.1

Restated Statement of Revenue from Operations

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	For Year ended 31-03-2024	For Year ended 31-03-2023	For Year ended 31- 03-2022
Sale of Products			
Sale of Plastic waste and scrap	592.53	-	-
Sale of land, plots and real estate projects	-	-	2,257.47
Sale of Shares (trading)	-	10.16	52.36
Other Operating Revenues	-	-	-
Total	592.53	10.16	2,309.83



Sudh. B. Lal

Mehta

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Note-II.2**Restated Statement of Other Income**

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	For Year ended 31-03-2024	For Year ended 31-03-2023	For Year ended 31-03-2022
Interest Received	97.62	11.34	-
Interest on Income tax Refund	0.04	-	-
Dividend Income	0.20	-	0.66
Miscellaneous Income	-	0.02	-
Profit on sale of Shares	23.00	-	-
Profit on sale of Property, Plant & Equipment	-	1.50	-
Fair value gain on Financial Assets measured at FVTPL	525.10	-	-
Total	645.96	12.86	0.66



Sudhakar Bhatnagar



Manish

Ganesh Ecoverse Limited (Formerly known as SVP Housing Limited)

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Note – II.3

Restated Statement of Purchases/Cost of Revenue Operations

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	For Year ended 31-03-2024	For Year ended 31-03-2023	For Year ended 31-03-2022
Purchase of Goods			
Purchase of Scrap & Waste	510.02	-	-
Purchase of Shares	-	534.85	550.22
Total	510.02	534.85	550.22



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CIN: L13114DL2003PLC118413

Note – II.4**Restated Statement of Changes in Inventories of Stock in Trade/Shares**

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	For Year ended 31-03-2024	For Year ended 31-03-2023	For Year ended 31-03-2022
Inventories at the end of the year			
Raw Property - Land	-	-	-
Shares in Trade	-	757.12	467.86
Stock in Trade (Plastic Scrap & Work)	11.84	-	-
	11.84	757.12	467.86
Inventories at the beginning of the year			
Raw Property - Land	-	-	2,257.47
Shares in Trade	-	467.86	-
Stock in Trade (Plastic Scrap & Work)	-	-	-
	-	467.86	2257.47
Changes in Inventories	(11.84)	(289.26)	1,789.61



Sudhakar Bhatia
GANESHA ECOVERSE LIMITED

Mehta

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Note – II.5

Restated Statement of Employee Benefit Expenses

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	For Year ended 31-03-2024	For Year ended 31-03-2023	For Year ended 31- 03-2022
Salaries & Allowances	14.78	2.64	2.64
Ex-gratia expenses	0.55	-	-
Staff welfare expenses	0.62	-	-
Total	15.95	2.64	2.64



Sudh Blati  *Mehta*

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P3-211, Second Floor, Central Square20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi G.P.O., North Delhi, Delhi, India, 110006

CIN: L13114DL2003PLC118413

Note – II.6

Restated Statement of Finance cost

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	For Year ended 31-03-2024	For Year ended 31-03-2023	For Year ended 31- 03-2022
Interest on unsecured borrowings	15.35	1.18	-
Accrued dividend on Preference Shares	90.00	90.00	90.00
Interest paid to Share Broker	-	-	0.10
Bank Charges & Others	0.15	0.07	0.03
Total	105.50	91.25	90.13



Sudh. Bhatia

Neeraj

Ganesha Ecoverse Limited (Formerly known as SVP Housing Limited)

P3-211, Second Floor, Central Square20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi G.P.O., North Delhi, Delhi, India, 110006

CIN: L13114DL2003PLC118413


Note – II.7

Restated Statement of Depreciation & Amortisation Expenses

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	For Year ended 31-03-2024	For Year ended 31-03-2023	For Year ended 31- 03-2022
Depreciation on Property, Plant & Equipment	0.19	0.17	0.47
Total	0.19	0.17	0.47



Sudhakar Bhatnagar

Neeraj

Ganesh Ecoverse Limited (Formerly known as SVP Housing Limited)

P3-211, Second Floor, Central Square20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi G.P.O., North Delhi, Delhi, India, 110006

CIN: L13114DL2003PLC118413

Note – II.8**Restated Statement of Operating & Other Expenses**

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	For Year ended 31-03-2024	For Year ended 31-03-2023	For Year ended 31-03-2022
Legal, professional and consultation charges	20.01	0.73	-
Administrative and general expenses	3.40	0.90	0.80
Fees, Rates & Taxes	32.53	3.32	4.03
Balances written off	-	0.03	-
Payment to Auditors (refer break-up of expenses given below)	1.60	0.89	0.89
PET Scrap processing Charges	16.62	-	-
Loading & Unloading Expenses	1.92	-	-
Packing Charges	3.17	-	-
Electricity Expenses	1.63	-	-
Rent & Lease Charges Paid	4.52	-	-
Repair and Maintenance Expenses	1.10	-	-
Directors sitting fee	1.05	-	-
Total	87.55	5.87	5.72

Detail of Payment to Auditors:			
-Audit Fees	1.60	0.89	0.89
-Tax Audit Fees	-	-	-
- Other Matters	-	-	-
	1.60	0.89	0.89



Ganesh Ecoverse Limited (Formerly known as SVP Housing Limited)

P3-211, Second Floor, Central Square 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi G.P.O., North Delhi, Delhi, India, 110006

CIN: L13114DL2003PLC118413

Note- II.9**Restated Tax Expenses**

(Amount "Rs. in Lakhs", unless otherwise stated) s otherwise stated)

Particulars	For Year ended 31-03-2024	For Year ended 31-03-2023	For Year ended 31- 03-2022
Current Tax:			
Current tax for the year	33.25	-	-
Tax adjustment for earlier year	0.05	-0.06	-
Deferred Tax:			
Deferred tax for the year	74.77	1.15	0.14
Total	108.07	1.09	0.14



Sudh: Bhatia

Neeraj

Ganesh Ecoverse Limited (Formerly known as SVP Housing Limited)

P3-211, Second Floor, Central Square 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi G.P.O., North Delhi, Delhi, India, 110006
CIN: L13114DL2003PLC118413

Restated Statement of Accounting Ratios

S. No.	Ratios	Numerator	Denominator	As at			Change in 2024	change in 2023	Reason for changes in 2024	Reason for changes in 2023
				31st March 2024	31st March 2023	31st March 2022				
1	Current Ratio	Current Assets	Current Liabilities	10.38	11.60	322.64	-10.54%	-96.40%	-	Ratio declined drastically due to increase in borrowings
2	Debt Equity Ratio	Total Debts (Long term Borrowings + Short term Borrowings)	Total Equity (Equity Share capital + Reserve & Surplus)	2.10	1.81	1.05	16%	72.19%	-	Ratio increased due to increase in short term borrowings
3	Debt- Service Coverage Ratio	Earnings available for debt service (Net profit before exceptional Items & tax expense + depreciation & amortization + Finance cost)	Total Debt Services (Finance cost + principle repayment of borrowings during the period/year)	5.01	(2.54)	(0.42)	2.97	(5.06)	On account of MTM profits on investments this year, ratio is improved	Ratio decreased due to loss incurred during the year
4	Return on Equity	Net profit after tax-Exceptional items	Average Total Equity [(Opening Equity Share capital + Opening Other equity + Closing Equity Share Capital + Closing Other Equity)/2]	49.71%	-33.47%	-10.57%	248.49%	-216.75%	On account of MTM profits on investments this year, ratio is improved	Ratio decreased due to loss incurred during the year
5	Inventory Turnover Ratio	Revenue from sales of products	Average Inventory [(opening balance + closing balance)/2]	100.09	0.02	1.70	603284.20%	-99.02%	On account of higher revenues and lower inventory this year, ratio is improved	Ratio declined due to decrease in revenues
6	Trade Receivable Turnover Ratio	Revenue from operations	Average trade receivable [(Opening balance + closing balance)/2]	2.68	0.02	4.78	15006.30%	-99.63%	On account of higher revenues and lower receivables this year, ratio is improved	Ratio declined due to decrease in revenues
7	Trade Payable Turnover Ratio	Purchases	Average trade payable [(Opening balance + closing balance)/2]	24.82	4,114.23	4,232.46	-99.40%	-2.79%	On account of lower purchases and higher creditors this year, ratio is decreased.	-
8	Net Capital Turnover Ratio	Revenue from operations	Working capital (Current asset-current liabilities)	0.23	0.01	1.00	4396%	-99.49%	On account of higher revenues this year, ratio is improved	Ratio declined due to decrease in revenues



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S. No.	Ratios	Numerator	Denominator	As at			Change in 2024	change in 2023	Reason for changes in 2024	Reason for changes in 2023
				31st March 2024	31st March 2023	31st March 2022				
9	Net Profit Ratio	Net profit after tax and Exceptional items	Revenue from operations	71.40%	-3184.94%	-5.56%	102.24%	-57177.11%	On account of profits this year, ratio is improved	Ratio declined due to increase in losses during the year
10	Return on capital Employed	Profit Before interest, Tax & Exceptional item	Capital Employed (Tangible Net Worth+Total Debt+Deferred Tax Liability)	22.88%	-10.24%	-1.65%	323.42%	-520.22%	On account of profits this year, ratio is improved	Ratio declined due to increase in losses during the year
11	Return on Investment	Interest Income on fixed deposits + Profit on sale of investments + Income of investment - impairment on value of investment	Current investments + Non current Investments + Fixed deposits with bank	-	-	-	N.A	N.A.	NA	NA



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Ganisha Ecoverse Limited (Formerly known as SVP Housing Limited)

P3-211, Second Floor, Central Square20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi G.P.O., North Delhi, Delhi, India, 110006

CIN: L13114DL2003PLC118413

Reconciliation of Balance Sheet

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at March 31, 2023			As at March 31, 2022		
	Previous GAAP	GAAP Adjustments	As per Ind AS	Previous GAAP	GAAP Adjustments	As per Ind AS
Assets						
Non-Current Assets						
Property, Plant And Equipment	-	-	-	1.19	-	1.19
Intangible Assets	-	-	-	-	-	-
Capital Work-In-Progress	-	-	-	-	-	-
Deferred Tax Assets (Net)	0.02	-	0.02	1.17	-	1.17
Financial Assets	100.00	-	100.00	-	-	-
Other Non Current Assets	-	-	-	-	-	-
Current Assets						
Cash And Cash Equivalents	4.18	-	4.18	0.97	-	0.97
Bank Balances Other Than Above	-	-	-	-	-	-
Trade Receivables	414.35	-	414.35	731.11	-	731.11
Inventories	757.12	-	757.12	467.86	-	467.86
Other Financial Assets	974.18	1.13	975.31	1,113.37	0.01	1,113.38
Other Current Assets	11.33	(1.13)	10.20	0.01	(0.01)	-
Total Assets	2,261.18	0.00	2,261.18	2,315.68	0.00	2,315.68
Equity & Liabilities						
Equity						
Equity Share Capital	2,117.94	(1000.00)	1,117.94	2,117.94	(1000.00)	1,117.94
Other Equity	(43.02)	(270.00)	(313.02)	190.57	(180.00)	10.57
Liabilities						
Non-Current Liabilities						
Financial Liabilities						
Borrowings	-	1,270.00	1,270.00	-	1,180.00	1,180.00
Others	-	-	-	-	-	-
Current Liabilities						
Financial Liabilities						
Borrowings	183.50	-	183.50	3.50	-	3.50
Trade Payables	-	-	-	0.26	-	0.26
Provisions	-	-	-	-	-	-
Other Current Liabilities	2.76	-	2.76	3.41	-	3.41
Total Equity & Liability	2,261.18	0.00	2,261.18	2,315.68	0.00	2,315.68



Sudh. Bhat
[Signature]

Reconciliation of Total Comprehensive Income for the year

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at March 31, 2023		
	Previous GAAP	GAAP Adjustments	As per Ind AS
Income			
Revenue From Operations	10.16	-	10.16
Other Income	12.86	-	12.86
Total Income	23.02	-	23.02
Expenses			
Cost of Revenue Operations	245.60	(245.60)	-
Purchase of stock-in-trade		534.85	534.85
Changes in inventories of stock- in- trade		(289.26)	(289.26)
Employee benefit expenses	2.64	-	2.64
Finance cost	1.25	90.00	91.25
Depreciation and amortization	0.17	-	0.17
Other expenses	5.88	(0.01)	5.87
Total Expenses	255.54	89.98	345.52
Profit Before Exceptional Items & Tax	(232.52)	(89.98)	(322.50)
Exceptional Items	-	-	-
Profit/(Loss) Before Tax	(232.52)	(89.98)	(322.50)
Income Tax Expense			
Current Tax		-	-
Deferred Tax	1.15	-	1.15
Tax Adjustments-Earlier Years	(0.06)	-	(0.06)
Profit For The Year	(233.61)	(89.98)	(323.59)
Other Comprehensive Income	-	-	-
Total Comprehensive Income For The Year	(233.61)	(89.98)	(323.59)

Reconciliation of Total Equity

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at	As at
	March 31, 2023	March 31, 2022
Total equity (shareholder's funds) as per Indian GAAP	2,074.92	2,308.51
Effects of transition to Ind AS:		
a. Preference Share Capital	1,000.00	1,000.00
b. Accumulated dividend	270.00	180.00
Total equity (shareholder's funds) as per Ind AS	804.92	1,128.51



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STATEMENT OF ACCOUNTING RATIOS

The following tables present certain accounting and other ratios computed on the basis of amounts derived from the Restated Financial Results for the year ended March 31, 2024, March 31, 2023, and March 31, 2022, included in "*Financial Statements*" on page 78:

a) Calculation of Basic and Diluted Earnings Per Share (EPS)

(₹ Lacs, except per share data)

Particulars	as at / for the period/financial year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Basic EPS (₹)	3.78	-2.89	- 1.15
Diluted EPS (₹)	3.78	-2.89	-1.15
Return on Net Worth (%) (excluding impact of deferred tax)	49.71%	-33.47%	-10.57%
Net Asset Value per Equity Share (₹) (including impact of deferred tax)	8.02	7.20	10.10
EBITDA (₹ Lacs)	636.81	-231.08	-37.70

b) Calculation of Return on Net Worth

(₹ in Lacs)

Particulars	as at / for the period/financial year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Net Profit/(loss) after Tax (A)	423.05	-323.59	-128.44
Preference Dividend (B)	0	0	0
Equity Share capital (C)	1117.94	1117.94	1117.94
Other equity (including non-controlling interest) (D)	-220.63	-313.02	10.57
Average shareholder's Equity (E)	851.11	966.72	1215.40
Return on Equity (A -B/ E) * 100 (%) (excluding impact of deferred tax)	49.71%	-33.47%	-10.57%

c) Calculation of Net Worth and Net Asset Value per Equity Share

(₹ Lacs, except per share data)

Particulars	as at / for the period/financial year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Equity Share capital (A)	1117.94	1117.94	1117.94
Other equity (including non-controlling interest) (B)	-220.63	-313.02	10.57
Net Worth (C) = (A + B)	897.31	804.92	1128.51
No. of Equity shares subscribed and fully paid outstanding (D)	11179400	11179400	11179400
Net Asset Value per Equity Share {C / (D/10 ⁵)} (₹) (including impact of deferred tax)	8.02	7.20	10.10

d) **Details of EBITDA**

(₹ in Lacs)

Particulars	as at / for the period/financial year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Profit/ (Loss) after tax (A)	423.05	-323.59	-128.44
Income tax expense (B)	108.07	1.09	0.14
Finance costs (C)	105.5	91.25	90.13
Depreciation and amortisation expense (D)	0.19	0.17	0.47
Exceptional items (E)	0	0	0
EBITDA (F)= (A+B+C+D+E)	636.81	-231.08	-37.70

The formulae used in the computation of the above ratios are as follows:

Basic EPS	Profit and loss attributable to Equity shareholders of Company / Weighted average number of Equity shares outstanding at the end of the period
Diluted EPS	Profit and loss attributable to Equity shareholders of Company after exceptional item, as applicable / Weighted average number of Equity shares outstanding at the end of the period (including convertible Securities)
Return on Net Worth	Profit/(loss) after tax for the period as presented in the statement of profit and loss in the Financial Statements / Net Worth
Net Worth	Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation
Net Asset Value per Equity Share	Net Worth / Number of Equity Shares subscribed and fully paid outstanding
EBITDA	Profit/(loss) after tax for the period adjusted for income tax expense, finance costs, depreciation and amortisation expense, exceptional items, as presented in the Financial Statements

STATEMENT OF CAPITALISATION

The following table sets forth our capitalization, as of March 31, 2024, which has been derived from our Restated Financial Statements and adjusted to give effect to the receipt of the Gross Proceeds of the Issue.

(Rs. In Lakh)

Particulars	Pre-Issue as of March 31, 2024 (Actuals)	As adjusted for the Issue*
Debt		
Long-term Borrowing (A)	1,690.66	[●]
Short-term Borrowing (B)	194.88	[●]
Add: Current maturities of long-term borrowings	0	[●]
Total Debts (C)	1,885.54	
Shareholders' Funds		
Equity Share Capital	1,117.94	[●]
Reserves and Surplus	-220.63	[●]
Total Shareholders' funds (D)	897.31	[●]
Long Term Debt/Total Equity (A/D)	1.88	[●]

These terms shall carry the meaning as per Schedule III of the Companies Act, 2013(as amended)

**Subject to Allotment pursuant to the Issue.*

**As adjusted to reflect the number of Equity Shares to be allotted assuming full subscription. Further, adjustments do not include Issue related expenses.*

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey management's perspective on our financial condition and results of operations together with our Restated Financial Statements for the year ended March 31, 2024, March 31, 2023, and March 31, 2022. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with our section titled "Financial Statements" and the chapter titled "Financial Information" on page 78 of the Draft Letter of Offer. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" on page 22 of this Draft Letter of Offer. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled "Forward-Looking Statements" on page 17 of this Draft Letter of Offer. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Ganesha Ecoverse Limited, our Company. Unless otherwise indicated, financial information included herein are based on our Restated Financial Statements for the year ended March 31, 2024, March 31, 2023, and March 31, 2022., included in this Draft Letter of Offer beginning on page 78.

BUSINESS OVERVIEW

As on date we are into the business of trading post-consumer pet bottles waste that involves the buying and selling of post-consumer PET (Polyethylene Terephthalate) bottle scrap. PET bottles are widely used for packaging various beverages, household products, and personal care items due to their lightweight, durable, and recyclable nature and their scrap is used, after processing and recycling, in making textile grade fibers, filament yarn, bottle grade pet resin, packaging sheets, etc.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section titled 'Risk Factors' on page 22 of this Draft Letter of Offer. The following is a discussion of certain factors that have had, and we expect will continue to have, a significant effect on our financial condition and results of operations:

- Any adverse changes in central or state government policies;
- Any adverse development that may affect our operations in India;
- Any qualifications or other observations made by our statutory auditors which may affect our results of operations;
- Loss of customers;
- An increase in the overall efficiency of our competitors;
- Any adverse development that may affect the operations of our offices or software;
- Our ability to maintain and enhance our brand image;
- General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
- Changes in technology and our ability to manage any disruption or failure of our technology systems;
- Our ability to attract and retain qualified personnel;

- Changes in political and social conditions in India or in countries that we may enter, the monetary and interstate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The performance of the financial markets in India and globally;
- Occurrences of natural disasters or calamities affecting the areas in which we have operations;
- Market fluctuations and industry dynamics beyond our control;
- Our ability to compete effectively, particularly in new markets and businesses;
- Changes in foreign exchange rates or other rates or prices;
- Inability to collect our dues and receivables from, or invoice our unbilled services to, our customers, our results of operations;
- Our ability to manage risks that arise from these factors;
- Conflict of interest with our Individual Promoter and other related parties;
- Changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry;
- Termination of customer contracts without cause and with little or no notice or penalty; and
- Inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals or noncompliance with and changes in, safety, health and environmental laws and other applicable regulations, may adversely affect our business, financial condition, results of operations and prospects.

DISCUSSION ON RESULT OF OPERATION

Overview of Revenue & Expenditure

Our revenue and expenses are reported in the following manner:

Revenues

◆ Revenue of operations

The Revenue from operations includes Sale of PET scrap (for FY 2023-24) and from real estate projects / trading of shares (for F.Y. 2022-23 & F.Y. 2021-22).

◆ Other Income

Other Income includes Interest Income, Dividend Income, Profit on sale of shares, and other miscellaneous receipts.

Expenditure

Our total expenditure primarily consists Purchase of Stock in Trade, Change in Inventories of stock in trade, Employee Benefits Expenses, Finance Costs, Depreciation & Amortization Expenses and Other Expenses.

◆ Purchase of Stock in Trade

Our Purchase of Stock in Trade includes purchase of PET Scrap.

◆ Change in Inventories

Our change in inventories comprises a change in the opening and closing of work in process and finished goods.

◆ Employment Benefit Expenses

Our employment benefit expenses comprise of salaries and Allowances, Ex-gratia expenses and Staff welfare expenses.

◆ **Finance Costs**

Our Finance Costs comprise of Interest and borrowing cost, Bank Charges & Others.

◆ **Depreciation & Amortization**

Our Depreciation & Amortization comprise of depreciation on tangible assets and amortization of intangible assets.

◆ **Other Expenses**

Our Other Expenses mainly includes Legal, professional and consultation charges, Administrative and general expenses, Fees, Rates & Taxes, Payment to Auditors, PET Scrap processing Charges, Loading & Unloading Expenses, Packing Charges, Electricity Expenses, Rent & Lease Charges Paid, Repair and Maintenance Expenses and Directors sitting fee etc.

RESULTS OF OPERATIONS

The table below sets forth a summary of our Restated Financial Statement containing significant items of our income and expenses for year ended March 31, 2024, March 31, 2023, and March 31, 2022, based on our Restated Financial Statements included in the section titled "*Financial Information*" on page 78.

(Rs. in Lakhs)

Particulars	Financial Statement for the year ended					
	31-Mar-24	% of total revenue	31-Mar-23	% of total revenue	31-Mar-22	% of total revenue
INCOMES:						
Revenue from Operations	592.53	47.84%	10.16	44.14%	2,309.83	99.97%
Other income	645.96	52.16%	12.86	55.86%	0.66	0.03%
Total Revenue	1,238.49	100.00%	23.02	100.00%	2,310.49	100.00%
EXPENSES:						
Purchase of Stock in Trade	510.02	41.18%	534.85	2323.41%	550.22	23.81%
Changes in inventories of stock-in-trade	-11.84	-0.96%	(289.26)	-1256.56%	1,789.61	77.46%
Other Expenses	87.55	7.07%	5.87	25.50%	5.72	0.25%
Employee Benefit expenses	15.95	1.29%	2.64	11.47%	2.64	0.11%
Total Expense	601.68	48.58%	254.10	1103.82%	2,348.19	101.63%
Profit before Interest, Depreciation and Tax	636.81	51.42%	(231.08)	-1003.82%	(37.70)	-1.63%
Depreciation and amortization expenses	0.19	0.02%	0.17	0.74%	0.47	0.02%
Profit before Interest and Tax	636.62	51.40%	(231.25)	-1004.56%	(38.17)	-1.65%
Financial Charges	105.5	8.52%	91.25	396.39%	90.13	3.90%
Profit/(Loss) before tax	531.12	42.88%	(322.50)	-1400.96%	(128.30)	-5.55%

Total tax expenses	108.07	8.73%	1.09	4.74%	0.14	0.01%
Profit/(loss) after Tax	423.05	34.16%	(323.59)	-1405.69%	(128.44)	-5.56%

COMPARISON OF HISTORICAL RESULTS OF OPERATIONS

COMPARISON OF FISCAL 2024 WITH FISCAL 2023

Total Income

Our total revenue for the Fiscal 2024 was Rs. 1,238.49 lakhs as compared to Rs. 23.02 lakhs for the Fiscal 2023, representing an increase of 5,280.06%. Bifurcated into revenue from operations and other income:

Revenue from operations

Our revenue from operations for Fiscal 2024 was Rs. 592.53 lakhs as compared to Rs. 10.16 lakhs for Fiscal 2023, representing an increase of 5,731.99%. The increase in Revenue from operations was primarily due to change of business by management i.e. previously company was engaged in business of share trading and real estate and during previous year Company has changed its line of business and currently engaged in trading of PET Scrap.

Other Income

Our other income for Fiscal 2024 was Rs. 645.96 lakhs as compared to Rs. 12.86 lakhs for Fiscal 2023, representing an increase of 4,923.02%. The increase in other income was primarily due to MTM Gain on investments as per Ind AS amounting Rs. 525.10 Lakhs. Further, interest received by Company amounting Rs. 97.62 Lakhs & Profit on sale of shares amounting Rs. 23 lakhs.

Total Expenses

Our Total Expenses for the Fiscal 2024 was Rs. 601.68 lakhs as compared to Rs. 254.10 lakhs for the Fiscal 2023, representing an increase of 136.79%. Bifurcated in varied expenses as explained below:

Changes in inventories of stock- in- trade

Changes in inventories of stock- in- trade for the Fiscal 2024 was (Rs.11.84) lakhs as compared to (Rs.289.26) lakhs for the Fiscal 2023 representing a decrease of 95.91%. primarily due to reclassification of Stock in trade i.e. Shares as current investments during FY 2023-24 on account of change of business by management as explained above.

Employee benefits Expenses

Our employee benefits expenses for the Fiscal 2024 was Rs. 15.95 lakhs as compared to Rs. 2.64 lakhs for the Fiscal 2023, representing an increase of 504.17%. The increase in Employee benefits expenses was primarily due to Team expansion as the Company has undergone new management.

Finance costs

Finance costs for Fiscal 2024 was Rs.105.5 lakhs as compared to Rs. 91.25 lakhs for the Fiscal 2023 representing an increase of 15.62%. Finance cost mainly includes provision of Rs. 90.00 lakhs towards accrued dividend on preference shares.

Depreciation and amortization Expenses

Our depreciation and amortization expenses for the Fiscal 2024 was Rs. 0.19 lakhs as compared to Rs. 0.17 lakhs for the Fiscal 2023, representing a increase of 11.76%. The increase in Depreciation and amortization expenses was primarily due to purchase of new Server amounting Rs. 1.18 lakhs.

Other expenses

Our other expenses for the Fiscal 2024 was Rs. 87.55 lakhs as compared to Rs. 5.87 Lakhs for the Fiscal 2023, representing an increase of 1,391.48%. This increase pertains to expenditure incurred towards payments made to advisors to the right issue amounting Rs. 17 Lakhs, payment made to depositories amounting Rs. 1.02 lakhs, Retainer ship fees to consultant amounting Rs. 1.95 lakhs. and payment towards increase in authorised share capital made to ROC amounting Rs. 22.55 Lakhs, listing & other fees to BSE amounting Rs. 7.09 lakhs.

Taxation

Total tax expense for the Fiscal 2024 was Rs. 108.07 lakhs as compared to Rs. 1.09 lakhs for the Fiscal 2023, representing an increase of 9,814.68%. The increase was primarily due to provision of deferred tax of Rs. 74.77 lakhs on MTM gain on investments.

Profit/Loss after Tax

As a result of the aforesaid, Our Company earned a profit for the year for the Fiscal 2024 was Rs. 423.05 lakhs as compared to loss of (Rs.323.59) lakhs for the Fiscal 2023, representing an increase of 230.74%. The increase was primarily due to the reasons explained above.

COMPARISON OF FISCAL 2023 WITH FISCAL 2022

Total Income

Our total revenue for the Fiscal 2023 was Rs. 23.02 lakhs as compared to Rs. 2,310.49 lakhs for the Fiscal 2022, representing a decrease of 99%. Bifurcated into revenue from operations and other income:

Revenue from operations

Our revenue from operations for Fiscal 2023 was Rs. 10.16 lakhs as compared to Rs. 2,309.83 lakhs for Fiscal 2022, representing a decrease of 99.56%. Revenue for FY 2021-22 primarily includes revenue from real estate projects and during FY 23 Company did not undertake any real estate project and revenue of Rs. 10.16 lakhs are only from share trading.

Other Income

Our other income for Fiscal 2023 was Rs. 12.86 lakhs as compared to Rs. 0.66 lakhs for Fiscal 2022, representing an increase of 1,848.84%. The increase in other income was primarily due to change in line of business by the company.

Total Expenses

Our Total Expenses for the Fiscal 2023 was Rs. 254.10 lakhs as compared to Rs. 2,348.19 lakhs for the Fiscal 2022, representing an decrease of 89.18%. Bifurcated in varied expenses as explained below:

Changes in inventories of stock- in- trade

Changes in inventories of stock- in- trade for the Fiscal 2023 was (Rs.289.26) lakhs as compared to 1,789.61 lakhs for the Fiscal 2022 due to decrease in real estate business.

Employee benefits Expenses

Our employee benefits expenses for the Fiscal 2023 was Rs. 2.64 lakhs as compared to Rs. 2.64 lakhs for the Fiscal 2022. There were no changes in employee benefits expenses.

Finance costs

Finance costs for Fiscal 2023 was Rs.91.25 lakhs as compared to Rs. 90.13 lakhs for the Fiscal 2022 representing an increase of 1.24% on some unsecured loans contracted by the Company.

Depreciation and amortization Expenses

Our depreciation and amortization expenses for the Fiscal 2023 was Rs. 0.17 lakhs as compared to Rs. 0.47 lakhs for the Fiscal 2022, representing a decrease of 63.83%. The decrease in Depreciation and amortization expenses was primarily due to discard of fixed asset during 2023.

Other expenses

Our other expenses for the Fiscal 2023 was Rs. 5.87 lakhs as compared to Rs. 5.72 Lakhs for the Fiscal 2022, representing an increase of 2.62%. This increase pertains to a proportionate increase of variable expense.

Profit/Loss after Tax

As a result of the aforesaid, Our Company incurred a loss for the Fiscal 2023 of Rs. 323.59 lakhs as compared to a loss of Rs.128.44 lakhs for the Fiscal 2022, representing an increase of 151.94% in loss is primarily due to valuation of stock in trade at market price, which was lower than acquisition cost as at March 31, 2023.

Material development since last date of audited balance sheet dated March 31, 2024

The Company has planned to infuse funds of up to ₹ 4,649.50 Lakhs into GSPL through an investment in the Equity Shares of GSPL. This investment in the GSPL is authorized by a Share Subscription Agreement (SSA) dated July 08, 2024, entered between the Company and GSPL and by the resolution passed by the Board of Directors of the Company in their Board Meeting held on July 08, 2024.

MARKET PRICE INFORMATION

Our Company's Equity Shares have been listed and is being traded on SME platform of BSE from March 27, 2015:

- Year is a Financial Year;
- Average price is the average of the daily closing prices of the Equity Shares for the year, or the month, as the case may be;
- High price is the maximum of the daily closing prices and low price is the minimum of the daily closing prices of the Equity Shares, as the case may be, for the year, or the month, as the case may be; and
- In case of two days with the same high / low / closing price, the date with higher volume has been considered.

Stock Market Data of the Equity Shares

The high, low and average of closing prices recorded on the Stock Exchanges during the last three years and the number of Equity Shares traded on these days are stated below:

BSE Limited

Financial Year	High (₹)	Date of high	No. of shares traded on date of high	Total volume traded on date of high (₹)	Low (₹)	Date of low	No. of shares traded on date of low	Total volume of traded on date of low (₹)	Average price for the year (₹)
2024	127.29	09-Jun-23	5,67,500	7,09,39,250	39.79	03-Apr-23	1,07,500	40,00,250	76.87
2023	51.51	06-Feb-23	3,02,500	15,47,7000	4.16	26-Sep-22	5,000	20,450	20.84
2022	8.95	27-May-21	7,500	67,125	3.70	05-Oct-21	17,500	64,800	5.63

(Source: www.bseindia.com)

Market Prices for the last six calendar months

The total number of days trading during the past six months, from January 2024 to June 2024 was 123. The average volume of Equity Shares traded on the BSE was 90,873.98 per day.

The high and low prices and volume of Equity Shares traded on the respective date on the BSE during the last six months preceding the date of filing of this Draft Letter of Offer are as follows:

BSE Limited

Month	High (₹)	Date of high	No. of shares traded on date of high	Total volume traded on date of high (₹)	Low (₹)	Date of low	No. of shares traded on date of low	Total volume of traded on date of low (₹)	Average price for the year (₹)
June-2024	71.59	03-Jun-24	1,18,750	86,15,950	65.91	04-Jun-24	1,02,500	69,06,300	68.52

May-2024	76.43	23-May-24	3,67,500	2,79,22,562	67.42	30-May-24	67,500	45,38,112	70.32
April-2024	83	03-Apr-24	30,000	24,49,375	70	19-Apr-24	57,500	40,26,150	74.70
Mar-2024	95	01-Mar-24	1,00,000	96,00,400	73	13-Mar-24	47,500	34,92,225	80.71
Feb-2024	99.37	12-Feb-24	3,45,000	3,43,37,075	67.3	05-Feb-24	62,500	42,52,325	84.82
Jan-2024	82.5	12-Jan-24	2,65,000	2,20,09,050	69.01	29-Jan-24	57,500	40,43,450	73.34

(Source: www.bseindia.com)

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Our Company, our Directors and our Promoters are subject to various legal proceedings from time to time, mostly arising in the ordinary course of our business. Except as stated in this section, there are no:

(i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoters in the last five financial years including outstanding action; (iv) claims relating to direct and indirect taxes, in a consolidated manner; and (v) Material Litigation (as defined below); involving our Company, Directors, and Promoters.

Our Board of Directors, in its meeting held on May 30, 2024 determined that outstanding litigation involving the Company, its Directors, and its Promoters shall be considered material if the aggregate monetary claim made by or against the Company, its Directors, and its Promoters, in any pending civil litigation proceeding exceeds Rs. 48,300/- i.e., lower of the following limits:

- i. two percent of the turnover for Fiscal 2024. The turnover of the Company for Fiscal 2024 is Rs. 5,92,53,000/- and two percent of the same is Rs. 11,85,060/-;
- ii. two percent of the net worth for Fiscal 2024. The net worth of the Company for Fiscal 2024 is Rs.8,97,31,000/- and two percent of the same is Rs. 17,94,620/-;
- iii. five percent of the average absolute value of profit after tax, as per the last three Restated Audited Financial Statements of the Company. The average of absolute value of profit after tax, as per the last three restated audited financial statements is Rs(9,66,000)/- and five percent of the same is Rs. 48,300/-

Our Company, its Directors and its Promoters are not Wilful Defaulters and there have been no violations of securities laws in the past or pending against them.

A. LITIGATION INVOLVING OUR COMPANY:

LITIGATIONS AGAINST OUR COMPANY:

(i). All criminal proceedings:

Nil

(ii). All actions by regulatory authorities and statutory authorities:

Nil

(iii). Claims related to direct and indirect taxes:

- Direct Tax:

As per website of Income Tax, the following e-proceedings are shown as pending with “open” or “pending” status. However, the amount has not been mentioned and cannot be crystallized:

Assessment Year	Proceeding Name	Proceeding Status
2016-17	A Defective Notice Intimation under section	Pending

	<p>139(9) of the Income Tax Act, 1961 vide Notice/Communication Reference ID CPC/1617/G5/1633078320 dated October 13, 2016 was issued to our Company; however, there is no physical notice present on the Income Tax website. As on date no further notice/letter/intimation is received and the said E Proceeding is shown as Pending on the Income Tax website.</p>	
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- **Income Tax:**

As per website of Income Tax Department there are no defaults in the payment of Income Tax by the Company which are still outstanding.

- **Tax Deducted at Source (TDS):**

Nil

(iv). **Other Matters based on Materiality Policy of our Company:**

Nil

LITIGATION FILED BY OUR COMPANY:

(i). **All criminal proceedings:**

Nil

(ii). **Other Matters based on Materiality Policy of our Company:**

Nil

B. LITIGATION INVOLVING OUR PROMOTERS:

LITIGATIONS AGAINST OUR PROMOTERS:

(i). **All criminal proceedings:**

Nil

(ii). **All actions by regulatory authorities and statutory authorities:**

Nil

(iii). **Disciplinary action including penalty imposed by SEBI or Stock Exchanges against the promoters in the last five financial years including outstanding action:**

Nil

(iv). **Claims related to direct and indirect taxes:**

• **Direct Tax:**

Nil

• **Income Tax:**

As per website of Income Tax Department for outstanding tax demand, following defaults in the payment of Income Tax by the Promoters are still outstanding:

Assessment Year	Section Code	Demand Identification Number	Date on which demand is raised	No. of Defaults	Outstanding Demand (in Rupees)	Accrued/Final Interest (in Rupees)
Vishnu Dutt Khandelwal						
2009	143(1)(a)	2010200910028953550T	June 04, 2010	1	15,230	-
Total					15,230	-

(v). **Other Matters based on Materiality Policy of our Company:**

Nil

LITIGATION FILED BY OUR PROMOTERS:

(i). **All criminal proceedings:**

Nil

(ii). **Other Matters based on Materiality Policy of our Company:**

Nil

C. LITIGATION INVOLVING OUR DIRECTORS (OTHER THAN PROMOTERS):

LITIGATIONS AGAINST OUR DIRECTORS (OTHER THAN PROMOTERS):

(i). **All criminal proceedings:**

Nil

(ii). **All actions by regulatory authorities and statutory authorities:**

Nil

(iii). Claims related to direct and indirect taxes:

• **Direct Tax:**

As per website of Income Tax, the following e-proceedings are shown as pending with “open” or “pending” status. However, in some cases the amount has not been mentioned and cannot be crystallized:

Assessment Year	Proceeding Name	Proceeding Status								
Abhilash Lal										
2017-18	Two Adjustment Notices under section 143(1) of the Income Tax Act, 1961 (“Act”) vide Communication Reference Nos. CPC/1718/G21/1762313842 and CPC/1718/G25/1762313842 dated May 03, 2018 and September 25, 2018 respectively were issued to Mr. Abhilash Lal. As per the said notices there was some inconsistency between other source income in return and Form 26AS. Amount in the IT return was Rs. 18,96,805 while the amount computed by the authorities was Rs. 19,78,709; hence there was variance of Rs. 81,904 on account of proposed adjustment. The assessee gave his response to the said notice furnishing that the variance was due to claim of expenditure incurred directly for earning the taxable income and the said response was not accepted by the authorities furnishing that the response furnished by the assessee is not acceptable for the reason that the income on the basis of which the difference has been arrived at in accordance with section 143(1)(a)(vi) of the Act is reflected in Form 26AS. The head under which the difference has arisen due to non-reporting of income in the return of income was communicated through the earlier notice. The response to the earlier notice fails to prove that the income as reflected in his 26AS has been offered to tax in the return of income either under the head relating to such TDS, or under such heads of income taxable at such special rates. Accordingly, the assessee was afforded a final opportunity to explain the differences of income between Form 26AS and return of income. As on date no further notice/letter/intimation is received and the said E Proceeding is shown as Pending on the Income Tax website.	Pending								
2019-20	An Adjustment Notice under section 143(1)(a) of the Income Tax Act, 1961 (“Act”) vide DIN: CPC/1920/G22/1970528476 dated December 17, 2019 was issued to Mr. Abhilash Lal. As per the said notice the return for PAN AACPL0387M, Assessment Year 2019-20 E-filing- acknowledgement number 197118031121019 Dated October 12, 2019 contains following errors/incorrect claims/ inconsistencies which attract adjustment(s): <ul style="list-style-type: none"> Arithmetical error in the return-under section 143(1)(a)(i) of the Act: <table border="1" data-bbox="311 1825 1284 2016"> <thead> <tr> <th>Error Description</th> <th>Amount in Income Tax Return</th> <th>Amount as computed</th> <th>Variance on account of Proposed</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	Error Description	Amount in Income Tax Return	Amount as computed	Variance on account of Proposed					Pending
Error Description	Amount in Income Tax Return	Amount as computed	Variance on account of Proposed							

			adjustment	
In schedule BP, Sl. No .D. Income chargeable under the head Profits and gains from Business or Profession (A.38+B.43+C.49) and the sum of amount entered in Sl.No.A.38+B.43+C.49. are inconsistent	1,17,03,587	1,17,88,721	85,134	
In schedule BP, Sl.No.A.37. Net profit or loss from business or profession other than speculative and specified business (35 + 36viii) and the sum of amount entered in Sl.No.A.35 + A.36 viii are inconsistent	1,17,03,587	1,17,88,721	85,134	
In schedule BP, Sl.No.A.35. Income (13+26-34) and the sum of amount entered in Sl.No.A.13+A.26-A.34. are inconsistent	1,17,03,587	1,17,88,721	85,134	
In schedule BP, Sl.No.A.26. Total (14+15+16+17+18+19+20+21+22+23+24+25) and the sum of amount entered in Sl.No.A.14+A.15+A.16+A.17+A.18+A.19+A.20+A.21+A.22+A.23+A.24.+A.25. are inconsistent	0	73,885	73,885	
In schedule BP, Sl.No.A.13. Profit or loss after adjustment for depreciation (10+11-12iii) and the sum of amount entered in Sl.No.10+11-12iii. Are inconsistent	1,17,03,587	1,17,14,836	11,249	
<ul style="list-style-type: none"> Incorrect Claim under section 143(1)(a)(ii) of the Act: 				
Error Description	Amount in Income Tax Return	Amount as computed	Variance on account of Proposed adjustment	
In Schedule BP, Row no A3d Income/receipt credited to profit, and loss account considered under other heads of income Other Source value is more than the SUM of row no. 1(a),1(b),1(c),1(e),2(a),2(b),2(c),2(d),2(e) and 8(a) in Other source Schedule	16,73,753	16,62,504	11,249	
In Schedule BP, Sl. no 15 amount of expenditure disallowed is not consistent with amount shown in schedule OI	0	73,885	73,885	

	<ul style="list-style-type: none"> Disallowance of expenditure indicated in the audit report but not taken into account in computing the total income in the return-143(1)(a)(iv)” <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount in Income Tax Return</th> <th>Amount mentioned in Form Annexure 3CD</th> <th>Proposed adjustment to income</th> </tr> </thead> <tbody> <tr> <td>Inconsistency in Total amount of disallowance</td> <td>0</td> <td>73,885</td> <td>73,885</td> </tr> </tbody> </table> <p>Accordingly, the assessee was afforded an opportunity to respond to the proposed adjustment(s). As on date no further notice/letter/intimation is received and the said E Proceeding is shown as Pending on the Income Tax website.</p>	Particulars	Amount in Income Tax Return	Amount mentioned in Form Annexure 3CD	Proposed adjustment to income	Inconsistency in Total amount of disallowance	0	73,885	73,885	
Particulars	Amount in Income Tax Return	Amount mentioned in Form Annexure 3CD	Proposed adjustment to income							
Inconsistency in Total amount of disallowance	0	73,885	73,885							
2020-21	An Adjustment Notice Intimation under section 143(1) of the Income Tax Act, 1961 vide Document Identification Number (DIN): EFL/2021/G22/10142440111 dated September 03, 2021 was issued to Mr. Abhilash Lal; however, there is no physical notice present on the Income Tax website. As on date no further notice/letter/intimation is received and the said E Proceeding is shown as Pending on the Income Tax website.	Pending								
2023-24	An Adjustment Notice Intimation under section 143(1)(a) of the Income Tax Act, 1961 vide Document Identification Number (DIN): EFL/2324/G22/ITR000592337515 dated October 23, 2023 was issued to Mr. Abhilash Lal; however, there is no physical notice present on the Income Tax website. As on date no further notice/letter/intimation is received and the said E Proceeding is shown as Pending on the Income Tax website.	Pending								
Not Available	An Issue Letter regarding payment of Advance Tax vide DIN & Letter No: ITBA/COM/F/17/2022-23/1048608144(1) dated January 10, 2023 was issued to Mr. Abhilash Lal. As per the said letter the authorities observed that there was a short fall of advance tax from the expected pattern. The advance tax paid in this quarter shows a negative fall of (59.28%) from the expected growth. Hence, the assessee was advised to re-compute the advance tax again and disclose true and fair taxes. If the difference/shortfall is genuine, the assessee was requested to give reasons with the supporting evidences. As on date no further notice/letter/intimation is received and the said E Proceeding is shown as Pending on the Income Tax website.	Pending								
Neeru Abrol										
2017-18	A Defective Notice Intimation under section 139(9) of the Income Tax Act, 1961 vide Document Identification Number (DIN): CPC/1718/G5/1748810091 dated January 25, 2028 was issued to Ms. Neeru Abrol; however, there is no physical notice present on the Income Tax website. As on date no further notice/letter/intimation is received and the said E Proceeding is shown as Pending on the Income Tax website.	Pending								
2016-17	Two Defective Notice Intimations under section 139(9) of the Income Tax Act, 1961 vide Document Identification Number (DIN): CPC/1617/G5/1640032362 dated December 17, 2016 was issued to Ms. Neeru Abrol; however, there is no	Pending								

	physical notice present on the Income Tax website. As on date no further notice/letter/intimation is received and the said E Proceeding is shown as Pending on the Income Tax website.	
2016-17	A Defective Notice Intimation under section 139(9) of the Income Tax Act, 1961 vide Document Identification Number (DIN): CPC/1617/G5/1630280367 dated September 26, 2016 was issued to Ms. Neeru Abrol; however, there is no physical notice present on the Income Tax website. As on date no further notice/letter/intimation is received and the said E Proceeding is shown as Pending on the Income Tax website.	Pending

- **Income Tax:**

As per website of Income Tax Department for outstanding tax demand, following defaults in the payment of Income Tax by the Directors (Other than Promoters) are still outstanding:

Assessment Year	Section Code	Demand Identification Number	Date on which demand is raised	No. of Defaults	Outstanding Demand (in Rupees)	Accrued Interest (in Rupees)
Abhilash Lal						
2011	143(1)(a)	2012201137003385635T	May 03, 2012	1	1,54,680	1,93,250
Total:					1,54,680	1,93,250

(iv). **Other Matters based on Materiality Policy of our Company:**

Nil

LITIGATION FILED BY OUR DIRECTORS (OTHER THAN PROMOTERS):

(i). **All criminal proceedings:**

Nil

(ii). **Other Matters based on Materiality Policy of our Company:**

Nil

D. DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

Neither our Company, nor our Promoters, and Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

E. MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET

Except as mentioned under the chapter - "Management Discussion and Analysis of Financial Condition and Result of Operation" on page 82 of this Draft Letter of Offer, there have been no material developments, since the date of the last audited balance sheet.

KEY INDUSTRY REGULATIONS AND POLICIES

Except as otherwise specified in this Draft Letter of Offer, we are subject to several central and state legislations which regulate substantive and procedural aspects of our business.

Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business of manufacturing or otherwise deal in all kinds of plastic and textile products (whether primary, intermediate or in final form), virgin or recycled, including spinning, knitting, weaving, garmenting etc. Taxation statutes such as the I.T. Act, GST and applicable Labour laws, contractual laws, and intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive and are only intended to provide general information to Investors and is neither designed nor intended to be a substitute for professional legal advice.

APPROVALS

For the purpose of the business undertaken by our Company and one of the objects of our Company for this issue is to Invest in the Equity shares of GESL Spinners Private Limited, it is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “**Government and Other Statutory Approvals**” beginning on page number 108 of this Draft Letter of Offer.

APPLICABLE LAWS AND REGULATIONS

The following description is a summary of certain key statutes, rules, regulations, notifications, memorandums, circulars and policies which are applicable to our Company and the business undertaken by our Company. The information detailed in this chapter, is based on the current provisions of key statutes, rules, regulations, notifications, memorandums, circulars and policies, as amended, and are subject to future amendments, changes and/or modifications. The information detailed in this chapter has been obtained from sources available in the public domain. The regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute professional legal advice. The statements below are based on the current provisions of Indian law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

BUSINESS AND/OR KEY INDUSTRY AND/OR TRADE RELATED LAWS AND REGULATIONS:

Technology Up-Gradation Fund Scheme

Ministry of Textiles has been implementing Technology Upgradation Funds Scheme (“TUFS”) since 1999 to facilitate technology upgradation of textiles industry in the country. TUFS aims at making available funds to the domestic textile industry of existing units as well as to set up new units with state-of-the-art technology so that its viability and comprehensiveness in the domestic as well as international markets may enhance. TUFS provides for interest reimbursement/capital subsidy/margin money subsidy and has been devised to bridge the gap between the cost of interest and the capital component to ease up the working capital requirement and to reduce the transaction cost, etc. TUFS is an important tool to infuse financial support to the textiles industry and help it capitalize on the vibrant and expanding global and domestic markets, through technology upgradation, cost effectiveness, quality production, efficiency and global competitiveness.

The Petroleum Act, 1934 (“Petroleum Act”) and Petroleum Rules, 2002

The Petroleum Act was passed to consolidate and amend the laws relating to the import, transport, storage, production, refining and blending of petroleum. Under the Petroleum Rules, 2002, any person intending to store furnace oil/petroleum, of such class and in such quantities, otherwise than under a license shall take the approval of the Chief Controller before commencing storage.

The Boilers Act, 1923 (“Boilers Act”)

The Boilers Act and rules thereof encompass rules and regulations for the safe and proper construction, erection, repair, use and operation of boilers. The Boilers Act also lays down the process for formulation of boiler rules, examination by and appointment of boiler inspectors, provisions for inspection certifications and imposition of penalties for the violations of any provisions of the Boilers Act.

Textiles Committee Act, 1963

The Textiles Committee Act, 1963 (“TCS”) came into force on August 22, 1964. A textiles committee (“Textiles Committees”) has been established under TCS with the primary objective of ensuring a standard quality of textiles both for domestic and export markets as well as standardization of the type of textile machinery used for production. The Textiles Committee’s functions include, among others, the promotion of Indian textiles and textile exports, researching in technical and economic fields, establishing standards for Indian textiles and textile machinery, setting up of laboratories, and data collection. Additionally, the Textiles Committee regulates the imposition of cess on textile and textile machinery that is manufactured in India under TCS.

Cotton Control Order, 1986

The Cotton (Control) Order, 1986 (“Cotton Order”) prescribes the maximum quantity of cotton that may be possessed by a manufacturer, a cotton ginning factory, a cotton pressing factory, a cotton ginning and pressing factory and a person (other than a member of a Hindu Undivided Family growing cotton). The Cotton Order establishes the office of the Textile Commissioner as the regulatory body. The Cotton Order further specifies the quality standards that have to be met while picking cotton for the purposes of export and domestic consumption as well as the markings that have to be made on the cotton bale before marketing of the same.

National Textile Policy, 2000 (“NTP 2000”)

The NTP 2000 aims at facilitating the growth of the textile industry to attain and sustain a pre-eminent global standing in the manufacture and export of clothing and to equip the textile industry to withstand pressure of import penetration and maintain dominant presence in the domestic market. The industry aims at developing a strong and vibrant textile industry that can produce quality products at acceptable process. This objective is sought to be achieved by liberalizing controls and regulations so that the different segments of the textile industry are enabled to perform in a greater competitive environment. Major thrust areas of NTP 2000 includes increase in exports and innovating marketing strategies, product diversification along with quality consciousness, among others. Additionally, certain sector specific initiatives envisaged under the NTP 2000 include raw materials, clothing, export and knitting.

Textile (Development and Regulation) Order, 2001

The Textile (Development and Regulation) Order, 2001 (“Textile Order”) was brought into force by the Central Government under Section 3 of the Essential Commodities Act, 1955 and repealed the Textile (Development and Regulation) Order, 1993. Under the Textile Order every manufacturer of textiles, textile machinery and every person dealing with textiles shall keep books of accounts, data and other records relating to his business in the matter of production, processing, import, export, supply, distribution, sale, consumption, etc. and shall furnish such returns or information in respect of their business as and when directed by the Textile

Commissioner. The Textile Order further provides that no person shall make any markings on any textiles resembling the brand name or trade name of any other person who has applied for or obtained a registration to that effect under the Trade Marks Act, 1999, except under and limited to the extent of specific authorization by the holder of or applicant for such brand or tradename.

Production-Linked Incentive Scheme in Textiles Products

In November 2020, the Union Cabinet approved the introduction of the Production-Linked Incentive Scheme in Textiles Products to enhance India's Manufacturing Capabilities as well as Exports. An amount of ₹10,683 crore has been approved as an outlay for a period of 5 years. This initiative will be implemented by the Ministry of Textile and is expected to cover forty product categories under man-made fibre.

Legal Metrology Act, 2009 (the "Metrology Act")

The Legal Metrology Act, 2009, as amended was enacted with the objective to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. The Metrology Act states that any transaction/contract relating to goods/class of goods shall be as per the weight/measurement/numbers prescribed by the Metrology Act. The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in rules by each state.

The Bureau of Indian Standards Act, 2016 ("BIS Act")

The BIS Act, establishes, publishes and regulates national standards to ensure conformity assessment, standardisation, and quality assurance of goods, articles, processes, systems and services. The BIS Act empowers the Bureau of Indian Standards to inspect and monitor the quality of goods and materials to ensure conformity with the BIS Act. In furtherance of such powers, the officials may inspect the premises for evaluating a manufacturer's compliance with use of standard marks. The BIS Act also enables the central government to appoint any authority to verify the conformity of products and services to a standard and issue certificate of conformity. Further, the BIS Act sets out inter alia, liability for use of standard mark on products that do not conform to the relevant Indian Standard. Under the BIS Act, such products may be recalled from the market.

The Bureau of Indian Standards Act, 2018 ("BIS Rules")

The Bureau of Indian Standards Rules have been notified, in supersession of the Bureau of Indian Standards Rules, 1987, in so far as they relate to Chapter IV A of the said rules relating to registration of the articles notified by the Central Government, and in supersession of the Bureau of Indian Standards Rules, 2017 except in relation to things done or omitted to be done before such supersession. Under the Bureau of Indian Standards Rules, the bureau is required to establish Indian standards in relation to any goods, article, process, system or service and shall reaffirm, amend, revise or withdraw Indian standards so established as may be necessary.

LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED:

Shops and establishments laws in the State of Delhi

As per the provisions of local Shops and Establishments laws applicable in the Delhi, establishment is required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

GENERAL CORPORATE:

Companies Act, 2013

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on 29th August 2013. The Companies Act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure related to appointment of Directors. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the Act. Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of Acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of a Company. The provisions relating to remuneration of the directors payable by the companies is under Part II of the said schedule.

The Sale of Goods Act, 1930

The Sale of Goods Act, 1930 governs contracts relating to sale of goods in India. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract of sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of the goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for sale of goods.

The Registration Act, 1908

The Registration Act was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

The Indian Contract Act, 1872

The Indian Contract Act, 1872 codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

The Specific Relief Act, 1963

The Specific Relief Act is complimentary to the provisions of the Contract Act and the T.P. Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. Specific performance' means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

Negotiable Instruments Act, 1881

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such

cheque not being honored by their bankers and returned unpaid. Section 138 of the Act creates statutory offence in the matter of dishonor of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two year, or with fine which may extend to twice the amount of the cheque, or with both.

Consumer Protection Act, 2019 (“CPA”) and rules framed thereunder

The CPA, which repeals the Consumer Protection Act, 1986, was enacted to provide simpler and quicker access to redress consumer grievances. It seeks to protect and promote the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. Further, the definition of “consumer” has been expanded under the CPA to include persons engaged in online and offline transactions through electronic means or by tele-shopping, or direct-selling or multi-level marketing.

In line with the CPA, the Ministry of Consumer Affairs, Food and Public Distribution, Government of India has also notified the Consumer Protection (E-Commerce) Rules, 2020 (“E-Commerce Rules”) which provides a framework to regulate the marketing, sale and purchase of goods and services online. The E-Commerce Rules govern e-commerce entities which own, operate, or manage, a digital or electronic facility or platform for electronic commerce.

ENVIRONMENTAL LEGISLATIONS:

The Environment Protection Act, 1986 and Environment (Protection) Rules, 1986

The Environmental Protection Act, 1986 is an "umbrella" legislation designed to provide a framework for co-ordination of the activities of various Central and State authorities established under various laws. The potential scope of the Act is broad, with "environment" defined to include water, air and land and the interrelationships which exists among water, air and land, and human beings and other living creatures such as plants, micro-organisms and property. Further, the Ministry of Environment and Forests looks into Environment Impact Assessment. The Ministry receives proposals for expansion, modernization and setting up of projects and the impact which such projects would have on the environment which is assessed by the Ministry in detail before granting clearances for such proposed projects.

The Water (Prevention and Control of pollution) Act, 1974 (the “Water Act”)

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the Central Pollution Control Board and the State Pollution Control Boards. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, use of any new or altered outlet for the discharge of sewage or new discharge of sewage, must obtain the consent of the relevant State Pollution Control Board, who is empowered to establish standards and conditions that are required to be complied with.

The Air (Prevention and Control of Pollution) Act, 1981 (the “Air Act”)

The Air (Prevention and Control of Pollution) Act, 1981 has been enacted to provide for the prevention, control and abatement of air pollution. Pursuant to the provisions of the Air Act, any person, establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant State Pollution Control Board prior to establishing or operating such industrial plant. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the State Pollution Control Board.

The Hazardous and Other Wastes (Management, Handling and Trans boundary Movement) Rules, 2016

Hazardous and Other Wastes (Management, Handling and Trans boundary Movement) Rules, 2016 came into force from April 04, 2016 superseding the Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008. Hazardous waste means any waste, which by reason of characteristics, such as physical, chemical, biological, reactive, toxic, flammable, explosive or corrosive, causes danger to health, or environment. It comprises the waste generated during the manufacturing processes of the commercial products such as industries involved in petroleum refining, production of pharmaceuticals, petroleum, paint, aluminium, electronic products etc. Hazardous Waste Management Rules are notified to ensure safe handling, generation, processing, treatment, package, storage, transportation, use reprocessing, collection, conversion, and offering for sale, destruction and disposal of Hazardous Waste

TAX RELATED LEGISLATIONS:

Income Tax Act, 1961

The IT Act is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its Residential Status and Type of Income involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.

Central Goods and Services Tax Act, 2017

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state is levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e., bringing into India from a place outside India or at the time of export of goods i.e., taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get itself registered and obtain an IEC (Importer Exporter Code).

EMPLOYMENT AND LABOUR LAWS:

The Code on Wages, 2019 (the “Code”)

The Code received the assent of the President of India on August 8, 2019. The provisions of the Code shall come into effect from the date notified in the Official Gazette by the Central Government. The Code will replace the four existing ancient laws namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. The Code will apply to all employees and allows the Central Government to set a minimum statutory wage. In pursuance of the Code, the

Code on Wages (Central Advisory Board) Rules, 2021 have been notified, which prescribe, inter alia, the constitution and functions of the Central Advisory Board set up under the Code on Wages, 2019.

The four existing laws are as follows:

- **The Payment of Wages Act, 1936**
Payment of Wages Act, 1936, as amended, Payment of Wages (Amendment) Act, 2017 is aimed at regulating the payment of wages to certain classes of persons employed in certain specified industries and to ensure a speedy and effective remedy for them against illegal deductions or unjustified delay caused in paying wages to them. The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made there under.
- **The Minimum Wages Act, 1948**
The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.
- **The Payment of Bonus Act, 1965 (the “PoB Act”)**
The PoB Act provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.
- **The Equal Remuneration Act, 1976**
The Equal Remuneration Act, 1976 aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Remuneration Act, no employer shall pay to any worker, employed by him/her in an establishment, a remuneration (whether payable in cash or in kind) at rates less favourable than those at which remuneration is paid by him to the workers of the opposite sex in such establishment for performing the same work or work of a similar nature. In addition, no employer shall for complying with the foregoing provisions of the Remuneration Act, reduce the rate of remuneration of any worker. No employer shall, while making recruitment for the same work or work of a similar nature, or in any condition of service subsequent to recruitment such as promotions, training or transfer, make any discrimination against women except where the employment of women in such work is prohibited or restricted by or under any law for the time being in force.

Industrial Relations Code, 2020

The Government of India enacted ‘The Industrial Relations Code, 2020’ which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. Currently the laws are as follows –

- **Industrial Disputes Act, 1947**

The Industrial Disputes Act, 1947 provides the procedure for investigation and settlement of industrial disputes. When a dispute exists or is apprehended, the appropriate Government may refer the dispute to a labour court, tribunal, or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while a proceeding is pending. The labour courts and tribunals may grant appropriate relief including ordering modification of contracts of employment or reinstatement of workers. The ID Act further provides for direct access for the workers to labour courts or tribunals in case of individual disputes and provided for the constitution of grievance settlement machineries in any establishment having twenty or more workers.

- **Trade Unions Act, 1926**

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which relates to the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union must be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

- **Industrial Employment (Standing Orders) Act, 1946 (the “Standing Orders”)**

The Standing Orders were passed by the Central Government to bring uniformity in the terms of employment in industrial establishments so as to minimize industrial conflicts. The Standing Orders play a key role in defining the terms and conditions of employment within industrial employment. The highlights of the Standing Orders such as classification of workmen, manner of intimation to workers about work and wage related details. Attendance and conditions for leaves, conditions of termination of employment and means of redressal for workmen in different matters.

Code on Social Security, 2020

The Government of India enacted ‘The Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate legislations including the Employee’s Compensation Act, 1923, the Employees’ State Insurance Act, 1948, the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972. The laws that the code shall subsume, and applicable to Company are currently as follows –

- **Employee’s Compensation Act, 1923**

The Employees’ Compensation Act, 1923 provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the Employees’ Act, the amount of compensation to be paid depends on the nature and severity of the injury. The Employees’ Act also lays down the duties/obligations of an employer and penalties in cases of non-fulfilment of such obligations thereof. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees’ Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of death/serious bodily injury.

- **Employee's State Insurance Act, 1948**

It is an Act to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government) other than seasonal factories. The ESI Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. Employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

- **Employee's Provident Fund and Miscellaneous Provisions Act, 1952**

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme

- **Maternity Benefit Act, 1961**

The Act provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The Act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this Act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

- **Payment of Gratuity Act, 1972**

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this Act has become applicable shall be continued to be governed by this Act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

The Public Liability Insurance Act, 1991 and the Public Liability Insurance Rules, 1991

The PLI Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the government by way of a notification. Under the law, the owner or handler is also required to take out an insurance policy insuring against liability. The rules made under the PLI Act mandate the employer to contribute towards the Environmental Relief Fund a sum equal to the premium paid on the

insurance policies.

Employees' Deposit Linked Insurance Scheme, 1976

The scheme shall be administered by the Central Board constituted under section 6C of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the Act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to the Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

The Employees' Pension Scheme, 1995

Family pension in relation to this Act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this Act. Every employee who is a member of EPF or PF has an option of the joining the scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the all the employees who are members of the fund.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the "Act")

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the Act. Every employer should also constitute an "Internal Complaints Committee" and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

Child Labour (Prohibition and Regulation) Act, 1986 (the "CLPR Act")

The "CLPR Act seeks to prohibit the engagement of children in certain employments and to regulate the conditions of work of children in certain other employments. Part B of the Schedule to the CLPR Act strictly prohibits employment of children in cloth printing, dyeing and weaving processes and cotton ginning and processing and production of hosiery goods.

FOREIGN INVESTMENT LAWS:

Foreign Trade (Development and Regulation) Act, 1992

The FTA is the main legislation concerning foreign trade in India. The FTA, read along with the Foreign Trade (Regulation) Rules, 1993, provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given a wide power to prohibit, restrict and regulate the exports

and imports in general as well as specified cases of foreign trade. The FTA read with the Foreign Trade Policy, 2023, prohibits anybody from undertaking any import or export except under an importer-exporter code (“IEC”) number granted by the Director General of Foreign Trade. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it is cancelled by the issuing authority. An IEC number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract penalty under the FTA.

Foreign Exchange Management Act, 1999 & Rules thereunder

Foreign investment in India is governed primarily by the provisions of the FEMA, and the rules, regulations and notifications thereunder, as issued by the RBI from time to time and the FEMA Rules and the Consolidated FDI Policy. In terms of the Consolidated FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made. In terms of the Consolidated FDI Policy, the work of granting government approval for foreign investment under the Consolidated FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/departments. The FEMA Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except for things done or omitted to be done before such supersession. The total holding by any individual NRI, on a repatriation basis, shall not exceed five percent of the total paid-up equity capital on a fully diluted basis or shall not exceed five percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company. The total holding by each FPI or an investor group, shall be less than 10 percent of the total paid-up equity capital on a fully diluted basis or less than 10 percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together, including any other direct and indirect foreign investments in the Indian company permitted under these rules, shall not exceed 24 per cent of paid-up equity capital on a fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10 percent and 24 percent shall be called the individual and aggregate limit, respectively.

The Conservation of Foreign Exchange and Prevention of Smuggling Activities Act, 1974

COFEPOSA came into force for the reason to provide preventive detention and to protect and augment the guidelines of foreign exchange. The Act also aims to control smuggling activities and other issues in relation to these activities. COFEPOSA confers power on the Central and the State Governments to issue orders for detaining a person if it is satisfied that the person has acted detrimental to the protection and intensification of foreign exchange. The Government shall also issue order of detention on the ground that the person has engaged in the activity of smuggling goods, assists any person in smuggling goods, transports or conceals such goods, harbouring any person employed in the smuggling activities or does any other activity related with smuggling. Such an order shall be issued by the Joint Secretary to the Central Government or Secretary to the State Government or any senior officer authorized by the Government.

GENERAL LAWS

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Negotiable Instrument Act 1881, Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, Transfer of Property Act, 1882, Information Technology Act, 2000 etc.

GOVERNMENT AND OTHER STATUTORY APPROVALS

GANESHA ECOVERSE LIMITED (“ISSUER COMPANY”)

Our Company has received the necessary licenses, permissions and approvals from the Central Government and appropriate State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. It must, however, be distinctly understood that in granting the approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made, or opinions expressed on this behalf.

Following statements set out the details of licenses, permissions and approvals obtained by the Company under various Central and State legislations for carrying out its business activities.

The Company has its business located at the following locations:

Registered Office:

- P3-211, Second Floor, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, G.P.O., Delhi – 110006, India.

Other Office:

- 14/16/2, New Karala Road, Shiv Vihar, Ground Floor, New Delhi – 110081, India.

I. APPROVALS FOR THE ISSUE

Corporate Approvals

The following approvals have been obtained or will be obtained in connection with the Issue:

- a. Our Board of Directors have pursuant to a resolution passed at their meeting held on May 30, 2024, authorized the Issue, under Section 23, 62(1)(a) and other applicable provisions of the Companies Act, 2013 and such other rules and regulations as may be necessary.

ISIN Number

The Company's International Securities Identification Number (“ISIN”) is INE369Q01017.

Stock Exchange

In-Principle approval letter dated [●] from BSE.

II. APPROVALS OBTAINED BY OUR COMPANY

S. No.	NATURE OF LICENSE/APPROVAL	REGISTRATION/ LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANT	VALIDITY
1.	Certificate of Incorporation in the name of Apollo Fittings Private Limited	U25209DL2003PTC118413	Asst. RoC, NCT of Delhi and Haryana	January 10, 2003	One Time Registration
2.	Certificate of Registration upon change in object clause of the Company	U28112DL2003PTC118413	RoC, NCT of Delhi and Haryana	January 13, 2014	One Time Registration
3.	Certificate of Incorporation upon change of name from Apollo Fittings Private Limited to Mahabir Metallex Private Limited	U28112DL2003PTC118413	RoC, NCT of Delhi and Haryana	January 13, 2014	One Time Registration
4.	Certificate of Incorporation upon conversion from Private Limited to Public Limited in the name of Mahabir Metallex Limited	U28112DL2003PLC118413	RoC, NCT of Delhi and Haryana	February 7, 2014	One Time Registration
5.	Certificate of Registration upon change in object clause of the Company	U70100DL2003PLC118413	RoC, Delhi	June 13, 2016	One Time Registration
6.	Certificate of Incorporation upon change of name from Mahabir Metallex Limited to SVP Housing Limited	L70100DL2003PLC118413	RoC, Delhi	March 14, 2017	One Time Registration
7.	Certificate of Incorporation upon change of name from SVP Housing Limited to Ganesha Ecoverse Limited	L70100DL2003PLC118413	RoC, Delhi	August 21, 2023	One Time Registration
8.	Certificate of Registration upon change in object clause of the Company	L13114DL2003PLC118413	RoC, Delhi	August 22, 2023	One Time Registration
TAX RELATED APPROVALS					
9.	Permanent Account Number ("PAN")	AAECA2313B	Income Tax Department,	January 10, 2003	One Time Registration

S. No.	NATURE OF LICENSE/APPROVAL	REGISTRATION/ LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANT	VALIDITY
			Government of India		
10.	Tax Deduction Account Number (“TAN”)	DELM23848G	Income Tax Department, Government of India	June 12, 2024	One Time Registration
GOODS AND SERVICE TAX REGISTRATION					
11.	Certificate of Registration under Goods and Services Tax Act, 2017	07AAECA2313B3ZG	Goods and Services Tax Network 7	November 22, 2023	One Time Registration
SHOPS AND ESTABLISHMENTS REGISTRATION					
12.	Certificate of Registration under Delhi Shops and Establishments Act, 1954 for the Registered Office	2024094520	Department of Labour, Government of NCT of Delhi	May 01, 2024	March 31, 2025
13.	Certificate of Registration under Delhi Shops and Establishments Act, 1954 for the Other Office	2024114231	Department of Labour, Government of NCT of Delhi	May 22, 2024	March 31, 2025

III. APPROVALS OBTAINED/APPLIED IN RELATION TO INTELLECTUAL PROPERTY RIGHTS:

Not Applicable

IV. THE DETAILS OF DOMAIN NAME REGISTERED IN THE NAME OF THE COMPANY:

SR. NO.	DOMAIN NAME AND ID	IANA ID	CREATION DATE	EXPIRY DATE
1.	Domain name – https://ganeshacoverse.com/ Domain ID – 2799634201_DOMAIN_COM-VRSN	303	July 20, 2023	July 20, 2024

VI. PENDING APPROVALS

Not Applicable

GOVERNMENT AND OTHER STATUTORY APPROVALS

GESL SPINNERS PRIVATE LIMITED (“TARGET COMPANY”)

The Target Company has received the necessary licenses, permissions and approvals from the Central Government and appropriate State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. Our Target Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. It must, however, be distinctly understood that in granting the approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of the Target Company or for the correctness of any of the statements or any commitments made, or opinions expressed on this behalf.

One of the objects of our Issuer Company for this issue is to Invest in the Equity shares of Target Company, the details of which has been fetched in the chapter Objects of the Issue, on page number 46.

Following statements set out the details of licenses, permissions and approvals obtained by the Target Company under various Central and State legislations for carrying out its business activities.

The Company has its business located at the following locations:

Registered Office and Factory:

- Gata No. 192 & 196 Village - Temra, Tehsil- Bilaspur, Rampur, Uttar Pradesh – 244921, India.

I. APPROVALS OBTAINED BY OUR COMPANY

S. No.	NATURE OF LICENSE/APPROVAL	REGISTRATION/ LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANT	VALIDITY
1.	Certificate of Incorporation in the name of GESL Spinners Private Limited	U17299UP2022PTC170471	Registrar of Companies, Central Registration Centre	September 09, 2022	One Time Registration
TAX RELATED APPROVALS					
2.	Permanent Account Number (“PAN”)	AAKCG0344G	Income Tax Department, Government of India	September 09, 2022	One Time Registration
3.	Tax Deduction Account Number (“TAN”)	JBPG11177F	Income Tax Department, Government of India	September 09, 2022	One Time Registration
GOODS AND SERVICE TAX REGISTRATION					
4.	Certificate of Registration under Goods and Services Tax Act, 2017	09AAKCG0344G1ZP	Goods and Services Tax Network 7	June 06, 2024	One Time Registration
BUSINESS RELATED APPROVALS					
5.	Importer Exporter Code	AAKCG0344G	Ministry of Commerce and Industry, Directorate General of Foreign Trade, Government of India	November 02, 2022	One Time Registration
6.	Factory License under the Factories Act, 1948	UPFA5002139	Dy. Director of Factories, Uttar Pradesh	December 05, 2023	December 04, 2024
7.	Fire NoC	UPFS/2022/62756/RMP/RAM PUR/769/DD	Deputy Director, Fire Service Department, Uttar Pradesh	December 26, 2023	December 25, 2026

S. N o.	NATURE OF LICENSE/APPROVAL	REGISTRATION/ LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANT	VALIDITY
8.	Consent to Establish under the under the provisions of Water (Prevention and control of pollution) Act, 1974 as amended and Air (Prevention and control of Pollution) Act, 1981	170235/UPPCB/Moradabad(U PPCBRO)/CTE/RAMPUR/2022	Uttar Pradesh Pollution Control Board	December 01, 2022	November 30, 2027
9.	Consolidated Consent to Operate and Authorisation (CCA) under Section-25 of the Water (Prevention & Control of Pollution) Act, 1974 and under Section-21 of the Air (Prevention & Control of Pollution) Act, 1981 and Authorization under Rule-6(2) of the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 notified under Environment (Protection) Act, 1986	195589/UPPCB/Moradabad(U PPCBRO)/CTO/both/RAMPUR/2023	Uttar Pradesh Pollution Control Board	November 13, 2023	July 31, 2028
LABOUR RELATED APPROVALS					
10.	Certificate of Registration under Employees' Provident Fund and Miscellaneous Provisions Act, 1952	UPBLY2754085000	Labour Department	September 10, 2022	One Time Registration
11.	Certificate of Registration under Employees State Insurance Act, 1948	30000872200000108	Labour Department	Not Available	One Time Registration

II. APPROVALS OBTAINED/APPLIED IN RELATION TO INTELLECTUAL PROPERTY RIGHTS:

Not Applicable

III. PENDING APPROVALS

Not Applicable

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

This Issue has been authorized by a resolution of our Board passed at its meeting held on, May 30, 2024, pursuant to Section 62(1)(a) of the Companies Act, 2013 and other applicable laws. The terms and conditions of the Issue including the Issue price and Rights Entitlement Ratio have been approved by a resolution passed by our Board at their meeting held on May 30, 2024 and the Record Date and other related matters will be approved by the Capital Raising Committee of the Board of Directors.

Our Company has received in-principle approval from BSE in accordance with Regulation 28(1) of the SEBI Listing Regulations for listing of the Rights Equity Shares to be allotted in this Issue vide letter dated [●].

Our Company will also make application to BSE to obtain trading approval for the Rights Entitlements as required under the SEBI Rights Issue Circulars. Our Company has been allotted the ISIN [●] for the Rights Entitlements to be credited to the respective demat accounts of the Equity Shareholders of our Company. For details, see “Terms of the Issue” on page 119.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoters, our Directors, the members of our Promoter Group and persons in control of our Company have not been prohibited from accessing the capital market or debarred from buying or selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any authority/court as on date of this Draft Letter of Offer.

Further, our Promoters and our Directors are not promoter or director of any other company which is debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI. There is no outstanding action initiated against them by SEBI in the five years preceding the date of filing of this Draft Letter of Offer.

Neither our Promoters nor our Directors have been declared as fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018).

Prohibition by RBI

Neither our Company, nor our Promoters, and Directors have been categorized or identified as wilful defaulters or fraudulent borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters and fraudulent borrowers issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

Compliance with Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, our Promoters and the members of our Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, to the extent it may be applicable to them as on date of this Draft Letter of Offer.

Eligibility for the Issue

Our Company is a listed company, incorporated under Companies Act, 1956. The Equity Shares of our Company are presently listed on SME Platform of BSE. We are eligible to undertake the Issue in terms of Chapter III of the SEBI ICDR Regulations. Pursuant to Clauses (1) and (2) of Part B of Schedule VI to the SEBI ICDR Regulations, our Company is required to make disclosures in accordance with Part B-1 of Schedule VI to the SEBI ICDR Regulations.

Compliance with Regulations 61 and 62 of the SEBI ICDR Regulations

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company undertakes to make application for listing of the Rights Equity Shares to be issued pursuant to this Issue. BSE is the Designated Stock Exchange for this Issue.

Applicability of the SEBI ICDR Regulations:

The present Issue being of less than ₹50 Crores therefore it is governed by the first proviso to Regulation 3 of the SEBI ICDR Regulations, to the extent applicable and our Company will file the copy of the Letter of Offer prepared in accordance with the SEBI ICDR Regulations with SEBI for information and dissemination on the website of SEBI i.e., www.sebi.gov.in.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE SUBMISSION OF THE DRAFT LETTER OF OFFER TO SEBI SHOULD NOT, IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE, OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT LETTER OF OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT LETTER OFFER.

Disclaimer clauses from our Company and directors

Our Company accepts no responsibility for statements made otherwise than in this Draft Letter of Offer or in any advertisement or other material issued by our Company or by any other persons at the instance of our Company anyone placing reliance on any other source of information would be doing so at his own risk.

Investors who invest in this Issue will be deemed to have represented by our Company and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and are relying on independent advice / evaluation as to their ability and quantum of investment in this Issue.

Disclaimer in respect of Jurisdiction

This Draft Letter of Offer has been prepared under the provisions of Indian law and the applicable rules and regulations thereunder. Any disputes arising out of the Issue will be subject to the jurisdiction of the appropriate court(s) in Delhi, India only.

Disclaimer Clause of BSE

As required, a copy of the Draft Letter of Offer was submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of the Draft Letter of Offer has been provided below:

“BSE Limited (“the Exchange”) has given vide its letter dated [●], permission to this Company to use the Exchange’s name in this Draft Letter of Offer as the stock exchange on which this Company’s securities are proposed to be listed. The Exchange has scrutinized this Draft letter of offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

- Warrant, certify or endorse the correctness or completeness of any of the contents of this Draft letter of offer; or
- Warrant that this Company’s securities will be listed or will continue to be listed on the Exchange; or
- Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this Draft letter of offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.”

Designated Stock Exchange

The Designated Stock Exchange for the purposes of the Issue is BSE Limited.

Listing

Our Company will apply to BSE for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

Selling Restrictions

This Draft Letter of Offer is solely for the use of the person who has received it from our Company. This Draft Letter of Offer is not to be reproduced or distributed to any other person.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE

REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE RIGHTS ENTITLEMENTS AND EQUITY SHARES REFERRED TO IN THE LETTER OF OFFER ARE BEING OFFERED IN INDIA, BUT NOT IN THE UNITED STATES. THE OFFERING TO WHICH THE LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THE LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. Envelopes containing an Application Form should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under this Draft Letter of Offer. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and this Draft Letter of Offer/ Abridged Letter of Offer, Application Form and the Rights Entitlement Letter will be dispatched to the Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who acquires the Rights Entitlements and the Equity Shares will be deemed to have declared, represented, warranted and agreed, by accepting the delivery of the Draft Letter of Offer, (i) that it is not and that, at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made; and (ii) is authorised to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws, rules and regulations.

None of the Rights Entitlements or the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws in the United States. Accordingly, the Rights Entitlements and Equity Shares are being offered and sold only outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales are made.

NO OFFER IN ANY JURISDICTION OUTSIDE INDIA

NO OFFER OR INVITATION TO PURCHASE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES IS BEING MADE IN ANY JURISDICTION OUTSIDE OF INDIA, INCLUDING, BUT NOT LIMITED TO AUSTRALIA, BAHRAIN, CANADA, THE EUROPEAN ECONOMIC AREA, GHANA, HONG KONG, INDONESIA, JAPAN, KENYA, KUWAIT, MALAYSIA, NEW ZEALAND, SULTANATE OF OMAN, PEOPLE'S REPUBLIC OF CHINA, QATAR, SINGAPORE, SOUTH AFRICA, SWITZERLAND, THAILAND, THE UNITED ARAB EMIRATES, THE UNITED KINGDOM AND THE UNITED STATES. THE OFFERING TO WHICH THIS LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT FOR SALE IN ANY JURISDICTION OUTSIDE INDIA OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THIS LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO ANY OTHER JURISDICTION AT ANY TIME.

Consents

Consents in writing of: our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, have been obtained and such consents have not been withdrawn up to the date of this Draft Letter of Offer.

Expert Opinion

Our Company has received written consent dated June 18, 2024 from the Statutory Auditor to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Draft Letter of Offer as an “expert” as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as Statutory Auditor, circle-up of financial information and in respect of its (i) Restated Financial Information for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022; (ii) the statement of tax benefits dated July 08, 2024 in this Draft Letter of Offer and such consent has not been withdrawn as on the date of this Draft Letter of Offer. Except for the abovementioned documents, provided by our Statutory Auditor, our Company has not obtained any expert opinions.

Performance vis-à-vis objects – Public/Rights Issue of our Company

Our Company has not made any public or right issue during last 5 years preceding the date of this draft letter of offer.

Stock Market Data of the Equity Shares

Our Equity Shares are listed and traded on BSE. For details in connection with the stock market data of the Stock Exchanges, please refer to the chapter titled “Market Price Information” on page 88 of this Draft Letter of Offer.

NOTICE TO INVESTORS

NO ACTION HAS BEEN TAKEN OR WILL BE TAKEN THAT WOULD PERMIT A PUBLIC OFFERING OF THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES TO OCCUR IN ANY JURISDICTION OTHER THAN INDIA, OR THE POSSESSION, CIRCULATION OR DISTRIBUTION OF THIS DRAFT LETTER OF OFFER OR ANY OTHER MATERIAL RELATING TO OUR COMPANY, THE RIGHTS ENTITLEMENTS OR THE RIGHTS EQUITY SHARES IN ANY JURISDICTION WHERE ACTION FOR SUCH PURPOSE IS REQUIRED. ACCORDINGLY, THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, AND NEITHER THIS DRAFT LETTER OF OFFER NOR ANY OFFERING MATERIALS OR ADVERTISEMENTS IN CONNECTION WITH THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES MAY BE DISTRIBUTED OR PUBLISHED IN OR FROM ANY COUNTRY OR JURISDICTION EXCEPT IN ACCORDANCE WITH THE LEGAL REQUIREMENTS APPLICABLE IN SUCH COUNTRY OR JURISDICTION. THIS ISSUE WILL BE MADE IN COMPLIANCE WITH THE APPLICABLE SEBI REGULATIONS. EACH PURCHASER OF THE RIGHTS ENTITLEMENTS OR THE RIGHTS EQUITY SHARES IN THIS IS SUE WILL BE DEEMED TO HAVE MADE ACKNOWLEDGMENTS AND AGREEMENTS.

Filing

The Draft Letter of Offer has not been filed with the SEBI for its observations as the size of the issue is less

than ₹ 50 Crores which does not require issuer to file Letter of Offer with SEBI. Issuer has filed Draft Letter of Offer with BSE for obtaining In-principle approval.

Mechanism for Redressal of Investor Grievances

Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), E-mail address of the sole/ first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process), and copy of the e- acknowledgement (in case of normal process). For details on the ASBA process see “Terms of the Issue” on page 119. The contact details of our Registrar to the Issue and our Company Secretary are as follows:

Registrar to the Issue

M/s. Skyline Financial Services Private Limited

Address: D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi 110020

Telephone: 011-40450193-197

E-mail: ipo@skylinerta.com / info@skylinerta.com

Investor grievance: grievances@skylinerta.com

Website: www.skylinerta.com

Contact person: Mr. Anuj Rana

SEBI Registration No: INR000003241

Investors may contact the Company Secretary and Compliance Officer at the below mentioned address for any pre-Issue/ post-Issue related matters such as non-receipt of Letters of Allotment / share certificates/ demat credit/ Refund Orders etc.

Company Secretary

Ms. Neha Gajwani, Company Secretary and Compliance Officer of our Company

Address: P3-21 1, Second Floor, Central Square, 20,
Manohar Lal Khurana Marg, Bara Hindu Rao,
Delhi-110006

Tel No: +91-7054308130

Email: ganeshaecoverse@gmail.com

Website: www.ganeshaecoverse.com

SECTION VII – ISSUE INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Investors proposing to apply in the Issue. Investors should carefully read the provisions contained in this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company is not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and this Draft Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI Master Circular, Investors proposing to apply in the Issue can apply only through ASBA or by mechanism as disclosed in this Draft Letter of Offer.

Investors are requested to note that application in the Issue can only be made through ASBA or any other mode which may be notified by SEBI.

The Rights Entitlement on the Equity Shares, the ownership of which is currently under dispute and including any court proceedings or are currently under transmission or are held in a demat suspense account and for which our Company has withheld the dividend, shall be held in abeyance and the Application Form along with the Rights Entitlement Letter in relation to these Rights Entitlements shall not be dispatched pending resolution of the dispute or court proceedings or completion of the transmission or pending their release from the demat suspense account. On submission of such documents /records confirming the legal and beneficial ownership of the Securities with regard to these cases on or prior to the Issue Closing Date, to the satisfaction of our Company, our Company shall make available the Rights Entitlement on such Equity Shares to the identified Eligible Equity Shareholder. The identified Eligible Equity Shareholder shall be entitled to subscribe to the Rights Equity Shares pursuant to the Issue during the Issue Period with respect to these Rights Entitlement and subject to the same terms and conditions as the Eligible Equity Shareholder.

The Issue is proposed to be undertaken on a rights basis and is subject to the terms and conditions contained in the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, the FEMA, the FEMA Rules, the SEBI ICDR Regulations, the SEBI LODR Regulations and the guidelines, notifications, circulars and regulations issued by SEBI, the RBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with Stock Exchange and the terms and conditions as stipulated in the Allotment Advice.

I. DISPATCH AND AVAILABILITY OF ISSUE MATERIALS

In accordance with the SEBI ICDR Regulations and SEBI Master Circular, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided their Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the

Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Further, this Draft Letter of Offer and the Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, this Draft Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Investors can access this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable laws) on the websites of:

- a) Our Company at www.ganeshaecoverse.com;
- b) the Registrar to the Issue at www.skylinerta.com;
- c) the Stock Exchange at www.bseindia.com;

In case the Eligible Equity Shareholders have provided their valid e-mail address, this Draft Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then this Draft Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e. www.skylinerta.com) by entering their DP ID and Client ID or folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e. www.ganeshaecoverse.com).

Further, our Company will undertake all adequate steps to reach out the Eligible Equity Shareholders who have provided their Indian address through other means, as may be feasible. Please note that neither our Company nor the Registrar shall be responsible for not sending the physical copies of Issue materials, including the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the email addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

Resident eligible equity shareholders who are holding Equity Shares in physical form as on the record date can obtain details of their respective rights entitlement from the website of registrar by entering their folio number.

The distribution of the Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that the Draft Letter of Offer and Letter of Offer has been filed with the Stock Exchange. Accordingly, the Rights Entitlements and Rights Equity Shares may not be offered or sold, directly or indirectly, and the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with the Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the

Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed. Accordingly, persons receiving a copy of the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form.

Any person who makes an application to acquire Rights Entitlements and the Rights Equity Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India).

Our Company is undertaking the Issue on a rights basis to the Eligible Equity Shareholders and will send the Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer, the Application Form and other applicable Issue materials primarily to email addresses of Eligible Equity Shareholders who have provided a valid email addresses and an Indian address to our Company.

This Draft Letter of Offer is being provided, primarily through e-mail, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard.

II. PROCESS OF MAKING AN APPLICATION IN THE ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Master Circular, all Investors desiring to make an Application in the Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renounees, to make Applications in the Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, see “- *Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*” on page 119 “*Terms of the issue*” of this Draft Letter of Offer.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in the Issue, as applicable. In case of Investors who have provided details

of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein the ASBA Account in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details, see “- *Terms of the issue*” on page 119 of this Draft Letter of Offer.

Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in the Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in the Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see “*Terms of the issue*” (“*Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*”) on page of this Draft Letter of Offer.

- *Options available to the Eligible Equity Shareholders*

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to. Details of each of the Eligible Equity Shareholders’ Rights Entitlement will be sent to the Eligible Equity shareholder separately along with the Application Form and would also be available on the website of the Registrar to the Issue at www.skylinerta.com and link of the same would also be available on the website of our Company at www.ganeshaconverse.com. Respective Eligible Equity Shareholder can check their entitlement by keying their requisite details therein.

If the Eligible Equity Shareholder applies in the Issue, then such Eligible Equity Shareholder can:

1. apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
2. apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
3. apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or

4. apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for Additional Rights Equity Shares; or
5. renounce its Rights Entitlements in full.

Please note that the eligible equity shareholders, who hold equity shares in physical form as on record date and who have not furnished the details of their respective demat accounts to the registrar or our company at least two clear working days prior to the issue closing date, shall not be eligible to make an application for rights equity shares against their rights entitlements with respect to the equity shares held in physical form.

Making of an Application through the ASBA process

An Investor, wishing to participate in the Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in the Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

Self- certified Syndicated Banks

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34. Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in the Issue and clear demarcated funds should be available in such account for such an Application.

Our Company, directors, employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

Do's:

- a) Ensure that the necessary details are filled in the Application Form including the details of the ASBA Account.

- b) Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Rights Equity Shares will be Allotted in the dematerialized form only.
- c) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.
- d) Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including Additional Rights Equity Shares) applied for} X {Application Money of Rights Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.
- e) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application Form and have signed the same.
- f) Ensure that you have a bank account with SCSBs providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.
- g) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.
- h) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.
- i) Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated Feb 13, 2020 read with press release dated June 25, 2021 and September 17, 2021.

Don'ts:

- a) Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction.
- b) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.
- c) Do not send your physical Application to the Registrar, the Banker to the Issue, a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
- d) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.
- e) Do not submit Application Form using third party ASBA account.

- f) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.
- g) Do not submit multiple Applications.
- h) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- i) Do not pay the Application Money in cash, by money order, pay order or postal order.

Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an application to subscribe to the Issue on plain paper in case of non-receipt of application form as detailed above and only such plain paper applications which provide all the details required in terms of Regulation 78 of SEBI ICDR Regulations shall be accepted by SCSBs. In such cases of non-receipt of the application form through physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an application to subscribe to the Issue on plain paper with the same details as per the application form that is available on the website of the Registrar, the Stock Exchange.

An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently. The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Ganesha Ecoverse Limited;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Folio number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID;
4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to the Issue;
5. Number of Equity Shares held as on Record Date;
6. Allotment option – only dematerialised form;
7. Number of Rights Equity Shares entitled to;
8. Number of Rights Equity Shares applied for within the Rights Entitlements;
9. Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
10. Total number of Rights Equity Shares applied for;
11. Total amount paid at the rate of ₹ 35/- per Rights Equity Share;

12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE / FCNR/ NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
16. All such Eligible Equity Shareholders shall be deemed to have made the representations, warranties and agreements set forth in “*Restrictions on Foreign Ownership of Indian Securities*” on page 153, of this Draft Letter of Offer and shall include the following:

“I/ We hereby make representations, warranties and agreements set forth in “Restrictions on Foreign Ownership of Indian Securities” on page 153 of the Draft Letter of Offer.

I/ We acknowledge that the Company, its affiliates and others will rely upon the truth and accuracy of the representations, warranties and agreements set forth therein.”

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at www.skylinerta.com.

Our Company and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors’ ASBA Accounts on or before the Issue Closing Date.

Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in the Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two clear Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in the Issue:

- a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two clear Working Days prior to the Issue Closing Date;
- b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
- c) The remaining procedure for Application shall be same as set out in “- *Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” under “***Terms of the issue***” on page 119 of this Draft Letter of Offer.

In accordance with the SEBI Master Circular, Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed to renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for Additional Rights Equity Shares while submitting the Application through ASBA process.

PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.

Application for Additional Rights Equity Shares

Investors are eligible to apply for Additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of Additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for Additional Rights Equity Shares shall be considered, and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in “-Basis of Allotment” under “***Terms of the issue***” on page 119.

Eligible Equity Shareholders who renounce their Rights Entitlements in full or part, cannot apply for Additional Rights Equity Shares. Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for Additional Rights Equity Shares.

Additional general instructions for Investors in relation to making of an Application

- a) Please read this Draft Letter of Offer carefully to understand the Application process and applicable settlement process.
- b) Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.

- c) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under “*Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” under “**Terms of the issue**” on page 119.
- d) Applications should be submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by BSE.
- e) Applications should not be submitted to the Banker to the Issue, our Company or the Registrar.
- f) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be “suspended for credit” and no Allotment and credit of Rights Equity Shares pursuant to the Issue shall be made into the accounts of such Investors.
- g) Ensure that the demographic details such as address, PAN, DP ID, Client ID, folio number, bank account details and occupation (“**Demographic Details**”) are updated, true and correct, in all respects. Investors applying under the Issue should note that on the basis of name of the Investors, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Therefore, Investors applying under the Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. The Allotment Advice and the intimation on unblocking of ASBA Account or refund (if any) would be mailed to the address of the Investor as per the Indian address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Equity Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, Registrar shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.
- h) By signing the Application Forms, Investors would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.
- i) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.
- j) Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.
- k) In case of joint Applicants, reference, if any, will be made in the first Applicant’s name and all communication will be addressed to the first Applicant.
- l) All communication in connection with Application for the Rights Equity Shares, including any change in contact details of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of

Allotment in the Issue quoting the name of the first/sole Applicant, folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.

- m) Investors are required to ensure that the number of Rights Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.
- n) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.
- o) An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for the Issue as an incorporated non-resident must do so in accordance with the FDI Policy and FEMA Rules.
- p) Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated Feb 13, 2020 and press release dated June 25, 2021 and September 17, 2021.

Grounds for Technical Rejection

Applications made in the Issue are liable to be rejected on the following grounds:

- a) DP ID, folio number and Client ID mentioned in Application does not match with the DP ID, folio number and Client ID records available with the Registrar.
- b) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.
- c) Sending an Application to our Company, Registrar, Banker to the Issue, to a branch of a SCSB which is not a Designated Branch of the SCSB.
- d) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
- e) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
- f) Account holder not signing the Application or declaration mentioned therein.
- g) Submission of more than one Application Form for Rights Entitlements available in a particular demat account.
- h) Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.
- i) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).
- j) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the Demographic Details provided by the Depositories.
- k) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
- l) Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and this Draft Letter of Offer.
- m) Physical Application Forms not duly signed by the sole or joint Investors, as applicable.
- n) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.
- o) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.
- p) Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who

are U.S. QIBs and “qualified purchasers” (as defined under the U.S. Investment Company Act of 1940, as amended and referred to in this Draft Letter of Offer as “QPs”) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person, and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.

- q) Applications which have evidence of being executed or made in contravention of applicable securities laws.
- r) Application from Investors that are residing in U.S. address as per the depository records (other than from persons in the United States who are U.S. QIBs and QPs).
- s) Applicants not having the requisite approvals to make application in the Issue.
- t) **IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS, TO RECEIVE THEIR RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY THE INVESTOR AS ON THE RECORD DATE. ALL INVESTORS APPLYING UNDER THIS ISSUE SHOULD MENTION THEIR DEPOSITORY PARTICIPANT’S NAME, DP ID AND BENEFICIARY ACCOUNT NUMBER/ FOLIO NUMBER IN THE APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE APPLICATION FORM OR PLAIN PAPER APPLICATIONS, AS THE CASE MAY BE.**
- u) Investors applying under this Issue should note that on the basis of name of the Investors, Depository Participant’s name and identification number and beneficiary account number provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Hence, Investors applying under this Issue should carefully fill in their Depository Account details in the Application.
- v) These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. By signing the Application Forms, the Investors would be deemed to have authorized the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.
- w) The Allotment advice and the email intimating unblocking of ASBA Account or refund (if any) would be emailed to the address of the Investor as per the email address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Equity Shares are not allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs or the Registrar shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay.
- x) In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) the DP ID, and (c) the beneficiary account number, then such Application Forms are liable to be rejected.

y) Application forms supported by the amount blocked from a third party bank account.

Multiple Applications

In case where multiple Applications are made using same demat account in respect of the same Rights Entitlement, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Investors and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. Further, additional applications in relation to additional Rights Equity Shares with/without using additional Rights Entitlements will not be treated as multiple application. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications.

In cases where Multiple Application Forms are submitted, including cases where (a) an Investor submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications through ASBA, such Applications shall be treated as multiple applications and are liable to be rejected, other than multiple applications submitted by our Promoter to meet the minimum subscription requirements applicable to the Issue as described in “*General Information – Minimum Subscription*” on page 37.

Procedure for Applications by certain categories of Investors

Procedure for Applications by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the multiple entities having common ownership, directly or indirectly, of more than 50% or common control) must be below 10% of our post- Issue Equity Share capital. Further, in terms of FEMA Rules, the total holding by each FPI shall be below 10% of the total paid-up equity share capital of a company on a fully-diluted basis and the total holdings of all FPIs put together shall not exceed 24% of the paid-up equity share capital of a company on a fully diluted basis.

Further, pursuant to the FEMA Rules the investments made by a SEBI registered FPI in a listed Indian company will be reclassified as FDI if the total shareholding of such FPI increases to more than 10% of the total paid-up equity share capital on a fully diluted basis or 10% or more of the paid up value of each series of debentures or preference shares or warrants.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be

registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms; and (iv) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions: (a) such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and (b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

Procedure for Applications by AIFs, FVCIs, VCFs and FDI route

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in the Issue. Further, venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in the Issue. Other categories of AIFs are permitted to apply in the Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

Procedure for Applications by NRIs

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in the Issue under applicable securities laws. As per the FEMA Rules, an NRI or Overseas Citizen of India (“OCI”) may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paidup equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been amended to state that all investments by entities incorporated in a country which shares land border with India or where beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Investors”), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Investors will also require prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

Procedure for Applications by Mutual Funds

Applications made by asset management companies or custodians of Mutual Funds should clearly and specifically state names of the concerned schemes for which such Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Procedure for applications by Systemically Important NBFCs

In case of application made by Systemically Important NBFCs registered with the RBI, (i) the certificate of registration issued by the RBI under Section 45 –IA of the RBI Act, 1934 and (ii) networth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Last date for Application

The last date for submission of the duly filled in the Application Form or a plain paper Application is [●], 2024, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchange and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this Draft Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in “Basis of Allotment” under “*Terms of the issue*” on page 119.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by BSE. Please ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

Withdrawal of Application

An Investor who has applied in the Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, applying through ASBA facility, may withdraw their Application post 5.00 p.m. (Indian Standard Time) on the Issue Closing Date.

Disposal of Application and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form.

Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto. In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Rights Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within a period of four days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

III. CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS

- *Rights Entitlements*

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of Rights Equity Shares as set out in the Rights Entitlement Letter.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., www.skylinerta.com) by entering their DP ID and Client ID or folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.ganeshacoverse.com).

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is [●] . The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchange after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall lapse and shall be extinguished after the Issue Closing Date. No Rights Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who

are credited the Rights Entitlements are required to make an Application to apply for Rights Equity Shares offered under Issue for subscribing to the Rights Equity Shares offered under Issue.

If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (i.e. www.skylinerta.com). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only.

Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, “[●]”) opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI LODR Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, i.e., by [●], 2024 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in the Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard.

Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar is active to facilitate the aforementioned transfer.

IV. RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT

- Renouncees

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to the Issue shall apply to the Renouncee(s) as well.

- Renunciation of Rights Entitlements

The Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchange or through an off market transfer.

- Procedure for Renunciation of Rights Entitlements

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchange (the “**On Market Renunciation**”); or (b) through an off market transfer (the “**Off Market Renunciation**”), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited / lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

In accordance with the SEBI Master Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two Working Days prior to Issue Closing Date, such that credit of REs in their demat account takes place at least one day before Issue Closing Date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

- Payment Schedule of Rights Equity Shares

₹35/- per Rights Equity Share (including premium of ₹25/- per Rights Equity Share) shall be payable on Application.

Our Company accepts no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

a) *On Market Renunciation*

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchange through a registered stock-broker in the same manner as the existing Equity Shares of our Company. In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Master Circular, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchange under ISIN [●] subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchange for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchange from time to time.

Trading of the Equity Shares of SME Listed scrip will be in lots. The standardized lot size of securities of SME companies for the secondary market trading on SME Exchange vide SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012. Further, the lot size is decided by the Exchange from time to time by giving prior notice to investors at large. The Right Shares are traded in dematerialized form only. The market lot for trading of Rights Entitlements is [●] [●] Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from [●], 2024 to [●], 2024 (both days inclusive). The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN ● and indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of the Stock Exchange under automatic order matching mechanism and on T+1 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchange and the SEBI.

b) *Off Market Renunciation*

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only. Eligible Equity Shareholders are requested to ensure that renunciation through off market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date to enable Renounees to subscribe to the Rights Equity Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN ●, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off market transfer shall be as specified by the NSDL and CDSL from time to time.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

V. MODE OF PAYMENT

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

The Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in this Draft Letter of Offer.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company in accordance with sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in the Issue.

Mode of payment for Resident Investors

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

Mode of payment for Non-Resident Investors

As regards the Application by non-resident Investors, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Rights Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income tax Act. However, please note that conditions applicable at the time of original investment in our Company by the Eligible Equity Shareholder including repatriation shall not change and remain the same for subscription in the Issue or subscription pursuant to renunciation in the Issue.
2. Subject to the above, in case Rights Equity Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Rights Equity Shares cannot be remitted outside India.
3. In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.
4. Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Rights Equity Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.
5. In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.
6. Non-resident Renouncees who are not Eligible Equity Shareholders must submit regulatory approval for applying for Additional Rights Equity Shares.

VI. BASIS FOR THE ISSUE AND TERMS OF THE ISSUE

The Rights Equity Shares are being offered for subscription to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialised form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date.

For principal terms of Issue such as face value, Issue Price, Rights Entitlement ratio, see “The Issue” beginning on page 36.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of 6 Rights Equity Shares for every 5 Equity Shares held on the Record Date. For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 5 Rights Equity Shares or not in the multiple of 5, the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Equity Share each if they apply for additional Equity Shares over and above their rights entitlement, if any.

For example, if an Eligible Equity Shareholder holds 7 Equity Shares, such Equity Shareholder will be entitled to 8 Equity Share and will also be given a preferential consideration for the Allotment of one Additional Rights Equity Share if such Eligible Equity Shareholder has applied for Additional Rights Equity Shares, over and

above his/her Rights Entitlements, subject to availability of Rights Equity Shares in the Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Equity Shareholders holding less than 5 Equity Shares shall have 'zero' entitlement in the Issue. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the allotment of one additional Equity Share if, such Eligible Equity Shareholders apply for the additional Equity Shares. However, they cannot renounce the same in favour of third parties and the application forms shall be non-negotiable.

Ranking

The Rights Equity Shares to be issued and Allotted pursuant to the Issue shall be subject to the provisions of the Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI LODR Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchange and the terms and conditions as stipulated in the Allotment advice. The Rights Equity Shares to be issued and Allotted under the Issue shall rank pari passu with the existing Equity Shares, in all respects including dividends.

Listing and trading of the Rights Equity Shares to be issued pursuant to the Issue

Subject to receipt of the listing and trading approvals, the Rights Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on BSE. Unless otherwise permitted by the SEBI ICDR Regulations, the Rights Equity Shares Allotted pursuant to the Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Rights Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in-principle approval from the BSE through its letter bearing reference number [●] dated [●], 2024. The Equity Shares of our Company have not been listed on NSE. Our Company will apply to the Stock Exchange for final approval for the listing and trading of the Rights Equity Shares subsequent to its Allotment.

No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof. The existing Equity Shares are listed and traded on SME Platform of BSE Limited (Scrip Code: 539041) under the ISIN: INE369Q01017. The Equity Shares of our Company have not been listed on NSE. The Rights Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchange.

Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Rights Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Rights Equity Shares issued pursuant to the Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from BSE, our Company shall refund through

verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within four days of receipt of intimation from BSE, rejecting the application for listing of the Rights Equity Shares, and if any such money is not refunded/ unblocked within four days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

Subscription to the Issue by our Promoter and members of the Promoter Group

For details of the intent and extent of subscription by our Promoter, see “Capital Structure – Intention and extent of participation by our Promoter and Promoter Group in the Issue” on page 43.

VII. GENERAL TERMS OF THE ISSUE

- Market Lot

Trading of the Equity Shares of SME Listed scrip will be in lots. The standardized lot size of securities of SME companies for the secondary market trading on SME Exchange vide SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012. Further, the lot size is decided by the Exchange from time to time by giving prior notice to investors at large. The Right Shares are traded in dematerialized form only.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of 1,250 (One Thousand Two Hundred and Fifty) Equity Share subject to a minimum allotment of 1,250 (One Thousand Two Hundred and Fifty) Equity Shares to the successful Applicants.

The Right Entitlements allotted to the Eligible Equity Shareholders will be traded in lots only. The market lot for trading of Rights Entitlements is [●] ([●]) Equity Shares and in multiples of [●] ([●]) Equity Shares. To clarify further, entitlements which does not form one lot of [●] ([●]) Equity Shares, shall not be eligible for trading.

The trading of the Equity Shares post Right Issue will happen in lots only. However, the Market Makers as appointed by the Company may accept odd lots if any in the market at the prevailing Market Price as required under the SEBI (ICDR) Regulations, 2018. Our Company shall appoint a Market Maker for this Issue, in the event of any allotment of Rights Equity shares in odd lots. In terms of Regulation 261 (5) of the ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot at the prevailing Market Price, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE. Provided that the market maker shall not sell in odd lots on the SME exchange.

- Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Equity

Shares offered in the Issue.

- Nomination

Nomination facility is available in respect of the Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014. Since the Allotment is in dematerialised form, there is no need to make a separate nomination for the Equity Shares to be Allotted in the Issue. Nominations registered with the respective DPs of the Investors would prevail. Any Investor holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its Depository Participant.

- Arrangements for Disposal of Odd Lots

The Equity Shares of our Company are tradable only in dematerialized form

Trading of the Equity Shares of SME Listed scrip will be in lots. The standardized lot size of securities of SME companies for the secondary market trading on SME Exchange vide SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012. Further, the lot size is decided by exchange from time to time by giving prior notice to investors at large. The Right Shares are traded in dematerialized form only.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of 1,250 (One Thousand Two Hundred and Fifty) Equity Share subject to a minimum allotment of 1,250 (One Thousand Two Hundred and Fifty) Equity Shares to the successful Applicants.

The Right Entitlements allotted to the Eligible Equity Shareholders will be traded in lots only. The market lot for trading of Rights Entitlements is [●] ([●]) Equity Shares and in multiples of [●] ([●]) Equity Shares. To clarify further, entitlements which do not form one lot of [●] ([●]) Equity Shares, shall not be eligible for trading.

The trading of the Equity Shares post Right Issue will happen in lots only. However, the Market Makers as appointed by the Company may accept odd lots if any in the market at the prevailing Market Price as required under the SEBI (ICDR) Regulations, 2018. Our Company shall appoint a Market Maker for this Issue, in the event of any allotment of Rights Equity shares in odd lots. In terms of Regulation 261 (5) of the ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot at the prevailing Market Price, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE. Provided that the market maker shall not sell in odd lots on the SME exchange.

- Restrictions on transfer and transmission of shares and on their consolidation/splitting

There are no restrictions on transfer and transmission and on their consolidation/splitting of shares issued pursuant to this Issue. However, the Investors should note that pursuant to provisions of the SEBI LODR Regulations, with effect from April 1, 2019, except in case of transmission or transposition of securities, the request for transfer of securities shall not effected unless the securities are held in the dematerialized form with a depository.

- Notices

In accordance with the SEBI ICDR Regulations and the SEBI Master Circular, and MCA General Circular No. 21/2020 dated May 11, 2020, our Company will send through email and speed post, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation and one regional daily newspaper with wide circulation.

The Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchange for making the same available on its website.

- *Offer to Non-Resident Eligible Equity Shareholders/Investors*

As per Rule 7 of the FEMA Rules, RBI has given general permission to a person resident outside India and having investment in an Indian company to make investment in rights equity shares issued by such company subject to certain conditions. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, subject to the conditions set out therein (i) subscribe for additional shares over and above their rights entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Rights Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Rights Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice.

If a non-resident or NRI Investor has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at ipo@skylinerta.com. It will be the sole responsibility of the investors to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and our Company will not be responsible for any such allotments made by relying on such approvals.

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent only to the Indian addresses of the non-resident Eligible Equity Shareholders on a reasonable efforts basis, who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Rights Equity Shares may be permitted under laws of such jurisdictions. Eligible Equity Shareholders can access the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of the Registrar, our Company, and the Stock Exchange.

Further, Application Forms will be made available at Registered Office of our Company for the non-resident Indian Applicants. Our Board may at its absolute discretion, agree to such terms and conditions as may be

stipulated by RBI while approving the Allotment. The Rights Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Rights Equity Shares are issued on rights basis. In case of change of status of holders, i.e., from resident to non-resident, a new demat account must be opened.

Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company.

ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THE ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE.

VIII. ISSUE SCHEDULE

Issue Opening Date	[●]
Last Date for On Market Renunciation of Rights Entitlement*	[●]
Issue Closing Date	[●]
Finalizing the basis of allotment with the Designated Stock Exchange	[●]
Initiation of refunds	[●]
Date of Allotment (on or about)	[●]
Date of credit (on or about)	[●]
Date of listing (on or about)	[●]

**Our Board may, however, decide to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, i.e., [●], 2024 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., [●], 2024.

IX. BASIS OF ALLOTMENT

Subject to the provisions contained in this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to Allot the Rights Equity Shares in the following order of priority:

- a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Rights Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Rights Equity Shares renounced in their favour, in full or in part, as adjusted for fraction entitlement.

- b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one Additional Rights Equity Share each if they apply for Additional Rights Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Rights Equity Shares after allotment under (a) above. If number of Rights Equity Shares required for Allotment under this head are more than the number of Rights Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.
- c) Allotment to the Eligible Equity Shareholders who having applied for all the Rights Equity Shares offered to them as part of the Issue, have also applied for Additional Rights Equity Shares. The Allotment of such Additional Rights Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Rights Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Rights Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of the Issue and will not be a preferential allotment.
- d) Allotment to Renouncees who having applied for all the Rights Equity Shares renounced in their favour, have applied for Additional Rights Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Rights Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of the Issue and will not be a preferential allotment.
- e) Allotment to any other person, subject to applicable laws, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Investors who have been allocated Rights Equity Shares in the Issue, along with:

1. The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for the Issue, for each successful Application;
2. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
3. The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

Further, the list of Applicants eligible for refund with corresponding amount will also be shared with Banker to the Issue to refund such Applicants.

X. ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS

Our Company will send/ dispatch Allotment advice, refund intimations or demat credit of securities and/or

letters of regret, only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them; along with crediting the Allotted Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of 1 day from the finalisation of Basis of allotment T+1, T being the date of approval of basis of allotment. In case of failure to do so, our Company and our Directors who are “officers in default” shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 1 day’ period.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through a mail, to the Indian mail address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking refunds and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for Additional Rights Equity Shares in the Issue and is Allotted a lesser number of Rights Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed be within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

XI. PAYMENT OF REFUND

- Mode of making refunds

In case of Applicants not eligible to make an application through ASBA process, the payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes:

- a) Unblocking amounts blocked using ASBA facility.
- b) NACH – National Automated Clearing House is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by RBI, where such facility has been made available. This would be subject to availability of complete bank account details including a Magnetic Ink Character Recognition (“MICR”) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.
- c) National Electronic Fund Transfer (“NEFT”) – Payment of refund shall be undertaken through NEFT wherever the Investors’ bank has been assigned the Indian Financial System Code (“IFSC Code”),

which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.

- d) Direct Credit – Investors having bank accounts with the Banker to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.
 - e) RTGS – If the refund amount exceeds ₹2,00,000, the Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the Refund Bank for the same would be borne by our Company. Charges, if any, levied by the Investor's bank receiving the credit would be borne by the Investor.
 - f) For all other Investors, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demand drafts drawn in favour of the sole/first Investor and payable at par.
 - g) Credit of refunds to Investors in any other electronic manner, permissible by SEBI from time to time.
- Refund payment to non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

XII. ALLOTMENT ADVICE OR DEMAT CREDIT OF SECURITIES

The demat credit of securities to the respective beneficiary accounts will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

- Receipt of the Rights Equity Shares in Dematerialized Form

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR UNDER THE ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO CLEAR WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE, OR (C) DEMAT SUSPENSE ACCOUNT PENDING RECEIPT OF DEMAT ACCOUNT DETAILS FOR RESIDENT ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES FORM/ WHERE THE CREDIT OF THE RIGHTS ENTITLEMENTS RETURNED/REVERSED/FAILED.

Investors shall be Allotted the Rights Equity Shares in dematerialized (electronic) form. Our Company has signed two agreements with the respective Depositories and the Registrar to the Issuer, which enables the Investors to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates.

INVESTORS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.

The procedure for availing the facility for Allotment of Rights Equity Shares in the Issue in the dematerialized form is as under:

1. Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for such holdings. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.
2. It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.
3. The responsibility for correctness of information filled in the Application Form vis-a-vis such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's depository participant.
4. If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Equity Shares and the Application Form will be rejected.
5. The Rights Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form/ with Investor Education and Protection Fund (IEPF) authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Applicant's depository account.
6. Non-transferable Allotment advice/ refund intimation will be directly sent to the Investors by the Registrar, through physical dispatch.
7. Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in the Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.
8. Dividend or other benefits with respect to the Equity Shares held in dematerialized form would be paid to those Equity Shareholders whose names appear in the list of beneficial owners given by the Depository Participant to our Company as on the date of the book closure.
9. Resident Eligible Equity Shareholders, who hold Equity Shares in physical form and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, shall not be able to apply in this Issue.

Impersonation

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who:

- i. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- ii. makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- iii. otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹ 10 lacs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. Where such fraud (i) involves an amount which is less than ₹ 10 lacs or 1% of the turnover of the Company, whichever is lower, and (ii) does not involve public interest, then such fraud is punishable with imprisonment for a term extending up to five years or fine of an amount extending up to ₹ 50 lacs or with both.

Utilization of Issue Proceeds

Our Board of Directors declares that:

- a) All monies received out of the Issue shall be transferred to a separate bank account;
- b) Details of all monies utilized out of the Issue shall be disclosed, and shall continue to be disclosed until the time any part of the Issue Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
- c) Details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
- d) Our Company may utilize the funds collected in the Issue only after final listing and trading approvals for the Rights Equity Shares Allotted in the Issue is received.

Undertakings by our Company

Our Company undertakes the following:

- i. The complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily.
- ii. All steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Rights Equity Shares are to be listed will be taken within the time prescribed by the SEBI.

- iii. The funds required for making refunds to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.
- iv. Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor within 15 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
- v. In case of unblocking of the application amount for unsuccessful Applicants or part of the application amount in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.
- vi. Adequate arrangements shall be made to collect all ASBA Applications and to consider them similar to non-ASBA Applications while finalizing the Basis of Allotment.
- vii. At any given time, there shall be only one denomination for the Rights Equity Shares of our Company.
- viii. Our Company shall comply with all disclosure and accounting norms specified by the SEBI from time to time.
- ix. Our Company accepts full responsibility for the accuracy of information given in this Draft Letter of Offer and confirms that to the best of its knowledge and belief, there are no other facts the omission of which makes any statement made in this Draft Letter of Offer misleading and further confirms that it has made all reasonable enquiries to ascertain such facts.

Minimum Subscription

The objects of the Issue involve Investment in Equity Shares of GESL Spinners Private Limited and not financing of capital expenditure for a project. Further, our Promoters and Promoter Group have undertaken that they will subscribe fully to the extent of their rights entitlement and that they shall not renounce their rights (except to the extent of renunciation by any of them in favour of any other Promoter or member of the Promoter Group) and subscribe to Additional Rights Securities, over and above their Rights Entitlements (including the unsubscribed portion in the Issue, if any) jointly or severally, subject to the aggregate shareholding of our Promoters and Promoter Group being compliant with the minimum public shareholding requirements under the SCRR and the SEBI Listing Regulations. Accordingly, minimum subscription criteria are not applicable to the Issue.

The Issue shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI Takeover Regulations. Our Company is in compliance with Regulation 38 of the SEBI LODR Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

Filing

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Draft Letter of Offer with SEBI for Rights Issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased from Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, the Draft Letter of Offer was filed with BSE Limited and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination purposes and shall be filed with the Stock Exchange.

Withdrawal of the Issue

Subject to provisions of the SEBI ICDR Regulations, the Companies Act and other applicable laws, our Company, reserves the right not to proceed with the Issue at any time before the Issue Opening Date without

assigning any reason thereof.

If our Company withdraws the Issue any time after the Issue Opening Date, a public notice within two (2) Working Days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisement has appeared and the Stock Exchange will also be informed promptly.

Our Company, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) working Day from the day of receipt of such instruction. Our Company shall also inform the same to the Stock Exchange.

If our Company withdraws the Issue at any stage including after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will file a fresh offer document with the Stock Exchange where the Equity Shares may be proposed to be listed.

Important

Please read this Draft Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of the Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected. It is to be specifically noted that this Issue of Rights Equity Shares is subject to the risk factors mentioned in “Risk Factors” on page 22.

All enquiries in connection with this Draft Letter of Offer or Application Form and the Rights Entitlement Letter must be addressed (quoting the Registered Folio Number or the DP and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed “[●]” on the envelope to the Registrar at the following address:

Skyline Financial Services Private Limited

Address: D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi 110020

Telephone: 011-40450193-197

Email: ipo@skylinerta.com

Investor Grievance ID: grievances@skylinerta.com

Contact Person: Mr. Anuj Rana

Website: www.skylinerta.com

SEBI Registration Number: INR000003241

The Issue will remain open for a minimum period of 7 (seven) days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Closing Date).

The Investors can visit following links for the below-mentioned purposes:

- a) Frequently asked questions are available on the website of the Registrar (www.skylinerta.com) or call helpline numbers (011-40450193) and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors:

- b) Updation of email address/ mobile number in the records maintained by the Registrar or our Company: www.ganeshacoverse.com.
- c) Updation of Indian address can be sent to Registrar at email id ipo@skylinerta.com or by way of Registered post/Courier at Skyline Financial Services Private Limited, Address: D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi 110020.
- d) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: www.skylinerta.com.
- e) Submission of self-attested PAN, client master sheet and demat account details by non- resident Eligible Equity Shareholders at ipo@skylinerta.com.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment (“FDI”) and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) (“DPIIT”), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 (“FDI Policy”) by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict between FEMA and such policy pronouncements, FEMA prevails. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company fall under the automatic route as provided in the FDI

Policy and FEMA and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the nonresident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI. As per the existing policy of the Government of India, erstwhile OCBs cannot participate in this Issue.

The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

SECTION VIII – STATUTORY AND OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all working days from the date of the Draft Letter of Offer until the Issue Closing Date.

1. Material Contracts for the Issue

- (i) Registrar Agreement dated July 09, 2024, entered into amongst our Company and the Registrar to the Issue.
- (ii) Escrow Agreement dated [●] amongst our Company, the Registrar to the Issue and the Banker to the Issue.

2. Material Documents

- (i) Certified copies of the updated Memorandum of Association and Articles of Association of our Company as amended from time to time.
- (ii) Resolution of the Board of Directors dated May 30, 2024, in relation to the Issue and finalizing the terms of the Issue including Issue Price and the Rights Entitlement Ratio.
- (iii) Resolution of our Capital Raising Committee dated [●], finalizing the Record Date.
- (iv) Consent of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, the Registrar to the Issue for inclusion of their names in the Draft Letter of Offer in their respective capacities.
- (v) Statement of Tax Benefits dated July 08, 2024 from the Statutory Auditor included in this Draft Letter of Offer.
- (vi) In principle listing approval dated [●] issued by BSE.

Any of the contracts or documents mentioned in this Draft Letter of Offer may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-

Sandeep Khandelwal

DIN: 00379182

Managing Director

Date: July 09, 2024

Place: Kanpur

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-

Vishnu Dutt Khandelwal

DIN: 00383507

Non-Executive Non-Independent director

Date: July 09, 2024

Place: Kanpur

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-

Abhilash Lal

DIN: 03203177

Non-Executive Independent Director

Date: July 09, 2024

Place: Vizag , Visakhapatnam

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-

Neeru Abrol

DIN: 01279485

Non-Executive Independent Director

Date: July 09, 2024

Place: New Delhi

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

Sd/-

Surbhi Bhatia
Chief Financial Office

Date: July 09, 2024

Place: Kanpur

DECLARATION

I hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

Sd/-

Neha Gajwani

Company Secretary & Compliance Officer

Date: July 09, 2024

Place: Kanpur