



Atal Realtech Limited was incorporated as a private limited company under the Companies Act, 1956 in the name of Atal Realtech Private Limited at Mumbai vide Certificate of Incorporation dated August 25, 2012. Subsequently, the name of our Company was changed from Atal Realtech Private Limited to Atal Realtech Limited on December 12, 2019. Pursuant to conversion of our Company to a public limited company, our name was changed to Atal Realtech Limited and a fresh certificate of incorporation consequent upon change of name on conversion to public limited company was issued by the ROC, January 21, 2020. For details of changes in name and registered office of our Company, please refer to the section titled "General Information" beginning on page 36 of this Draft Letter of Offer.

Registered Office: Unit No. 301 and 302, ABH Developers Town Square, S No. 744, Nashik, Maharashtra, India, 422002

Tel No: +91 253 - 2993859; **Email:** atalrealtech@gmail.com, info@atalrealtech.com, **Website:** www.atalrealtech.com;

Contact Person: Alok Singh, Company Secretary & Compliance Officer

Corporate Identification Number: L45400MH2012PLC234941

PROMOTERS OF OUR COMPANY: VIJAYGOPAL PARASRAM ATAL

**FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF ATAL REALTECH LIMITED
(THE "COMPANY", "ARL" OR THE "ISSUER") ONLY**

ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2.00/- (RIGHTS EQUITY SHARES) OF ATAL REALTECH LIMITE ("ARL" OR THE COMPANY OR THE "ISSUER") FOR CASH AT A PRICE OF ₹[●]/- (RUPEES [●] ONLY) PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹[●]/- (RUPEES [●] ONLY) PER RIGHTS EQUITY SHARE) ("ISSUE PRICE") FOR AN AMOUNT UP TO ₹ 2,700.00 LAKHS ON A RIGHTS ISSUE BASIS TO THE ELIGIBLE SHAREHOLDERS IN THE RATIO OF [●] RIGHT SHARES FOR EVERY [●] EQUITY SHARES HELD BY SUCH ELIGIBLE SHAREHOLDERS AS ON THE RECORD DATE, [●] ("ISSUE"). THE ISSUE PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARE. FOR FURTHER DETAILS, KINDLY REFER TO THE SECTION TITLED 'TERMS OF THE ISSUE' BEGINNING ON PAGE 140 OF THIS DRAFT LETTER OF OFFER.

WILFUL DEFAULTERS AND/ OR FRAUDULENT BORROWERS

Neither our Company, nor our Promoters, or Directors are or have been categorized as wilful defaulters and/ or fraudulent borrowers by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters and/ or fraudulent borrowers issued by the Reserve Bank of India.

GENERAL RISKS

Investment in equity and equity related securities involves 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 our Company and this Issue including the risks involved. The Right Shares have not been recommended or approved by Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this Draft Letter of Offer. Investors are advised to refer "Risk Factors" beginning on page 18 of this Draft Letter of Offer before investing in the Issue.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Letter of Offer contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this 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 makes 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.

LISTING

The existing Equity Shares of our Company are listed BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together, the "Stock Exchanges"). Our Company has received in-principle approval from BSE and NSE for listing the Rights Equity Shares pursuant to letter dated [●] and [●] respectively. Our Company will also make an application to BSE and NSE to obtain its trading approval for the right entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purpose of this Issue, the Designated Stock Exchange is BSE Limited.

REGISTRAR TO THE ISSUE



LINK INTIME INDIA PRIVATE LIMITED

C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400083, Maharashtra, India.

Tel No.: +91 8108114949

Email: atalrealtech.rights2024@linkintime.co.in

Website: www.linkintime.co.in

Investor Grievance Email: atalrealtech.rights2024@linkintime.co.in

Contact Person: Ms. Shanti Gopalakrishnan

SEBI Registration No.: INR000004058

Validity of Registration: Permanent

ISSUE PROGRAMME

ISSUE OPENING DATE *	LAST DATE FOR MARKET RENUNCIATION	ISSUE CLOSING DATE**
[●]	[●]	[●]

*Eligible 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

DEFINITIONS AND ABBREVIATIONS

DEFINITIONS

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, which should be considered whilst reading the information contained herein. The following list of certain capitalized terms used in this Draft Letter of Offer is intended for the convenience of the reader/prospective Applicant only and is not exhaustive.

In this Draft Letter of Offer, unless otherwise indicated or the context otherwise requires, all references to 'the/our Company', 'we', 'our', 'us' or similar terms are to Atal Realtech Limited as the context requires, and references to 'you' are to the Eligible Shareholders and/ or prospective Investors in this Right Issue of Equity Shares.

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 section titled 'Industry Overview', 'Statement of Tax Benefits', 'Financial Information', 'Outstanding Litigations and Material Developments' and 'Terms of the Issue' on page 53, 48, 78, 127 and 140 respectively, shall have the meaning given to such terms in such sections.

Conventional / General Terms

Term	Description
Atal Realtech Limited/ ARL/ The Company/ Our Company	Atal Realtech Limited, a public limited company incorporated under the Companies Act, 1956 and having its registered office at Unit No. 301 and 302, ABH Developers Town Square, S No. 744, Nashik, 422002, Maharashtra India
“We”, “our”, “us” or “Group”	Unless the context otherwise indicates or implies, refers to our Company together with its Subsidiaries.
₹ /Rs. /Rupees /INR	Indian Rupees

Company related Terms

Term	Description
AoA/Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of Atal Realtech Limited
Audit Committee	The committee of the Board of Directors constituted as our Company's audit committee in accordance with the provisions of Section 177 of the Companies Act and Regulation 18 of the SEBI (LODR) Regulations
Auditor of the Company (Statutory Auditor/Peer Review Auditor)	The Statutory Auditors of our Company, being M/s. A.S. Bedmutha & Co., Chartered Accountants bearing Firm Registration Number 101067W.
Board of Directors / Board	The Board of Directors of Atal Realtech Limited, including all duly constituted Committees thereof.
Companies Act	The Companies Act, 2013 and rules issued thereunder, as amended
Chairman & Managing Director	Vijaygopal Parasram Atal
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company, namely, Alok Singh
Director(s)	The Director(s) on the Board of Atal Realtech Limited, unless otherwise specified.
DP/ Depository Participant	Depository Participant as defined under the Depositories Act 1996.
Eligible Shareholder(s)	Eligible holder(s) of the Equity Shares of Atal Realtech Limited as on the Record Date

Term	Description
Equity Shares	Equity Shares of our Company of Face Value of ₹ 2 each unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding Equity Share of our Company.
ISIN	International Securities Identification Number being INE0ALR01029
Key Management Personnel / KMP	Individuals described in the chapter titled “ <i>Our Management</i> ” on page no. 65 of this Draft Letter of Offer.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Atal Realtech Limited
Promoter(s)	Mr. Vijaygopal Parasram Atal is the Promoter of our Company
Promoter Group	Persons and entities forming part of the promoter group of our Company as determined in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations and as disclosed by our Company in the filings made with the BSE Limited and National Stock Exchange of India Limited under the SEBI (LODR) Regulations;
Registered and Corporate Office	The Registered and Corporate Office of our company which is located at: Unit No. 301 and 302, ABH Developers Town Square, S No. 744, Nashik, 422002, Maharashtra India
Registrar of Companies / RoC	Registrar of Companies, Mumbai, Maharashtra situated at 100, 5th floor, Everest, Near Marine Lines Railway Station, Marine Drive, Mumbai 400 002, India.
Stock Exchange	The stock exchange where the Equity Shares are presently listed, being BSE Limited and National Stock Exchange of India Limited (NSE)
Unaudited Financial Results	The unaudited financial results for the Nine months period ended December 31, 2023, including the notes thereto and the report thereon. For details, see “Financial Statements” on page 78 of this Draft Letter of Offer;

Issue Related Terms

Term	Description
“Abridged Letter of Offer” or “ALOF”	Abridged Letter of Offer to be sent to the Eligible Shareholders with respect to the Issue in accordance with the provisions of the SEBI (ICDR) Regulations and the Companies Act.
Allot/Allotment/Allotted	Unless the context requires, the allotment of Rights Equity Shares pursuant to this Issue; Allot/Allotment/Allotted
Allotment Account	The account opened with the Banker to the Issue, into which the Application Money lying to the credit of the escrow account(s) and amounts blocked in the ASBA Account, with respect to successful Investors will be transferred on the Transfer Date in accordance with Section 40 (3) of the Companies Act;
Allotment Advice	The note or advice or intimation of Allotment sent to the Investors, who have been or are to be allotted the Rights Equity Shares after the basis of Allotment has been approved by the BSE and NSE
Allotment Date	The date on which Allotment is made.
Allottee(s)	Persons who are Allotted Rights Equity Shares are issued pursuant to the Issue.
Applicant(s) / Investors	Eligible Shareholder(s) and/or Renouncee(s) who make an application for the Rights Equity Shares pursuant to this Issue in terms of the Letter of Offer, being an ASBA Investor.
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 Rights Equity Shares at the Issue Price.
ASBA	Application Supported by Blocked Amount.
Common Application Form	Unless the context otherwise requires, a Common application form (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 Right Shares in the Issue.
Application Money	Aggregate amount payable in respect of the Rights Equity Shares applied for in the Issue at the Issue Price.
Application Supported	Application (whether physical or electronic) used by ASBA Applicants to make an

Term	Description
by Blocked Amount/ ASBA	application authorizing the SCSB to block the amount payable on application in the ASBA Account maintained with such SCSB.
ASBA Account	A bank account maintained with an SCSBs and specified in the ASBA Form submitted by the Applicants for blocking the Application Amount mentioned in the ASBA Form.
ASBA Applicant /ASBA Investor	As per the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, all investors (including Renouces) shall make an application for an Issue only through ASBA facility.
ASBA Bid	Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI (ICDR) Regulations
ASBA Circulars	Collectively, SEBI circular bearing reference number SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular bearing reference number CIR/CFD/DIL/1/2011 dated April 29, 2011, SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, SEBI circular bearing reference number SEBI/HO/CFD/SSEP/CIR/P/2022/66 dated May 19, 2022 and any other circular issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard.
Banker(s) to the Company	Such banks which are disclosed as Bankers to our Company in the chapter titled “ <i>General Information</i> ” on page no. 36 of this Draft Letter of Offer.
Bankers to the Issue/ Refund Bank	Collectively, the Escrow Collection Bank, Allotment Bank and the Refund Bank to the Issue.
Bankers to the Issue Agreement	Agreement to be entered into by and among our Company, the Registrar to the Issue and the Banker to the Issue for transfer of funds to the Allotment Account from the Escrow Account and SCSBs, release of funds from Allotment Account to our Company and where applicable, refunds of the amounts collected from Applicants/ Investors and providing such other facilities and services as specified in the agreement.
Basis of Allotment	The basis on which the Right Shares will be Allotted to successful Applicants in the Issue, and which is described in the section titled ‘ <i>Terms of the Issue</i> ’ beginning on page 140 of this Draft Letter of Offer.
Controlling Branches /Controlling Branches of the SCSBs	Such branches of SCSBs which coordinate with the Registrar to the Issue and the Stock Exchanges, a list of which is available on the website of SEBI at www.sebi.gov.in .
Demographic Details	Details of Investors including the Investor’s address, name of the Investor’s father/husband, investor status, occupation, and bank account details, where applicable.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms submitted by ASBA Bidders, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&in timid=35 , updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
Depositories	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.
Designated Stock Exchange	BSE Limited
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Draft Letter of Offer/ DLoF	This draft letter of offer dated May 29, 2023 to be filed with BSE and NSE, in accordance with the SEBI (ICDR) Regulations, for their observations.
Eligible Equity Shareholders	Existing Equity Shareholders as on the Record Date i.e., [●]. Please note that the investors eligible to participate in the Issue exclude certain overseas shareholders. For further details, see “Notice to Investors” on page 9 of this Draft Letter of Offer.
Escrow Account(s)	One or more no-lien and non-interest-bearing accounts with the Escrow Collection Bank(s) for the purposes of collecting the Application Money from resident Investors making an Application through the ASBA facility.
Escrow Collection Bank	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom Escrow Account(s) will be opened, in this case being [●]

Term	Description
Issue/ Rights Issue	Issue of up to [●] Equity Shares of face value of ₹ 2 each (“Rights Equity Shares”) of our Company for cash at a price of ₹ [●] (Rupees [●] Only) per Right Share (including a share premium of ₹ [●]) aggregating upto ₹2,700.00 Lakhs on a rights basis to the Eligible Shareholders of our Company in the ratio of [●] ([●]) Right Shares for every [●] ([●]) Equity Shares held by the Eligible Shareholders of our Company on the Record Date i.e. [●].
Issue Closing date	[●]
Issue Material	Collectively, the Letter of Offer, the Abridged Letter of Offer, the Common Application Form and Rights Entitlement Letter.
Issue Proceeds	The proceeds of the Issue that are available to our Company
Issue Opening date	[●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants/ Investors can submit their applications, in accordance with the SEBI (ICDR) Regulations
Issue Price	₹ [●]/-per Rights Equity Share including a share premium of ₹ [●] per Rights Equity Share.
Issue Size	Amount aggregating upto ₹2,700.00 Lakhs* *Assuming full subscription
Letter of Offer/ LoF	The final letter of offer to be filed with the BSE, NSE and SEBI after incorporating the observations received from the BSE Limited and National Stock Exchange of India Limited on the DLoF.
Multiple Application Forms	Multiple application forms submitted by an Eligible Equity Shareholder/Renouncee in respect of the Rights Entitlement available in their demat account. However supplementary applications in relation to further Equity Shares with/without using additional Rights Entitlements will not be treated as multiple application
Net Proceeds	Issue Proceeds less the Issue related expenses. For further details, please refer to the section titled ‘Objects of the Issue’ beginning on page 43 of this DLoF.
Non-ASBA Investor/ Non-ASBA Applicant	Investors other than ASBA Investors who apply in the Issue otherwise than through the ASBA process comprising Eligible Shareholders who intend to renounce their Rights Entitlement in part or full and Renouncees.
Non-Institutional Investors/ NIIs	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1) (jj) of the SEBI (ICDR) Regulations.
Offer Document	The Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer including any notices, corrigendum thereto;
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 the circulars issued by the Stock Exchange, from time to time, and other applicable laws, on or before [●].
QIBs or Qualified Institutional Buyers	Qualified institutional buyers as defined under Regulation 2(1) (ss) of the SEBI (ICDR) Regulations
Record Date	Designated date for the purpose of determining the Equity Shareholders eligible to apply for Right Shares, being [●].
Refund through electronic transfer of Funds	Refunds through NECS, Direct Credit, RTGS, NEFT or ASBA process, as applicable
Registrar	Link Intime India Private Limited
Registrar Agreement	Agreement dated May 14, 2024 entered into between our Company and the Registrar in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue.
Renouncees	Any persons who have acquired Rights Entitlements from the Equity Shareholders through renunciation.
Renunciation Period	The period during which the Investors can renounce or transfer their Rights

Term	Description
	Entitlements which shall commence from the Issue Opening Date i.e. [●]. Such period shall close on [●] in case of On Market Renunciation. Eligible 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 i.e. [●].
Retail Individual Investors/ RIIs	An individual Investor (including an HUF applying through karta) who has applied for Rights Shares and whose Application Money is not more than ₹2,00,000.00/- (Rupees Two Lakhs only) in the Issue as defined under Regulation 2(1) (vv) of the SEBI (ICDR) Regulations
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Shareholders.
RE ISIN	ISIN for Rights Entitlement i.e. [●]
Right Shares	Equity Shares of our Company to be Allotted pursuant to this Issue, on fully paid-up basis on Allotment;
Self-Certified Syndicate Bank(s) / SCSBs	The banks registered with SEBI, offering services (i) in relation to ASBA (other than through UPI mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&in tmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&in tmId=35 , as applicable, or such other website as updated from time to time,
SEBI Rights Issue Circulars	SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. SEBI circular bearing number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023
Transfer Date	The date on which the amount held in the escrow account(s) and the amount blocked in the ASBA Account will be transferred to the Allotment Account, upon finalization of the Basis of Allotment, in consultation with the BSE and NSE.
Wilful Defaulter	A Company or person, as the case may be, categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in terms of Regulation 2(1) (III) of SEBI (ICDR) Regulations and in accordance with the guidelines on wilful defaulters issued by the RBI, including any company whose director or promoter is categorized as such.
Working Day(s)	Working day means all days on which commercial banks in Mumbai are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays, and public holidays, on which commercial banks in Mumbai are open for business. Furthermore, the time period between the Issue Closing Date and the listing of the Right Shares on the Stock Exchange, working day means all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI;

Technical / Industry Related Terms

Term	Description
AHF	Affordable Housing Fund
AIF	Alternative Investment Fund
CPI	Consumer Price Index
FDI	Foreign Direct Investment
GDP	Gross Domestic Product
HFI	High-Frequency Indicators
ICRA	Investment Information and Credit Rating Agency of India Limited
Inflation	The rate of increase in prices over a given period of time.
IT/ITeS	Information Technology
MSF	Marginal Standing Facility
NHB	National Housing Bank
PE	Private Equity
PMAY-U	Pradhan Mantri Awas Yojana-Urban
SEZ	Special Economic Zones
WEO	World Economic Outlook
YoY	Year-over-Year

Conventional Terms / General Terms / Abbreviations

Term	Description
ADR	American Depository Receipt.
AGM	Annual General Meeting.
AIF	Alternative Investment Fund as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
AS	Accounting Standards issued by the Institute of Chartered Accountants of India.
BSE	BSE Limited
CAF	Common Application Form.
CDSL	Central Depository Services (India) Limited.
CFO	Chief Financial Officer;
CIN	Corporate Identification Number.
CIT	Commissioner of Income Tax.
CLRA	Contract Labour (Regulation and Abolition) Act,1970.
CompaniesAct,2013	Companies Act, 2013 along with rules made thereunder.
Companies Act,1956	CompaniesAct,1956, and the rules there under (without reference do the provisions Thereof that have ceased to have effect upon the notification of the Notified Sections).
CSR	Corporate Social Responsibility.
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations,2018.
Depositories Act	The Depositories Act,1996.
DIN	Director Identification Number.
DP	Depository Participant.
DP-ID	Depository Participant's Identification.
DR	Depository Receipts.
EBITDA	Profit/(loss) after tax for the year adjusted for income tax expense, finance costs, depreciation, and amortization expense, as presented in the statement of profit and loss.
EGM	Extra-ordinary General Meeting.
EEA	European Economic Area.
EPS	Earning per Equity Share.
FDI	Foreign Direct Investment.
FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations made thereunder.
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019.
FII(s)	Foreign Institutional Investors registered with SEBI under applicable laws.
FIPB	Foreign Investment Promotion Board.

Term	Description
FPIs	Foreign Portfolio Investors.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI.
FY/Financial Year	Period of 12 months ended March 31 of that particular year, unless otherwise stated.
GAAP	Generally Accepted Accounting Principles.
GDP	Gross Domestic Product.
GDR	Global Depository Receipt.
GNPA	Gross Net Performing Assets.
GoI/Government	The Government of India.
GST	Goods and Services Tax.
HUF	Hindu Undivided Family.
Ind AS	Indian Accounting Standards.
ICAI	The Institute of Chartered Accountants of India.
ICSI	The Institute of Company Secretaries of India.
IFRS	International Financial Reporting Standards.
Indian GAAP/I-GAAP	Generally Accepted Accounting Principles in India.
Income Tax Act/ IT Act	The Income Tax Act, 1961 and amendments thereto.
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
Insolvency Code	Insolvency and Bankruptcy Code, 2016, as amended.
INR / ₹ / Rs. / Indian Rupees	Indian Rupee, the official currency of the Republic of India.
IST	Indian Standard Time.
IT	Information Technology.
MCA	The Ministry of Corporate Affairs, GoI.
Mn / Mn	Million.
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
N.A. or NA	Not Applicable.
NAV	Net Asset Value.
NEFT	National Electronic Fund Transfer.
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect.
NR/ Non- Resident	A person resident outside India, as defined under the FEMA and includes an NRI, FPIs registered with SEBI and FVCIs registered with SEBI.
NRE	Account Non-resident external account.
NRI	Non-resident Indian.
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Body.
p.a.	Per annum.
P/E Ratio	Price/Earnings Ratio.
PAN	Permanent account number.
PAT	Profit after Tax.
RBI	Reserve Bank of India.
RBI Act	Reserve Bank of India Act, 1934.
RoNW	Return on Net Worth.
SCORES	SEBI Complaints Redress System.
SCRA	Securities Contracts (Regulation) Act, 1956.
SCRR	Securities Contracts (Regulation) Rules, 1957.
SEBI	Securities and Exchange Board of India.
SEBI Act	Securities and Exchange Board of India Act, 1992.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.

Term	Description
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments thereto.
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereto.
Securities Act	United States Securities Act of 1933, as amended.
STT	Securities transaction tax.
Trade Mark Act	Trade Marks Act, 1999 and the rules thereunder, including subsequent amendments thereto.
VCF	Venture capital fund as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be.

NOTICE TO INVESTORS

The distribution of the Letter of Offer, Abridged Letter of Offer, Common Application Form and Rights Entitlement Letter (“**Issue Materials**”) and the Issue of Rights Entitlements or the Right Shares on a rights basis to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons in whose possession the Issue Material may come are required to inform themselves about and observe such restrictions.

Our Company is undertaking this Issue on a rights basis to the Equity Shareholders as on Record Date and will dispatch the Issue Material through email and registered post/speed post to such Eligible Shareholders who have a registered address in India or have provided an Indian address to our Company. The Letter of Offer will be provided, through email and registered post/speed post, by the Registrar on behalf of our Company to the Eligible Shareholders who have provided their Indian addresses to our Company or who are in jurisdictions where the offer and sale of the Rights Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. Investors can also access the Issue Material from the websites of the Registrar, our Company, and the Stock Exchange. Those overseas shareholders, who have not updated our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent the Issue Materials.

In case the Eligible Equity Shareholders have provided their valid e-mail address registered with the depositories/ Company, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue Materials.

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 the Draft Letter of Offer has been filed with BSE Limited and National Stock Exchange of India Limited for observations. Accordingly, the Right Shares may not be offered or sold, directly or indirectly, and Issue materials or any offering materials or advertisements in connection with this Issue may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Receipt of the Issue Materials will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, under such circumstances, Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Right Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of Issue Materials should not, in connection with the Issue of the Right Shares or Rights Entitlements, distribute or send the same in or into any jurisdiction where to do so would or might contravene local securities laws or regulations. If the Issue Materials is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Right Shares referred to in the Issue Material.

Any person who makes an application to acquire Equity Shares offered in this Issue will be deemed to have declared, represented, warranted and agreed that she/he is authorized to acquire the Right Shares in compliance with all applicable laws and regulations prevailing in her/his jurisdiction. Our Company, the Registrar to the Issue or any other person acting on behalf of us reserve the right to treat any Application Form as invalid 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 Right Shares or Rights Entitlement in respect of any such Application Form.

Neither the delivery of the Issue Material nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company’s affairs from the date hereof or that the information contained herein is correct as at any time subsequent to the date of the Issue Material or the date of such information.

THE CONTENTS OF THE ISSUE MATERIALS SHOULD NOT BE CONSTRUED AS BUSINESS, LEGAL, TAX OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE, OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF THE OFFER OF RIGHT ENTITLEMENTS OR RIGHT SHARES. 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 ENTITLEMENT OR THE RIGHT SHARES. IN ADDITION, OUR COMPANY IS NOT MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE RIGHTS

ENTITLEMENT OR THE RIGHT SHARES REGARDING THE LEGALITY OF AN INVESTMENT IN THE RIGHTS ENTITLEMENT OR THE RIGHT SHARES BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES OF AMERICA OR THE TERRITORIES OR POSSESSIONS THEREOF (“UNITED STATES”), EXCEPT IN A TRANSACTION NOT SUBJECT TO, OR EXEMPT FROM, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. THE OFFERING TO WHICH THIS DRAFT 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 THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT. THERE IS NO INTENTION TO REGISTER ANY PORTION OF THE ISSUE OR ANY OF THE SECURITIES DESCRIBED HEREIN IN THE UNITED STATES OR TO CONDUCT A PUBLIC OFFERING OF SECURITIES IN THE UNITED STATES. ACCORDINGLY, THE ISSUE MATERIAL SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME. IN ADDITION, UNTIL THE EXPIRY OF 40 DAYS AFTER THE COMMENCEMENT OF THE ISSUE, AN OFFER OR SALE OF RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES WITHIN THE UNITED STATES BY A DEALER (WHETHER OR NOT IT IS PARTICIPATING IN THE ISSUE) MAY VIOLATE THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT.

Neither our Company nor any person acting on our behalf 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 our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing a Common Application Form and Rights Entitlement Letter 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, and all persons subscribing for the Rights Equity Shares Issue and wishing to hold such Equity Shares in registered form must provide an address for registration of these Equity Shares in India. Our Company is making the Issue on a rights basis to Eligible Equity Shareholders and the Issue Material will be dispatched only to Eligible Equity Shareholders who have an Indian address. Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that, (i) it is not and that at the time of subscribing for such Rights Equity Shares or the Rights Entitlements, it will not be, in the United States, and (ii) it is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company reserves the right to treat any Common Application Form as invalid which: (i) does not include the certification set out in the Common Application Form to the effect that the subscriber is authorised to acquire the Rights Equity Shares or Rights Entitlement in compliance with all applicable laws and regulations; (ii) appears to us or our agents to have been executed in or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that Common Application Form is incomplete or acceptance of such Common Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Common Application Form.

Rights Entitlements may not be transferred or sold to any person in the United States.

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

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND CURRENCY OF PRESENTATION

Certain Conventions

In this Draft Letter of Offer (“**DLoF**”), unless otherwise indicated or the context otherwise requires, all references to ‘US\$’, ‘\$’, ‘USD’ and ‘U.S. dollars’ are to the legal currency of the United States of America, and references to ‘INR’, ‘₹’, ‘Rs.’, ‘Indian Rupees’ and ‘Rupees’ are to the legal currency of India. All references herein to the ‘US’ or ‘U.S.’ or the ‘United States’ are to the United States of America and its territories and possessions. All references herein to ‘India’ are to the Republic of India and its territories and possessions and the references herein to ‘Government’ or ‘GoI’ or the ‘Central Government’ or the ‘State Government’ are to the Government of India, central or state, as applicable.

All references to “India” contained in this Draft Letter of Offer are to the Republic of India. In this Draft Letter of Offer, our Company has presented numerical information in “lakhs” units. One lakh represents 1,00,000. If the ‘lakh’ unit is not used in representation of numerical information, it is specifically mentioned along with such information

Financial Data

Unless stated otherwise, the financial data in this Draft Letter of Offer is derived from the Audited Financial Statements as of and for the Fiscal ended March 31, 2023, March 31, 2022 and Unaudited Financial Results for the Nine months period ended December 31, 2023. For further details, please refer to the section titled “*Financial Information*” beginning on page of 78 this DLoF.

We have prepared our Audited Financial Statements of our Company as of and for the financial year ended March 31, 2023, March 31, 2022 and Unaudited Financial Results for the Nine months period ended December 31, 2023 in accordance with Indian Accounting Standard (Ind AS), Companies Act, and other applicable statutory and / or regulatory requirements. Our Company publishes its financial statements in Indian Rupees.

The fiscal year of our Company begins on April 1 of each calendar year and ends on March 31 of the following calendar year. Unless otherwise stated, references in this Draft Letter of Offer to a particular ‘Financial Year’ or ‘Fiscal Year’ or ‘Fiscal’ are to the financial year ended March 31.

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.

Currency of Presentation

All references in this Draft Letter of Offer to ‘Rupees’, ‘Rs.’, ‘₹’, ‘Indian Rupees’ and ‘INR’ are to Rupees, the official currency of the Republic of India.

All references to ‘U.S. \$’, ‘U.S. Dollar’, ‘USD’ or ‘\$’ are to United States Dollars, the official currency of the United States of America.

Our Company has presented certain numerical information in this Draft Letter of Offer in “lakh” or “Lac” units. One lakh represents 1,00,000 and one million represents 1,000,000. All the numbers in the document have been presented in lakh or in whole numbers where the numbers have been too small to present in lakh. Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Conditions and Results of Operation*” and elsewhere in this Draft Letter of Offer, unless otherwise indicated, have been calculated based on our Audited Financial Statements.

References to the singular also refer to the plural and one gender also refers to any other gender, wherever applicable. Unless stated otherwise, throughout this Draft Letter of Offer, all figures have been expressed in Lakhs.

Industry and Market Data

Unless stated otherwise, the industry and market data and forecasts used throughout this Draft Letter of Offer has been obtained from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Further, the extent to which the industry and market data presented in this Draft Letter of Offer is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

Conversion Rates of Foreign Currency:

This Draft Letter of Offer does not contain conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

FORWARD-LOOKING STATEMENTS

All statements contained in this offer document that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this offer document regarding matters that are not historical facts. Investors can generally identify forward-looking statements by the use of terminology such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “may”, “will”, “will continue”, “will pursue”, “contemplate”, “future”, “goal”, “propose”, “will likely result”, “will seek to” or other words or phrases of similar import. All forward looking statements (whether made by us or any third party) are predictions and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Further the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries in India in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and overseas which have an impact on our business activities or investments, the monetary and fiscal policies of India and other jurisdictions in which we operate, inflation, deflation, unanticipated volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence. Other important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Inability to identify the new premises may adversely affect the operations, finances and profitability of the Company;
- Uncertainty regarding the Government Infrastructure Projects, raw material prices, economic conditions and other factors beyond our control;
- Inability to identify or effectively respond to customer needs, expectations or trends in a timely manner;
- Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various projects;
- Volatility of loan interest rates and inflation;
- Our failure to keep pace with rapid changes in technology;
- Our ability to meet our further capital expenditure requirements;
- Fluctuations in operating costs;
- Our ability to attract and retain qualified personnel;
- Conflict of Interest with affiliated companies, the promoter group and other related parties;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in government policies and regulatory actions that apply to or affect our business;
- The performance of the infrastructure and real estate markets in India and globally;
- The occurrence of natural disasters or calamities; and
- Failure to successfully upgrade our service portfolio, from time to time.

For further discussions of factors that could cause our actual results to differ, please refer the section titled “*Risk Factors*”, “*Business Overview*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page nos. 18, 60 and 121 of this Draft Letter of Document, respectively.

Neither our Company, our Directors, our Promoter, the Promoter Selling Shareholder, nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company will ensure that investors in India are informed of material developments from the date of this Draft Letter of Offer until the time of the grant of listing and trading permission by the Stock Exchanges.

SECTION II – SUMMARY OF THE DRAFT LETTER OF OFFER

The following is a general summary of certain disclosures included in this Draft Letter of Offer and is neither 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 by, the more detailed information appearing in this Draft Letter of Offer, including the sections titled “*Risk Factors*”, “*Objects of the Issue*”, “*Industry Overview*”, “*Our Business*” and “*Outstanding Litigations and Material Developments*” and “*Terms of the Issue*” beginning on pages 18, 43, 53, 59, 127 and 140 of this Draft Letter of Offer, respectively.

1. Summary of Industry

The government focuses on the development of infrastructure and construction services through focused policies such as open FDI norms, large budget allocation to infrastructure sector, smart cities mission, etc. Investment of \$31.7 Bn has been proposed by 99 cities under the Smart City initiative. Construction development and construction (infrastructure) activities accounted for approximately 6% and 3.5% of the percentage of total FDI equity inflows between April 2000 and March 2022. The value of equity inflows for construction development and construction (infrastructure) between April 2000 and March 2022 stands at \$ 25 Bn and \$ 14.8 Bn respectively.

For further details, please refer to the chapter titled “Industry Overview” beginning on page 53 of this Draft Letter of Offer.

2. Summary of primary Business

We are a construction company providing integrated civil works contracting and engineering services and are a registered contractor with the Government of Maharashtra PWD in Class I-A. Our Company engages in contracting and sub-contracting for various government and private projects which includes construction of commercial and industrial structures. Majority of the construction activity being undertaken by us includes civil & structural construction under sub-contracting by main contractors, who have been allotted the project by a principle employer. Further, we have undertaken a few projects directly as a Contractor for certain private construction companies and real estate developers.

For further details, please refer to the chapter titled “Our Business” beginning on page 59 of this Draft Letter of Offer.

3. Our Promoters

Mr. Vijaygopal Parasram Atal is the Sole Promoter of our Company.

4. Intention And Extension of Participation by Our Promoters

Our Promoter(s) and entities forming part of our Promoter Group have, vide their letters dated May 10, 2024 (the “Subscription Letters”) undertaken that the Rights Issue is only for the Public Shareholders and there will be no Rights Entitlement to the Promoters and entities forming part of the Promoter Group. However, in the eventuality of an under-subscription in the Issue the Promoters and entities forming part of the Promoter Group will subscribe to the unsubscribed portion.

The subscription on account of un-subscribed portion, made by Promoter(s) and entities forming part of our Promoter Group shall be made subject to such subscription not resulting in the minimum public shareholding of our Company falling below the level prescribed in Regulation 38 of the LODR/ SCRR.

Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements pursuant to the Rights Issue.

5. Objects Of the Issue

The intended use of the Net Proceeds of the Issue by our Company is set forth in the following table:

(₹ in Lakhs)

Sr. No.	Particulars	Amount
1.	Working Capital Requirements	Up to 2141.00
2.	Funding expenditure for General Corporate Purposes*	[•]
	Total Net Proceeds**	[•]

*Subject to the finalization of the Basis of the Allotment and the Allotment. The amount utilised for general corporate purposes shall not exceed 25% of the Issue Proceeds.

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

For further details, please refer to the chapter titled “Objects of the Issue” beginning on page 43 of this Draft Letter of Offer.

6. Financial Information

The following table sets forth the summary financial information derived from the Audited Financial Statements for the Financial Years ending March 31, 2023 and March 31 2022 and Unaudited Financial Results for the Nine months period ended December 31, 2023:

(₹ in Lakhs)

Particulars	For the Nine months period ended December 31, 2023	For the Financial Year ended March 31	
		2023	2022
Equity Share Capital	1480.20	1480.20	493.40
Net Worth	3648.46	3557.31	3340.01
Total Income	1637	4068.84	4056.02
Profit/(loss) after tax	98.95	217.30	215.51
Basic and diluted EPS (in ₹)	0.67	1.47	4.37
Net asset value per Equity Share (in ₹)	4.92	24.03	67.69
Total borrowings	1406.03	480.92	1122.18

For further details, please refer to the chapter titled “Financial Information” beginning on page 78 of this Draft Letter of Offer.

7. Summary of Outstanding Litigations

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

Sr. No.	Nature of Case	No. of Outstanding cases	Amount in dispute/demanded to the extent quantifiable
1.	Litigations against Promoter / Director		
a.	Criminal	1	Not Quantifiable
b.	Income Tax	5	106.01
c.	Civil	3	Not Quantifiable
2.	Litigations against Company		
a.	Tax Proceeding	4	410.68

For further details, please refer to section titled “Outstanding Litigation and Material Developments” beginning on page 127 of this Draft Letter of Offer.

8. Risk Factors

For details, please see the section entitled “Risk Factors” on page 18 of this Draft Letter of Offer. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue.

9. Contingent Liabilities

For details of the contingent liabilities, please refer to the section titled “*Financial Statements*” beginning on page 78 of this Draft Letter of Offer.

10. Related Party Transactions

For details of the related party transactions, please refer to the section titled “*Financial Statements*” beginning on page 78 of this Draft Letter of Offer.

11. Issue Of Equity Shares Made in Last One Year for Consideration Other Than Cash

Our Company has not issued any Equity Shares for consideration other than cash during the last 1 (One) year immediately preceding the date of filing this Draft Letter of Offer.

12. Split Or Consolidation of Equity Shares in The Last One Year

Our Company has carried out a sub-division of the equity shares Face Value of Rs. 10/- each to Rs. 2/- each during the year immediately preceding the date of filing this Draft Letter of Offer.

SECTION III- RISK FACTORS

An investment in our Equity Shares involves a high degree of risk. You should carefully consider each of the following risk factors and all other information set forth in this Draft Letter of Offer, including in “Our Business”, “Industry Overview”, and “Financial Statements” beginning on pages 59, 53 and 78 respectively in this Draft Letter of Offer, before making an investment in our Equity Shares.

The risks and uncertainties described below are not the only risks that we currently face; additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business, financial condition, results of operations, and cash flows. If any or some combination of the following risks, or other risks that are not currently known or believed to be adverse, occur, our business, financial condition, and results of operations could suffer, the trading price and the value of your investment in, our Equity Shares could decline, and you may lose all or part of your investment. To the extent the COVID-19 pandemic has adversely affected and may affect our business and financial results, it may also have the effect of increasing many of the other risks described in this section, such as those relating to non-payment or default by borrowers. In making an investment decision with respect to this Issue, you must rely on your own examination of our Company and the terms of this Issue, including the merits and risks involved. You should consult your tax, financial, and legal advisors about the consequences of an investment in our Equity Shares and its impact on you.

This Draft Letter of Offer also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from such forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Letter of Offer.

Unless specified or quantified in the relevant risk factors below, we are not able to quantify the financial or other implications of any of the risks described in this section. Unless the context otherwise requires, in this section, reference to ‘we’, ‘us’, ‘our’ refers to our Company.

Materiality

The Risk factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality.

1. Some events may not be material individually but may be found material collectively.
2. Some events may have material impact qualitatively instead of quantitatively; and
3. Some events may not be material at present but may have a material impact in future

INTERNAL RISK FACTORS

- 1. Projects included in our on-going and our future projects are exposed to various implementation risks & uncertainties and may be delayed, modified or cancelled for reasons beyond our control which may materially and adversely affect our business, prospects, reputation, profitability, financial condition and results of operation.***

Our order book sets forth our expected revenues from uncompleted portions of the construction contracts received. However, project delays, modifications in the scope or cancellations may occur from time to time due to either a client’s or our default, incidents of force majeure or legal impediments. For example, in some of our projects, we or our clients are obliged to take certain actions, such as acquiring land, securing right of way, clearing forests, securing required licenses, authorizations or permits, making advance payments or opening of letters of credit or moving existing utilities, which may be delayed due to our client’s non-performance, our own breaches or force majeure factors. We may incur significant additional costs due to project delays and our counterparties may seek liquidated damages due to our failure to complete the required milestones or even terminate the contract totally or refuse to grant us any extension. The schedule of completion may need to be reset and we may not be able to recognize revenue if the required percentage of completion is not achieved in the specified timeframe. We may not have the full protection in our contracts / sub-contracts against such delays or associated liabilities and/or additional costs. Further, we have escalation clauses in some of our contracts, which, may be interpreted restrictively by our counterparties, who may dispute our claims for additional costs. As a result, our future earnings may be different from the amount in the order book.

Our contracts / sub-contracts may be amended, delayed or cancelled before work commences or during the course of construction. Due to unexpected changes in a projects' scope and schedule, we cannot predict with certainty when or if expected revenues as reflected in the order book will be achieved. In addition, even where a project proceeds as scheduled, it is possible that contracting parties may default and fail to pay amounts owed or receivables due. If any or all of these risks materialize, our business, prospects, reputation, profitability, financial condition and results of operation may be materially and adversely affected.

2. Our Company has reported certain negative cash flows from its financing activity and investing activity, details of which are given below. Sustained negative cash flow could impact our growth and business

Our Company had reported certain negative cash flows from our financing activities and investing activities in the current and previous years as per the restated financial statements and the same are summarized as under:

(₹ in lakhs)

Particulars	For the Nine months period ended December 31, 2023	For the financial year ended 2023	For the financial year ended 2022
Cash flow from Operating Activities	103.54	360.28	(723.34)
Cash flow from Investing Activities	(39.50)	(200.44)	713.92
Cash flow from Financing Activities	(263.28)	(13.06)	(40.01)

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 make new investments without raising finance from external resources. If our Company is not able to generate sufficient cash flows, it may adversely affect our business and financial operations.

3. Substantial portion of our revenues has been dependent upon our few clients. The loss of any one or more of our major clients would have a material adverse effect on our business operations and profitability.

For the Nine months period ended December 31, 2023 and for the financial year ended March 31, 2023 our top ten (10) largest clients accounted for 100.00 % of our revenues from operations. The loss of a significant client or clients would have a material adverse effect on our financial results. We cannot assure you that we can maintain the historical levels of business from these clients or that we will be able to replace these clients in case we lose any of them. Furthermore, major events affecting our clients, such as bankruptcy, change of management, mergers and acquisitions could adversely impact our business. If any of our major clients becomes bankrupt or insolvent, we may lose some or all of our business from that client and our receivable from that client would increase and may have to be written off, adversely impacting our income and financial condition.

4. Our Registered office is not owned by us. The same is occupied by us on lease/leave and license basis. Disruption of our rights as licensee / lessee or termination of the agreements with our licensors / lessors would adversely impact our operations and, consequently, our business.

Our Company's registered office is situated at Unit No. 301 and 302, ABH Developers Town Square, S No. 744, Nashik- 422002 consisting of 2 units. Both units have been taken on leave and license basis from Tanu Reality LLP. There can be no assurance that our Company will be able to successfully renew the above leave and license agreement in a timely manner or at all and that we may be continue to use the office in case of no formal agreements. Further there can be no assurance that we will not face any disruption of our rights as a licensee and that such leave and license agreement will not be terminated prematurely by the licensor. Any such non-renewal or early termination or any disruption of our rights as licensee may require us to vacate the premises and relocate to a new premises on terms that may not be favourable to us thereby adversely affecting our business, financial conditions and results of operations. For further details on the properties of our Company, please refer to the section "Our Business" on page no. 60 of this Draft Letter of Offer.

5. The industry in which we operate is capital intensive in nature, and involve relatively long gestation periods. We require substantial financing for our business operations and the failure to obtain additional financing on terms commercially acceptable to us may adversely affect our ability to grow and our future profitability.

Projects in the sector in which we operate typically are capital intensive, involve relatively long gestation periods, and require us to obtain financing through various means. Whether we can obtain such financing on acceptable terms which is dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investors' confidence, our levels of existing indebtedness and other factors beyond our control as well as on the timely completion of our projects. The actual amount and timing of our future capital requirements may differ from estimates as a result of, among other things, unforeseen delays or cost overruns, changes in business plans due to prevailing economic conditions, unanticipated expenses and regulatory changes. To the extent our planned expenditure requirements exceed our available resources, we will be required to seek additional debt or equity financing. Additional debt financing could increase our interest costs and require us to comply with additional restrictive covenants in our financing agreements. Additional equity financing could dilute our earnings per Equity Share and your interest in the Company, and could adversely impact our Equity Share price.

Our ability to obtain additional financing on favourable terms, if at all, will depend on a number of factors, including our future financial condition, results of operations and cash flows, the amount and terms of our existing indebtedness, general market conditions and market conditions for financing activities and the economic, political and other conditions in the markets where we operate. We cannot assure you that we will be able to raise additional financing on acceptable terms in a timely manner or at all. Our failure to renew arrangements for existing funding or to obtain additional financing on acceptable terms and in a timely manner could adversely impact our planned capital expenditure, our business, results of operations and financial condition.

6. Our Promoter and Directors are involved in certain legal proceedings, which, if determined adversely, may adversely affect our business, results of operations and prospects.

Our Promoter and Directors are involved in certain legal proceedings (including income tax and criminal) at different levels of adjudication before various courts, tribunals and appellate authorities.

A summary of the proceedings involving our Company, our Promoter and our Directors including the aggregate approximate amount involved to the extent ascertainable, is provided below:

(₹ in lakhs)

Sr. No.	Nature of Case	No. of Outstanding cases	Amount in dispute/demanded to the extent quantifiable
1.	Litigations against Promoter / Director		
a.	Criminal	1	Not Quantifiable
b.	Income Tax	5	106.01
c.	Civil	3	Not Quantifiable
2.	Litigations against Company		
a.	Tax Proceeding	4	410.68

The amounts mentioned above may be subject to additional interest rates and/or penalties being levied by the concerned authorities for delay in making payment or otherwise. Amount of interest and/ or penalty that may be levied is unascertainable as on the date of this Draft Letter of Offer.

We can give no assurance that these legal proceedings will be decided in our Promoter's / Director's favour. We may incur significant expenses and management time in such legal proceedings. Any adverse ruling in any of the above proceedings or consequent levy of penalties by other statutory authorities may render us / them liable to liabilities / penalties and may have a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares. For further details regarding these legal proceedings, please refer the chapter 'Outstanding Litigations and Material Developments' on page no. 127 of this Draft Letter of Offer.

7. We have certain contingent liabilities and our cash flows, financial condition and profitability may be adversely affected if any of these contingent liabilities materialise.

As of March 31, 2023, the Company has the following contingent liabilities mention in our Financial Statements:

(Rs.. in Lakhs)

Sr. No.	Particulars	As at March 31, 2023
1.	Guarantees and letter of credit given by the Company to suppliers, government bodies and performance guarantee	Rs. 327.57
2.	Goods and Services Tax Department	Rs. 662.89
Total		Rs. 990.46

If any of these contingent liabilities materialize, we may have to fulfill our payment obligations, which may have an adverse impact on our cash flows, financial conditions and results of operations. For further details, refer “*Statement of Contingent Liability*” under the chapter “*Financial Statements*” on page no. 78 of this Draft Letter of Offer.

8. Trade Receivables and Inventories form a substantial part of our current assets and net worth. Failure to manage the same could have an adverse effect on our net sales, profitability, cash flow and liquidity.

Our business is working capital intensive and hence, Trade Receivables and Inventories form substantial part of our current assets and net worth. Our, Trade Receivables and Inventories as on Nine months period ended December 31, 2023, were ₹ 688.73 lakhs and ₹ 2959.15 lakhs respectively and for financial year ended March 31, 2023 were ₹ 753.90 lakhs and ₹ 2,438.94 lakhs respectively. The results of operations of our business are dependent on our ability to effectively manage our inventory (raw material, WIP and finished goods) and trade receivables.

We generally procure raw materials on the basis of management estimates based on past requirements and future estimates. To effectively manage our supplies inventory, we must be able to accurately estimate customer demand, project requirements, project timelines & supply requirements and purchase new inventory accordingly. However, if our management misjudges expected project timelines and customer demand, it could cause either a shortage of construction materials or an accumulation of excess inventory. Further, if we fail to finish any project within the given timelines, we may be required carry work-in-progress inventory on our books and pay for fresh supplies on other projects without receiving payment for earlier projects, requiring to create additional vendor financing, all of which could have an adverse impact on our income and cash flows.

To effectively manage our trade receivables, we must be able to accurately evaluate the credit worthiness of our customers, contractors / employers and ensure that suitable terms and conditions are given to them in order to ensure our continued relationship with them. However, if our management fails to accurately evaluate the credit worthiness of our customers, it may lead to bad debts, delays in recoveries and / or write-offs which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. A liquidity crunch may also result in increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability.

9. We have a substantial amount of outstanding indebtedness, which requires significant cash flows to service and limits our ability to operate freely.

As on December 31, 2023, March 31, 2023 and March 31, 2022 the outstanding amount of our total borrowings were ₹1406.03 lakhs, ₹1122.18 lakhs and ₹480.92 lakhs respectively. Our ability to meet our debt service obligations and repay our outstanding borrowings will depend primarily on the cash generated by our business. Increasing level of our indebtedness also has important consequences to us such as:

- increasing our vulnerability to general adverse economic, industry and competitive conditions;
- limiting our flexibility in planning for, or reacting to, changes in our business and the industry;
- affecting our credit rating;
- limiting our ability to borrow additional funds; and
- increasing our interest expenditure and adversely affecting our profitability, since some of our debt bears interest at floating rates.

We cannot assure you that we will generate sufficient cash to service existing or proposed borrowings or fund other liquidity needs, which could have an adverse effect on our business, results of operation, cash flows and financial condition.

10. Our Company is dependent on third parties for the supply of raw materials required for our projects and is exposed to risks relating to fluctuations in commodity prices and shortage of raw material. Further, we do not have any long term supply agreements with the raw material providers.

Raw material costs are dependent on commodity prices, which are subject to fluctuations. There can be no assurance that strong demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delay in their supply of raw materials. If we experience a significant or prolonged shortage of raw materials from any of our suppliers and we cannot procure the raw materials from other sources, we would be unable to meet our project execution schedules in timely fashion, which would adversely affect our sales, margins and customer relations.

Further, in the absence of any long-term supply agreements, we cannot assure that a particular supplier will continue to supply raw materials to us in the future. In the event the prices of such raw materials were to rise substantially or if imports were to rise substantially or if imports were to be restricted in any manner, we may find it difficult to make alternative arrangements for suppliers of our raw materials, on the terms acceptable to us, which could materially affect our business, results of operations and financial condition.

11. We may be unable to identify or acquire new projects and our bids for new projects may not always be successful, which may stunt our business growth.

Our current strategy for undertaking more new projects directly from PWD and other Government departments depends on various factors such as our ability to identify projects on a cost-effective basis or integrate acquired operations into our existing business. If we are unable to identify or acquire new projects matching our expertise or profit expectations or if we wrongly evaluate the feasibility of a particular project, we may not be able to complete the project in a satisfactory manner or at all which may result in uncertainties in our business. As a part of our business, we bid for new projects on an ongoing basis.

Projects are awarded following competitive selection processes and satisfaction of other prescribed qualification criteria. Once the prospective bidders satisfy the pre-qualification criteria of the tender, the project is usually awarded based on the price of the contract quoted by the prospective bidder. We cannot guarantee that the price that we quote for projects based on our internal estimates will be a successful bid. Inability to obtain good projects, could materially impact our business operations and financial results.

12. We own a substantial fleet of equipment, resulting in increased fixed costs to our Company. In the event we are not able to generate adequate cash flows it may have a material adverse impact on our operations.

We own a large fleet of modern construction equipments, resulting in increased fixed costs of our Company. In the event, we are unable to generate or maintain adequate revenue by successfully bidding for projects or obtain subcontracts or recover payments from our clients in a timely manner or at all, it could have a material adverse effect on our financial conditions and operations. If our Company does not receive future contract awards or if these awards are delayed, the company could incur significant costs. In case, we do not get the desired number of contracts, our fleet of machines will be under-utilised and we may not be able to keep them in good working condition or we may not be able to manage the up-keep expenses of these equipments. For further details regarding plant and machinery owned by our Company, please refer the chapter “Our Business” on page no. 60 of this Draft Letter of Offer.

13. We require certain approvals and licenses in the ordinary course of business and are required to comply with certain rules and regulations to operate our business, and the failure to obtain, retain and renew such approvals and licences or comply with such rules and regulations, and the failure to obtain or retain them in a timely manner or at all may adversely affect our operations.

We require several statutory and regulatory permits, licenses and approvals to operate our business, some of which our Company has either received, applied for or is in the process of application. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Non-renewal of the said permits and licenses would adversely affect our Company’s operations, thereby having a material adverse effect on our business, results of operations and financial condition. There can be no assurance that the relevant authorities will issue / renew any of such permits or approvals in the time-frame anticipated by us or at all. Further, some of our permits, licenses and approvals are subject to several conditions and we cannot 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 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.

The Company has obtained Contractor's Registration Certificate from the Maharashtra PWD, which is for a fixed validity period. Further, our Company may be liable to penalty or fine in case we are unable to comply with the requirements of Maharashtra PWD and also may be adversely affected in its ability to obtain further projects. In addition, we, our contractors and our sub-contractors are subject to laws and regulations relating to, among others, environmental approvals in respect of the project, minimum wages, working hours, health and safety of our labourers and requirements of registration of contract labour. Although we believe that our contractual arrangements are substantially in compliance with such laws and regulations, statutory authorities may allege noncompliance and we cannot assure you that we will not be subject to any such regulatory action in the future, including penalties, seizure of land and other civil or criminal proceedings. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change, we may incur increased costs, be subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations. For further details, please see chapters titled "Government and Other Statutory Approvals" at page no. 132, respectively of this draft Letter of Offer.

14. We enter into various contract / sub-contract agreements with our customers or primary contractors for our construction projects. Such agreements contain conditions and requirements, the non-fulfilment of which could result in delays or inability to implement and complete our projects as contemplated.

Some of our On-going projects are as sub-contractors while some are as a direct contractor from private players and government authorities. The agreement confers the rights on us to construct and develop the said project either for a fixed fee or on a profit-sharing basis. Such project involves following the drawing plans, architecture designs, timelines, material quality, end finishing of the structure, etc. to be followed strictly as provided by the principle employer or our customer. Though we are generally empowered to make practical operating decisions for development of the project, we may be required to make certain decisions in consultation with our primary contractors, principle employers, government agencies involved and / or regulatory authorities. These arrangements may limit our flexibility to make certain decisions in relation to the projects. In the event of any delay in the completion of the project within the envisaged time frame, we may be required to indemnify and compensate the employers or contractors with whom we have entered into an agreement with. Any disputes that may arise between us and the parties involved in the agreement may cause delay in completion, suspension or complete abandonment of the projects we undertake. This may have a material adverse effect on our business operations, financial condition and reputation.

15. Our business is largely concentrated in Maharashtra and may be affected by various factors associated with Maharashtra.

Our project portfolio has historically been concentrated in projects in and around Maharashtra. Though we have undertaken projects on sub-contracting basis in other parts of India, majority of our contracts and sub-contracts have been in the State of Maharashtra. This concentration of our business in Maharashtra subjects us to various risks, including but not limited to:

- regional slowdown in construction activities or reduction of infrastructure projects in Maharashtra;
- vulnerability to change of policies, laws and regulations or the political and economic environment of Maharashtra;
- constraint on our ability to diversify across states;
- perception by our potential clients that we are a regional construction company, which hampers us from competing for large and complex projects at the national level; and
- limitation on our ability to cluster projects in the states where we intend to conduct business.

While we strive to diversify across states and reduce our concentration risk, there is no guarantee that the above factors associated with Maharashtra will not continue to have a significant impact on our business. If we are not able to mitigate this concentration risk, we may not be able to develop our business as we planned and our business, financial condition and results of operations could be materially and adversely affected.

16. Changing estimates in applying percentage-of-completion accounting may result in a reduction of previously reported profits and have a significant impact on our period-to-period results of operations.

We use the percentage-of-completion method of accounting in accordance with Indian GAAP to recognize and account for the revenue derived from our construction contracts in process. Under this accounting method, we recognize revenue as a percentage of the contract price in proportion to the actual costs incurred as a percentage of the total estimated costs. The timing of our recognition of revenue may differ materially from the timing of our actual receipt of contract payments. The timing of our recognition of revenue and the amount of revenue recognized are affected by our ability to reliably measure the percentage of completion, total estimated costs and actual costs incurred. Changing estimates in our measurements for any given project or in our estimation methodology as a whole could have a material and adverse effect on the timing of our recognition of revenue and the amount of revenue recognized. Where our expectation related to revenue recognition is different from our previous estimation, the differences will be charged to our profit or loss account in the period when such estimate has been changed. To the extent that changes in such estimate result in a reduction of previously reported profits for a project, we must recognize a charge against current earnings in the period when such estimate is changed. These charges may significantly reduce our earnings, depending on the size of the adjustment. In addition, because many of these contracts are completed over a period of several months or years, the timing of our recognition of the related revenue may adversely affect our results of operations. Moreover, in the event of any change in law or Indian GAAP that would result in a change to the method of revenue recognition, our results of operations may be materially and adversely affected.

17. Our Promoter and members of Promoter Group have mortgaged their personal properties and provided personal guarantees for our borrowings to secure our loans. Our business, financial condition, results of operations, cash flows and prospects may be adversely affected by the revocation of all or any of the personal guarantees provided by our Promoter and members of Promoter Group in connection with our Company's borrowings.

Our Promoter and Managing Director, and our Promoter Group have mortgaged their personal properties and provided personal guarantees for our borrowings to secure our loans. If any of these guarantees are revoked, our lenders may require alternative guarantees or collateral or cancellation of such facilities, entailing repayment of amounts outstanding under such facilities. If we are unable to procure alternative guarantees satisfactory to our lenders, we may need to seek alternative sources of capital, which may not be available to us at commercially reasonable terms or at all, or to agree to more onerous terms under our financing agreements, which may limit our operational flexibility. Accordingly, our business, financial condition, results of operations, cash flows and prospects may be adversely affected by the revocation of all or any of the personal guarantees provided by our Promoter and Promoter Group in connection with our Company's borrowings.

18. Obsolescence, destruction, theft, breakdowns of our major plants or equipment or failures to repair or maintain the same may adversely affect our business, cash flows, financial condition and results of operations.

We own a large number of the equipment and machinery used in our operations. To maintain our capability to undertake projects, we may have to purchase machines and equipment built with the latest technologies and knowhow and keep them readily available for our construction activities through careful and comprehensive repairs and maintenance. We cannot assure you that we will be immune from the associated operational risks such as the obsolescence of our plants or equipment, destruction, theft or major equipment breakdowns or failures to repair our major plants or equipment, which may result in their unavailability, project delays, cost overruns and even defaults under our construction contracts. The latest technologies used in newer models of construction equipment may improve productivity significantly and render our older equipment obsolete.

Obsolescence, destruction, theft or breakdowns of our major plants or equipment may significantly increase our equipment purchase cost and the depreciation of our plants and equipment, as well as change the way our management estimates the useful life of our plants and equipment. In such cases, we may not be able to acquire new plants or equipment or repair the damaged plants or equipment in time or at all, particularly where our plants or equipment are not readily available from the market or requires services from original equipment manufacturers. Some of our major equipment or parts may be costly to replace or repair. We may experience significant price increases due to supply shortages, inflation, transportation difficulties or unavailability of bulk discounts. Such obsolescence, destruction, theft, breakdowns, repair or maintenance failures or price increases may not be adequately covered by the insurance policies availed by our Company and may have an adverse effect on our business, cash flows, financial condition and results of operations.

19. The completion of our projects can be delayed on account of our dependency on our contracted labour force. Also, our results of operations could be adversely affected by strikes, work stoppages or increased wage demands by our employees or other disputes with our employees or our contractors' employees.

Our projects require the services of third parties including architects, engineers, contractors and suppliers of labour and materials. The contractual construction work of our projects is performed by labour provided by third party labour contractors. The timely and quality construction of our projects depends on availability and skill of such labourers, as well as contingencies affecting them, including labour shortages. Though in many projects which we undertake as subcontractors the supply of contract labour is the responsibility of the primary contractor, our operations and timelines may be affected by any shortage, delay or incompetence of the contract labour force.

Further, since in many cases, we do not directly hire the contract labour, we may face issues with authority and the ability to direct such labourers for a particular work, over time or change in any work schedule. Further, even though, so far there has not been any such material delay in the completion of our projects due to our dependence on contracted labour force; we may, in the future, not be able to identify appropriately experienced third parties and cannot assure you that skilled third parties will continue to be available at reasonable rate and in area in which we undertake our present and future projects. As a result we may be required to make additional investments or provide additional services to ensure adequate performance and delivery of contracted services. Any consequent delay in project execution could adversely affect our profitability. Further we cannot assure you that the services rendered by these contractors will be satisfactory or match our requirements for quality. Additionally, none of our employees are affiliated with any labour unions. However, there can be no assurance that our employees will not form a union, join any existing union or otherwise organize themselves. India has stringent labour legislations that protect the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. Although, we currently have harmonious relations with our employees and they are not unionized at present, there can be no assurance that we will continue to have such relations. If our relations with our employees are strained, it may become difficult for us to maintain our existing labour policies, and our business may be adversely affected.

20. Some of our agreements may have certain irregularities

Some of our agreements and Memorandum of Understandings (MoU) with clients etc. may have certain irregularities such as inadequate stamping, wrong date and/or non-registration of deeds and agreements and improper execution of deeds. Inadequate stamping, mismatch of date of agreement and stamp and non-registration of documents affects the admissibility of these documents as evidence in legal proceedings, and we, as parties to that agreement, may not be able to legally enforce the same, except after paying a penalty for inadequate stamping, non-registration, etc. In the event of any dispute arising out of such unstamped, wrongly dated or inadequately stamped and/or unregistered agreements, we may not be able to effectively enforce our rights arising out of such agreements which may have a material and adverse impact on the business of our Company.

21. If we are not successful in managing our growth, our business may be disrupted and our profitability may be reduced.

We have experienced a steady growth in recent years and expect our businesses to continue to grow significantly. Our future growth is subject to risks arising from a rapid increase in order volume, and inability to retain and recruit skilled staff. Although, we plan to continue to expand our scale of operations through organic growth or investments in other entities, we may not grow at a rate comparable to our growth rate in the past, either in terms of income or profit or work quality. Our future growth may place significant demands on our management and operations and require us to continuously evolve and improve our financial, operational and other internal controls within our Company. In particular, continued expansion may pose challenges in:

- maintaining high levels of project control and management, and client satisfaction;
- recruiting, training and retaining sufficient skilled management, technical and bidding personnel;
- developing and improving our internal administrative infrastructure, particularly our financial, operational, communications, internal control and other internal systems;
- making accurate assessments of the resources we will require;
- adhering to the standards of health, safety and environment and quality and process execution to meet clients' expectations;
- operating in jurisdictions and business segments where we have limited experience;

- preserving a uniform culture, values and work environment;
- strengthening internal control and ensuring compliance with legal and contractual obligations and
- managing relationships with clients, suppliers, contractors, investors, lenders and service providers.

If we are not successful in managing our growth, our business may be disrupted and profitability may be reduced. Our business, prospects, financial condition and results of operations may be adversely affected.

22. Our business may be affected by severe weather conditions and other natural disasters and our insurance coverage may not be adequate.

Our business activities may be materially and adversely affected by severe weather conditions, which may force us to evacuate personnel or curtail services, replace damaged equipment and facilities or suspend our operations or postpone delivery of materials to our worksites. Heavy or sustained rainfalls or other extreme weather conditions such as cyclones could result in delays or disruptions to our operations during the critical periods of our projects and cause severe damages to our premises and equipment. High temperatures during summer months and the monsoon season could limit our ability to carry on construction activities or to fully utilize our resources. Our business activities may also be adversely affected by other natural disasters, including earthquakes, floods and landslides, which may cause significant interruptions of our operations and damages to our properties and working environment which may not be adequately covered by the insurance policies availed by our Company. During periods of curtailed activity due to severe weather conditions or natural disasters, we may continue to incur operating expenses but our revenues from operations may be delayed or reduced.

23. Our success depends largely on our senior management and skilled professionals and our ability to attract and retain them.

Our success depends on the continued services and performance of the members of our senior management team and other key employees. Our continued success also depends upon our ability to attract and retain a large group of skilled professionals and staff, particularly project managers, engineers, and skilled workers. The loss of the services of our senior management or our inability to recruit, train or retain a sufficient number of skilled professionals could have a material adverse effect on our operations and profitability. Competition for senior management in our industry in which we operate is intense, and we may not be able to retain our existing senior management or attract and retain new senior management in the future.

Moreover, we do not maintain “key man” life insurance policies for senior members of our management team or other key personnel. As a result of the recent growth in the construction industry in India and the expected future growth, the demand for both skilled professionals and staff and unskilled workers has significantly increased in recent years. We may lose skilled workers to competing employers who pay higher wages or be forced to increase the wages to be paid to our employees. If we cannot hire or retain enough skilled professionals or unskilled workers, our ability to apply for and execute new projects or to continue to expand our business will be impaired and consequently, our revenues could decline. Any such loss of the services of our senior management personnel or skilled professionals could adversely affect our business, prospects, financial condition and results of operation.

24. It is difficult to predict our future performance, or compare our historical performance between periods, as our revenue fluctuates significantly from period to period.

Our revenue depends on the number of projects we obtain from awarding authority based on the tender filled by us. The revenue is periodically recognized by us, based on certification given by the client. Our results of operations may vary period to period as in some periods, work may be slow or the client would review after only a certain percent of the work is completed. Depending on our operating results in one or more periods, we may experience cash flow problems, thereby resulting in our business, financial condition and results of operations being adversely affected. Such fluctuations may also adversely affect our ability to fund ongoing and future projects. As a result of one or more of these factors, we may record significant turnover or profits during one accounting period and significantly lower turnover or profits during prior or subsequent accounting periods.

25. We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.

We have entered into related party transactions with our Promoter, Promoter Group, Group Entities and Directors. For details of these transactions, please refer “Related Party Transactions” under section titled

“Financial Statements” on page no. 78 of this Draft Letter of Offer. We cannot assure you that we will be able to maintain the terms of such transactions or in the event that we enter future transactions with related parties, that the terms of the transactions will be favourable to us.

Additionally, while it is our belief that all our related party transactions have been conducted on an arm’s-length basis, we cannot provide assurance that we could have achieved more favourable terms had such transactions been entered with third parties. We may also enter related party transactions in the future, which could involve conflicts of interest, although going forward, all related party transactions that we may enter will be subject to audit committee or board or shareholder approval, as applicable, as under the Companies Act, 2013 and the SEBI (LODR) Regulations. As such, we can provide no assurance that these transactions will not adversely affect our business, results of operation, cash flows and financial condition.

26. Employee misconduct, errors or fraud could expose us to business risks or losses that could adversely affect our business prospects, results of operations and financial condition.

Employee misconduct, errors or frauds could expose us to business risks or losses, including regulatory sanctions, penalties and serious harm to our reputation. Such employee misconduct includes breach in security requirements, misappropriation of funds, hiding unauthorized activities, failure to observe our stringent operational standards and processes, and improper use of confidential information. It is not always possible to detect or deter such misconduct, and the precautions we take to prevent and detect such misconduct may not be effective. In addition, losses caused on account of employee misconduct or misappropriation of petty cash expenses and advances may not be recoverable, which we may result in write-off of such amounts and thereby adversely affecting our results of operations. Our employees may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions in which case, our reputation, business prospects, results of operations and financial condition could be adversely affected.

27. Any disproportionate increase in labour costs including increase in wage/salary demand, labour unrest or labour claims arising from accidents may adversely affect our business operations and financial conditions.

Our increasing business operations may require our employee strength to increase in future. In the past our Company has not experienced any labour unrest, but there is no assurance that it will not experience the same at any time in the future. Also, there is a possibility that the labour costs increase disproportionately due to increase in wage/salary demand. In this event, if our Company is unable to pass on the increased costs to our customers, our business operations and financial conditions may be adversely affected.

28. Our funding requirements and deployment of the Fresh Issue proceeds are based on management estimates and have not been independently appraised by any bank or financial institution.

Our funding requirements and the deployment of the Net Proceeds of the Fresh Issue are based on management estimates and our current business plan. The fund requirements and intended use of proceeds have not been appraised by bank or financial institution and are based on our estimates. In view of the competitive and dynamic nature of our business, we may have to revise our expenditure and fund requirements as a result of variations including in the cost structure, changes in estimates and other external factors, which may not be within the control of our management. This may entail rescheduling, revising or cancelling the planned expenditure and fund requirement and increasing or decreasing the expenditure for a particular purpose from its planned expenditure at the discretion of our board. In addition, schedule of implementation as described herein are based on management’s current expectations and are subject to change due to various factors some of which may not be in our control.

29. Our Company’s management will have flexibility in utilizing the Net Proceeds. There is no monitoring agency appointed by our Company and the deployment of funds is at the discretion of our Management and our Board of Directors, though it shall be monitored by our Audit Committee.

The deployment of the funds towards the Objects of the Offer is entirely at the discretion of the Board of Directors/Management and is not subject to monitoring by external independent agency. As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only for Offer size above ₹ 100 Crores. Hence, we have not appointed any monitoring agency to monitor the utilization of Fresh Issue proceeds. However, the audit committee of our Board will monitor the utilization of Fresh Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Fresh Issue proceeds to the Exchange and shall also simultaneously

make the material deviations / adverse comments of the audit committee public. Any inability on our part to effectively utilize the Fresh Issue proceeds could adversely affect our financials.

30. *We cannot assure you that the construction of our projects will be free from any and all defects.*

We cannot assure you that we will always finish the construction or development of our projects in accordance with the requisite specifications or that the construction of our projects will be free from any and all defects. If the work is unsatisfactory, the work has to be redone as per the instructions of principle employer without any extra cost. In the event of discovery of defects / faults in our work, or due to damages to our construction due to factors beyond our control, or any of the other reasons, we may incur significant contractual liabilities and losses under our projects contracts and such losses may materially and adversely affect our financial performance and results of operations. Further, it may result in cancellation by customers of any future contracts / sub-contracts of commercial or infrastructure projects and/ or refund of any retainer-ship deposited by us with our principle employer or primary contractor as a guarantee for timely and orderly completion of work, dissatisfaction among our customers, resulting in negative publicity, consumer litigation and lack of confidence among future employers for our projects and all these factors could adversely affect our business, financial condition and results of operations.

31. *Failure to provide performance security may result in forfeiture of the bid security and termination of the contract.*

We are required to deliver a performance security or bank guarantee to the authority for each project and are also required to ensure that the performance security is valid and enforceable until we remedy any defects during the defect liability period under the relevant contract. Delay or inability in providing a performance security within the stipulated period with respect to the project may result in termination of the contract or enforcing of the bid security. We may not qualify for the project in question and the employer may blacklist us for repeated failures to do so, adversely affecting our business operations and financial conditions.

32. *Our Promoter and Promoter Group will continue to exercise control post completion of the issue and will have considerable influence over the outcome of matters.*

Upon completion of this Rights Issue of upto [●] Equity Shares, our Promoter and Promoter Group will continue to own Equity Shares approximately [●] % of the total paid up capital. As a result, our Promoter will have the ability to exercise significant influence over all matters requiring shareholders' approval. Our Promoter will also be in a position to influence any shareholder action or approval requiring a majority vote, except where they may be required by applicable law to abstain from voting. This control could also delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from obtaining control of our Company even if it is in the best interests of our Company. The interests of our Promoter could conflict with the interests of our other equity shareholders, and the Promoter could make decisions that materially and adversely affect your investment in the Equity Shares. In addition, for so long as the Promoter Group continues to exercise significant control over the Company, they may influence the material policies of the Company in a manner that could conflict with the interests of our other shareholders. The Promoter Group may have interests that are adverse to the interests of our other shareholders and may take positions with which our other shareholders do not agree.

33. *Our Promoter, Directors and Key Managerial Personnel may have interests in us other than reimbursement of expenses incurred or normal remuneration or benefits.*

Our Promoter is interested in us to the extent of any transactions entered into or his shareholding and dividend entitlement in us. Our Directors are also interested in us to the extent of remuneration paid to them for services rendered as our Directors and reimbursement of expenses payable to them. Our Directors may also be interested to the extent of any transaction entered into by us with any other company or firm in which they are directors or partners or in their individual capacity. For further details, please refer "Our Management" and "Related Party Transactions" forming part of "Financial Statements" on page no. 78 and – respectively of this Draft Letter of Offer.

34. *We benefit from our relationship with our Promoter and our business and growth prospects may decline if we cannot benefit from this relationship in the future.*

We benefit in many ways from our relationship with our Promoter, Mr. Vijaygopal Parasram Atal, as a result of his reputation, experience and knowledge of the construction and infrastructure development industry. Mr.

Vijaygopal Parasram Atal, who has been associated with this sector in Nashik for over 30 years, has been primarily responsible for the direction and growth of our business and has been instrumental in our strategic planning, including identifying our on-going projects. Our growth and future success is influenced, in part, by our continued relationship with Mr. Vijaygopal Parasram Atal. We cannot assure you that we will be able to continue to take advantage of the benefits from this relationship in the future. If we lose our relationship with Mr. Vijaygopal Parasram Atal for any reason, our business and growth prospects may decline and our financial condition and results of operations may be adversely affected.

35. *Our insurance coverage may not be sufficient or may not adequately protect us against any or all hazards, which may adversely affect our business, results of operations and financial condition.*

Our Company believes that its insurance coverage is adequate and consistent with industry standards. Our principal types of coverage include standard perils and fire insurance, vehicle insurance and contractors' plant and machinery insurance. While we believe that the insurance coverage which we maintain is in keeping with industry standards and would be reasonably adequate to cover the normal risks associated with the operation of our businesses, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. To the extent that we suffer loss or damage, or successful assertion of one or more large claims against us for events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected. For further details on our insurance arrangements, please refer "Our Business – Insurance" on page no 68 of this Draft Letter of Offer.

ISSUE SPECIFIC RISK

36. *SEBI has recently, by way of circulars dated January 22, 2020, May 6, 2020, January 19, 2021, April 22, 2021 and October 01, 2021 streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars and in this Letter of Offer.*

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. Eligible Equity Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI circulars dated January 22, 2020, May 6, 2020, January 19, 2021, April 22, 2021, and October 01, 2021, and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. For details, see "Terms of the Issue" on page 140 of this Draft Letter of Offer.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue 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 opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; 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.

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

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat 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 demat 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 demat 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).

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

The Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and 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 140.

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

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 such Rights Equity Shares to the Applicant’s demat account with its depository participant shall be completed within such period as 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, results of operation, cash flows or financial condition, or other events affecting the Applicant’s decision to invest in the Rights Equity Shares, would not arise between the Issue Closing Date and the date of Allotment in this Issue. Occurrence of any such events after the Issue Closing Date could also impact the market price of our Equity Shares. The Applicants shall 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.

40. Investors will be subject to market risks until the Equity Shares are credited to the investor’s demat account are listed and permitted to trade.

Investors can start trading our Equity Shares allotted to them only after they have been credited to an investor’s demat account, are listed and permitted to trade. Since our Equity Shares are currently traded on the Stock Exchange, investors will be subject to market risk from the date they pay for our Equity Shares to the date when trading approval and listing approval are granted for the same. Further, there can be no assurance that our Equity Shares allocated to an investor will be credited to the investor’s demat account or that trading in such Equity Shares will commence in a timely manner.

41. Any further issuance of Equity Shares by Our Company or sales of Equity Shares by any significant shareholders may adversely affect the trading price of the Equity Shares.

Any future issuance of Equity Shares by our Company could dilute the investors’ shareholding. Any such future issuance of Equity Shares or sales of Equity Shares by any of our significant shareholders may also adversely affect the trading price of the Equity Shares, and could impact our ability to raise capital through an offering of securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares.

42. *There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a shareholder's ability to sell, or the price at which it can sell, the Equity Shares at a particular point in time.*

The price of the Equity Shares will be subject to a daily circuit breaker imposed by all stock exchanges in India which does not allow transactions beyond a certain level of volatility in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by the SEBI on Indian stock exchanges. The percentage limit on our circuit breaker is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges do not inform us of the percentage limit of the circuit breaker from time to time, and may change it without our knowledge. This circuit breaker effectively limits upward and downward movements in the price of the Equity Shares. As a result, shareholders' ability to sell the Equity Shares, or the price at which they can sell the Equity Shares, may be adversely affected at a particular point in time.

43. *We may decide not to proceed with this Issue at any time before allotment. If we decide not to proceed with the Issue after the Issue Opening Date but before Allotment, the refund of Application amounts deposited will be subject to us complying with our obligations under applicable laws.*

The Company reserves the right not to proceed with this Issue at any time before the Allotment. If we withdraw the Issue after the Issue Opening Date, we will be required to refund all Application amounts deposited within 4 days of the Issue Closing Date. We shall be required to pay interest at the rate of 15% per annum on the Application amounts received if refund orders are not dispatched within 4 days from the Issue Closing Date. Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment and (ii) the final RoC approval, if required.

44. *Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.*

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if Securities Transaction Tax (STT) has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Any gain realized on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. 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. In addition, changes in the terms of tax treaties or in their interpretation, as a result of renegotiations or otherwise, may affect the tax treatment of capital gains arising from a sale of Equity Shares.

EXTERNAL RISK FACTORS

45. *The Companies Act, 2013 has effected significant changes to the existing Indian company law framework, which may subject us to higher compliance requirements and increase our compliance costs.*

The Companies Act, 2013 introduced certain additional requirements which do not have corresponding equivalents under the Companies Act, 1956. Accordingly, we may face challenges in interpreting and complying with such provisions due to limited jurisprudence on them. In the event, our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or clarifications issued by the Government in the future, we may face regulatory actions or we may be required to undertake remedial steps. We may face difficulties in complying with any such overlapping requirements. Further, we cannot currently determine the impact of provisions of the Companies Act, 2013, which are yet to come in force. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

46. *Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, results of operations, financial condition and prospects.*

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

47. Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse effects on our operations and financial performance.

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

48. Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and our business.

Terrorist attacks and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, impede travel and other services and ultimately adversely affect our business. In addition, any deterioration in relations between India and Pakistan might result in investor concern about stability in the region, which could adversely affect the price of our Equity Shares.

India has also witnessed civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic and political events in India could have a negative impact on the value of share prices generally as well as the price of our Equity Shares. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the price of our Equity Shares.

49. Instability in financial markets could materially and adversely affect our results of operations and financial condition.

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets.

The global financial turmoil, an outcome of the sub-prime mortgage crisis which originated in the United States of America, led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil, evident from the sharp decline in SENSEX, BSE's benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

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

Any adverse revisions to India's debt ratings by domestic or international rating agencies may adversely affect our Company's ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could harm our Company's business and financial performance and ability to obtain financing for capital expenditures.

51. Conditions in the Indian securities market and stock exchanges may affect the price and liquidity of our Equity Shares.

Indian stock exchanges, which are smaller and more volatile than stock markets in developed economies, have in the past, experienced problems which have affected the prices and liquidity of listed securities of Indian companies. These problems include temporary exchange closures to manage extreme market volatility, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time-to-time restricted securities from trading, limited price movements and restricted

margin requirements. Further, disputes have occurred on occasion between listed companies and the Indian stock exchanges and other regulatory bodies that, in some cases, there had been a negative effect on market sentiment. If similar problems occur in the future, the market price and liquidity of the Equity Shares could be adversely affected. Further, a closure of, or trading stoppage on, either of the Stock Exchanges could adversely affect the trading price of our Equity Shares.

SECTION IV – INTRODUCTION

THE ISSUE

This Issue has been authorised by way of a resolution passed by our Board of Directors on January 29, 2024, in pursuance of Section 62 of the Companies Act, 2013.

The following is a summary of the Issue, which should be read in conjunction with, and is qualified in its entirety by, more detailed information in “*Terms of the Issue*” on page 140 of this Draft Letter of Offer.

Right Shares proposed to be Issued in this Issue	Upto [●] Rights Equity Shares.
Rights Entitlement for Equity Shares	Upto [●] ([●]) Rights Equity Shares for every [●] ([●]) Equity Shares held on the Record Date i.e. [●].
Record Date	[●]
Fractional Entitlement	For Equity Shares being offered under this Issue, if the shareholding of any of the Eligible Shareholders is less than [●] Equity Shares or is not in multiples of [●] Equity Shares, the fractional entitlement of such Eligible Shareholders shall be ignored for computation of the Rights Entitlements. However, Eligible Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of 1 (One) Additional Right Share each, if such Eligible Shareholders have applied for Additional Right Shares over and above their Rights Entitlements, if any.
Face Value per Equity Share	₹2.00/- (Rupees Two Only) each.
Issue Price per Equity Share	₹ [●]/- (Rupees [●] Only) including a premium of ₹ [●]/- (Rupees [●] Only) per Rights Equity Share.
Issue Size	Upto ₹ 2,700.00 Lakhs
Voting Rights and Dividend	The Equity Shares issued pursuant to this Issue shall rank pari passu in all respects with the Equity Shares of our Company.
Equity Shares outstanding prior to the Issue	7,40,10,000
Equity Shares outstanding after the Issue (assuming full subscription for and allotment of the Rights Entitlement)	[●]
Terms of the Issue	Please refer to the section titled “ <i>Terms of the Issue</i> ” beginning on page 140 of this Draft Letter of Offer.
Use of Issue Proceeds	Please refer to the section titled “ <i>Objects of the Issue</i> ” beginning on page 43 of this Draft Letter of Offer.
Security Code/ Scrip Details	ISIN: INE0ALR01029 BSE Scrip Code: 543911 NSE Scrip ID: ATALREAL ISIN for Rights Entitlements: [●]

For details in relation to fractional entitlements, see “*Terms of the Issue-Fractional Entitlements*” beginning on page 140 of this Draft Letter of Offer.

TERMS OF PAYMENT

Amount payable per Right Share	Face Value	Premium	Total
On Application	₹2.00/-	₹ [●]	₹ [●]

Issue Schedule

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

**Eligible Equity Shareholders are requested to ensure that renunciation through off- market transfer is completed in such manner that the Rights Entitlement are credited to the demat account of the Renouncees on or prior to the 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.*

GENERAL INFORMATION

Atal Realtech Limited was incorporated as a private limited company under the Companies Act, 1956 in the name of Atal Realtech Private Limited at Mumbai vide Certificate of Incorporation dated August 25, 2012. Subsequently, the name of our Company was changed from Atal Realtech Private Limited to Atal Realtech Limited on December 12, 2019. Pursuant to conversion of our Company to a public limited company, our name was changed to Atal Realtech Limited and a fresh certificate of incorporation consequent upon change of name on conversion to public limited company was issued by the ROC, January 21, 2020. For details of changes in name and registered office of our Company, please refer to the section titled “General Information” beginning on page no. 36 of this Draft Letter of Offer.

The Corporate Identity Number of our Company is L45400MH2012PLC234941.

Registered Office of our Company

Atal Realtech Limited

Unit No. 301 and 302, ABH Developers Town Square,
S No. 744, Nashik, Maharashtra, India, 422002

Telephone: 022 - 253 – 231 2627

Fax No: NA

Email: atalrealtech@gmail.com, info@atalrealtech.com

Website: www.atalrealtech.com;

Registration Number: 234941

Registrar of Companies

Our Company is registered at the Registrar of Companies, Mumbai located at 100, 5th floor, Everest, Near Marine Lines Railway Station, Marine Drive, Mumbai 400 002, India.

Board of Directors of our Company

The following table sets forth the Board of Directors of our Company:

Sr. No.	Name	Designation	Address	DIN
1.	Vijaygopal Parasram Atal	Managing Director	501, Vijayraj Apartment, Gangapur Road, Near Vidya Vikas Circle, Shrirang Nagar, Nashik 422013	00126667
2.	Kuntal Manoj Badiyani	Non-Executive Independent Director	B/24, Gajanan Society, Panchavati, Karanja, Nashik - 422 003	07646960
3.	Amit Sureshchandra Atal	Executive Director	Near Gandhi Nagar Tq Digras, Yawatmal Maharashtra India 444001	03598620
4.	Sharanya Shashikanth Shetty	Non-Executive Independent Director	Patil Presidency A-1, College Road, Vise Mala, Canada Corner, HPT College, Nashik - 422 005	08572805
5.	Akshay Vinod Dhongade	Non-Executive Independent Director	B 05 Durgesh Residency, Gangapur Road	10045501
6.	Tanvi Vijaygopal Atal	Non-Executive Non Independent Director	501, Vijayraj Apartment, Gangapur Road, Near Vidya Vikas Circle, Shrirang Nagar, Nashik 422013	10051249

For further details of our Board of Directors, please refer to the section titled ‘Our Management’ beginning on page 65 of this Draft Letter of Offer.

CHIEF FINANCIAL OFFICER

Uday Laxman Satve is the Chief Financial Officer of our Company. His contact details are set forth hereunder.

Shop No. 1, Sumangal Builder House,
Holaram Colony, Sadhu Vaswani Road,
Nashik – 422002

Telephone: +91 253 231 2627

Fax No: NA

Email: cfo@atalrealtech.com

Website: www.atalrealtech.com

COMPANY SECRETARY AND COMPLIANCE OFFICER

Alok Singh, is the Company Secretary and Compliance Officer of our Company. Her contact details are set forth hereunder.

Unit No. 301 and 302, ABH Developers Town Square,
S No. 744, Nashik MH 422002 IN

Telephone: 0253 231 2627

Fax No: NA

Email: atalrealtech@gmail.com

DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS ISSUE OF OUR COMPANY:

REGISTRAR TO THE ISSUE

LINK INTIME INDIA PRIVATE LIMITED

C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400083, Maharashtra, India.

Tel No.: +91 8108114949

Email: atalrealtech.rights2024@linkintime.co.in

Website: www.linkintime.co.in

Investor Grievance Email: atalrealtech.rights2024@linkintime.co.in

Contact Person: Ms. Shanti Gopalakrishnan

SEBI Registration No.: INR000004058

Validity of Registration: Permanent

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) For details on the ASBA process, see section titled “*Terms of the Issue*” beginning on page 140 of this Draft Letter of Offer.

STATUTORY AND PEER REVIEW AUDITOR OF OUR COMPANY

M/s. A.S. Bedmutha & Co

Chartered Accountants

5-6, Utility Center, Sharanpur Road, Nashik - 422 002

Email: smruti@asbedmutha.com

Telephone No.: 0253 -2317191

Contact Person: Ms. Smruti R. Dungarwal

Membership No: 144801

Firm Registration No: 101067W

Peer Review Certificate No: 013807

BANKERS TO THE ISSUE/REFUND BANK

[•]
[•]
E-mail: [•]
Telephone: [•]
Contact Person: [•]
Website: [•]

DESIGNATED INTERMEDIARIES

Self-certified Syndicate Banks

The lists of Banks that have been notified by SEBI to act as SCSBs for the ASBA process are provided on at the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For details on designated branches of SCSBs collecting the ASBA Application Forms, refer to the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

Registrar to The Issue and Share Transfer Agents (“RTA”)

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI (www.sebi.gov.in), and For details on RTA, please refer <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

Collecting Depository Participants (“CDP”)

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the CDPs eligible to accept Bid cum Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

CREDIT RATING

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

DEBENTURE TRUSTEE

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

MONITORING AGENCY

Since the Issue size does not exceed ₹10,000 Lakhs, there is no requirement to appoint a monitoring agency in relation to the Issue under SEBI (ICDR) Regulation.

APPRAISING ENTITY

None of the purposes for which the Net Proceeds are proposed to be utilized have been financially appraised by any banks or financial institution or any other independent agency.

UNDERWRITING

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

MINIMUM SUBSCRIPTION

In accordance with Regulation 86 of the SEBI ICDR Regulations, if our Company does not receive the minimum subscription of 90% of the Issue Size, our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date. If there is any delay in the refund of the subscription amount beyond such period as prescribed by applicable laws, our Company and Directors shall pay interest for the delayed period, at such rates as prescribed under the applicable laws.

FILING

SEBI vide its Amendment regulations i.e., SEBI (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 w.e.f. 28.09.2020, has granted certain relaxations with respect to rights issues under the SEBI ICDR Regulations. One of those relaxations is the increase of threshold of the rights issue size for filing of the Letter of Offer with SEBI. The threshold of the rights issue size under Regulation 3 of the SEBI (ICDR) Regulations has been increased from Ten Crores to Fifty Crores. Since the size of this Issue falls under the threshold, this Draft Letter of Offer had been filed with the Stock Exchange and will not be filed with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with the Stock Exchanges.

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:

Last Date for credit of Rights Entitlements	[●]
Issue Opening Date	[●]
Last Date for On Market Renunciation of Rights Entitlements#	[●]
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)	[●]

Note:

#Eligible 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 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 Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

Please note that if Eligible Shareholders holding Equity Shares who have not provided the details of their demat accounts to our Company or to the Registrar to the Issue, they are required to provide their demat account details to our Company or the Registrar to the Offer not later than 2 (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, at least 1 (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 to the Issue will not be liable for any loss on account of non-submission of Applications on or before the Issue Closing Date. Further, it is also encouraged that the Applications are submitted well in advance before the Issue Closing Date. For details on submitting Application Forms, please refer to the section titled “*Terms of the Issue*” beginning on page 140 of this Draft Letter of Offer.

The details of the Rights Entitlements with respect to each Eligible Shareholders can be accessed by such respective Eligible Shareholders on the website of the Registrar to the Issue at www.linkintime.co.in after keying in their respective details along with other security control measures implemented there at. For further details, please refer to the paragraph titled see ‘Credit of Rights Entitlements in demat accounts of Eligible Shareholders’ under the section titled “*Terms of the Issue*” beginning on page 140 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 the Rights Entitlements are required to make an application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under this Issue.

CAPITAL STRUCTURE

The share capital of our Company as on the date of this Draft Letter of Offer is set forth below:

(₹ in Lakhs, except the shares data)

Particulars	Aggregate Value at Nominal Value	Aggregate Value at Issue Price
Authorised Share Capital		
11,50,00,000 Equity Shares of face value of ₹ 2 each	2,300.00	-
Issued, Subscribed and Paid-up Share Capital before the Issue		
7,40,10,000 Equity Shares of face value of ₹ 2 each	1,480.20	-
Present Issue in terms of this Draft Letter of Offer^{(a)(b)}		
Upto [●] ([●]) Issue of Equity Shares, each at a premium of ₹ [●]/- (Rupees [●] Only) per Equity Share, at an Issue Price of ₹ [●]/- (Rupees [●] Only) per Equity Share	[●]	[●]
Issued, subscribed and paid-up Equity Share capital after the Issue		
[●] ([●]) Equity Shares		[●]
Securities premium account		
Before the Issue		359.62
After the Issue ^(c)		[●]

Notes:

- (a) The present Issue has been authorized by our Board of Directors pursuant to the resolution passed in their meeting conducted on January 29, 2024;
- (b) Assuming full subscription for allotment of Right Shares;
- (c) Subject to finalization of Basis of Allotment, Allotment and deduction of Issue expense

NOTES TO THE CAPITAL STRUCTURE

- 1) The Equity Shares of our Company are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Letter of Offer;
- 2) At any given time, there shall be only one denomination of the Equity Shares. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time;
- 3) As on the date of this Draft Letter of Offer, our Company has not issued any special voting Right Shares and there are no outstanding Equity Shares having special voting rights;
- 4) The ex-rights price arrived in accordance with the formula prescribed Regulation 10 (4) (b) of the SEBI (SAST) Regulations, in connection with the Issue is ₹ [●] (Rupees [●] Only);
- 5) **Details of outstanding warrants, outstanding instruments with an option to convert or securities which are convertible at a later date into Equity Shares**

As on the date of this Draft Letter of Offer, our Company does not have any outstanding warrants, outstanding instruments with an option to convert or securities which are convertible at a later date into Equity Shares;

- 6) **Details of stock option scheme of our Company**

As on the date of this Draft Letter of Offer, our Company does not have a stock option scheme;

- 7) **Details of Equity Shares held by the promoter and promoter group including the details of lock-in, pledge of and encumbrance on such Equity Shares**

As on the date of this Draft Letter of Offer, none of the Equity Shares held by the members of the Promoter and Promoter Group of the Company are locked-in, pledged and encumbered;

8) Details of Equity Shares acquired by the promoter and promoter group in the last one year prior to the filing of this Draft Letter of Offer

No equity shares are acquired by promoter and promoter group in the last one year prior to the filing of this Draft Letter of Offer.

9) Intention and participation by the promoter and promoter group

Our Promoter(s) and entities forming part of our Promoter Group have, vide their letters dated May 10, 2024 (the “Subscription Letters”) undertaken that the Rights Issue is only for the Public Shareholders and there will be no Rights Entitlement to the Promoters and entities forming part of the Promoter Group. However, in the eventuality of an under-subscription in the Issue the Promoters and entities forming part of the Promoter Group will subscribe to the unsubscribed portion.

The subscription on account of un-subscribed portion, made by Promoter(s) and entities forming part of our Promoter Group shall be made subject to such subscription not resulting in the minimum public shareholding of our Company falling below the level prescribed in Regulation 38 of the LODR/ SCRR.

Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements pursuant to the Rights Issue.

Shareholding Pattern of our company as per the latest quarterly filing with the Stock Exchange in compliance with SEBI Listing Regulations:

- i. The shareholding pattern of our Company as on December 31, 2023, can be accessed on the website of the BSE at <https://www.bseindia.com/stock-share-price/atal-realtech-ltd/atalreal/543911/shareholding-pattern/> and the NSE at <https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=ATALREAL&tabIndex=equity>
- ii. Statement showing holding of Equity Shares of the Promoters and Promoter Group including details of lock-in, pledge of and encumbrance thereon, as on December 31, 2023 can be accessed on the website of the BSE at <https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=543911&qtrid=120.00&QtrName=December%202023https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=543911&qtrid=120.00&QtrName=December%202023> and the NSE at <https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=ATALREAL&tabIndex=equity>
- iii. Statement showing holding of Equity Shares of persons belonging to the category “Public” including shareholders holding more than 1% of the total number of Equity Shares as on December 31, 2023 can be accessed on the website of the BSE at <https://www.bseindia.com/corporates/shpPublicShareholder.aspx?scripcd=543911&qtrid=120.00&QtrName=December%202023> and the NSE at <https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=ATALREAL&tabIndex=equity>

10) Details of shares locked-in, pledged, encumbrance by Promoters and Promoter Group:

As on the date of this Draft Letter of Offer, none of the Equity Shares held by our Promoter or the members of the Promoter Group are locked in, pledged or otherwise encumbered.

SECTION V – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

Our Company proposes to utilize the Net Proceeds to:

1. Towards working capital requirements
2. General Corporate Purposes.

We intend to utilize the gross proceeds raised through the Issue (the “Issue Proceeds”) after deducting the Issue related expenses (“Net Proceeds”) for the above mentioned Objects.

The objects set out in the Memorandum of Association enable us to undertake our existing activities and the activities for which funds are being raised by us through the Issue and the activities for which the borrowings proposed to be prepaid in full or part from the Net Proceeds.

Issue Proceeds

The details of Issue Proceeds are set forth in the following table

Particulars	Amt. (₹ in lakhs)
Gross Proceeds from the Issue [#]	Up to 2,700.00*
Less: Issue Expenses	[•]
Net Proceeds from the Issue	[•]

[#] Assuming full subscription and Allotment

*The issue size will not exceed ₹2,700.00 lakhs. If there is any reduction in the amount on account of or at the time of finalisation of issue price and Rights Entitlements Ratio, the same will be adjusted against General Corporate Purpose.

REQUIREMENT OF FUNDS AND UTILIZATION OF ISSUE PROCEEDS

We intend to utilize the Net Proceeds of the Issue as set forth below:

Sr. No.	Particulars	Amt. (₹ in lakhs)
1.	Working Capital Requirements	Up to 2141.00
2.	Funding expenditure for General Corporate Purposes	[•]
	Total	[•]

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)

Sr. No.	Particulars	Amount to be deployed from Net Proceeds	Estimated deployment of Net Proceeds for the Financial Year ending March 31, 2025
1.	Working Capital Requirements	Up to 2141.00	Up to 2141.00
2.	Funding expenditure for General Corporate Purposes [#]	[•]	[•]
	Total Net Proceeds*	[•]	[•]

[#]The amount to be utilized for General corporate purposes will not exceed 25.00% of the Gross Proceeds;

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

The above fund requirements are based on our management estimates and have not been appraised by any bank or financial institution. Our Company’s funding requirements and deployment schedule are subject to revision in the future at the discretion of our Board and will not be subject to monitoring by any independent agency. In

view of the competitive environment of the industry in which we operate, we may have to revise our business plan from time to time and consequently, our funding requirements may also change. Our historical funding requirements may not be reflective of our future funding plans. We may have to revise our funding requirements, and deployment from time to time on account of various factors such as economic and business conditions, increased competition and other external factors which may not be within our control. This may entail rescheduling the proposed utilisation of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law. Further, in case the Net Proceeds are not completely utilized in a scheduled Fiscal Year due to any reason, the same would be utilised (in part or full) in the next Fiscal Year/ subsequent period as may be determined by our Company, in accordance with applicable law. For further details, please see the section titled “Risk Factors” beginning on page 18 of this Draft Letter of Offer.

In case of any increase in the actual utilisation of funds earmarked for any of the Objects of the Issue or a shortfall in raising requisite capital from the Net Proceeds, such additional funds for a particular activity will be met through means available to us, including by way of incremental debt and/or internal accruals. If the actual utilisation towards any of the Objects is lower than the proposed deployment, such balance will be used for future growth opportunities including funding other existing Objects, if required and will be used towards general corporate purposes to the extent that the total amount to be utilized towards general corporate purpose will not exceed 25% of the Gross Proceeds from the Issue in accordance with applicable law.

MEANS OF FINANCE

Our Company proposes to meet the entire requirement of funds for the objects of the Issue from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance for the aforesaid object, excluding the amount to be raised from the Issue. The fund requirement and deployment are based on our management estimates and has not been appraised by any bank or financial institution or any other independent agencies. The fund requirement above is based on our current business plan and our Company may have to revise these estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment and interest or exchange rate fluctuations. Consequently, our Company’s funding requirements and deployment schedules are subject to revision in the future at the discretion of our management.

DETAILS OF THE OBJECTS OF THE ISSUE

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

1. To augment the existing and incremental working capital requirement of our company

We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals. We operate in a highly competitive and dynamic market conditions and may have to revise our estimates from time to time on account of external circumstances, business or strategy, foreseeable opportunity. Consequently, our fund requirements may also change.

The details of estimation of Working Capital Requirement (on a standalone basis), is as under:

<i>(Rs. in Lakhs)</i>				
Particulars	Fiscal 2022 (Audited)	Fiscal 2023 (Audited)	Fiscal 2024 (Provisional)	Fiscal 2025 (Estimated)
Current Assets				
Trade Receivables	1939.00	754.00	380.00	754.00
Inventories	1530.00	2439.00	3199.00	4458.00
Short term loans and advances	549.00	928.00	650.00	750.00
other current assets	273.00	724.00	974.00	1376.00
Total Current Assets	4290.00	4845.00	5203.00	7338.00
Current Liabilities:				
Trade Payables	858.00	785.00	436.00	626.00
Other Current Liabilities	48.00	97.00	686.00	126.00
Short Term Provisions	81.00	88.00	02.00	138.00

Total Current Liabilities	988.00	971.00	1124.00	889.00
Net working capital	3303.00	3874.00	4079.00	6449.00
Funding Pattern				
Internal Accruals/ Equity	2896.00	2950.00	3358.00	3358.00
Borrowings (Cash credit and loan repayable on demand)	407.00	923.00	722.00	950.00
Net Proceeds from the Issue	-	-	-	2141.00

Notes on Working Capital for the Fiscal 2022, 2023, 2024 and 2025.

Assumptions for holding level (Days)

Particulars	Fiscal 2022 (Audited)	Fiscal 2023 (Audited)	Fiscal 2024 (Provisional)	Fiscal 2025 (Estimated)
Inventory Holding period	117	220	304	285
Trade Receivables	157	121	51	40
Trade Payables	73	91	66	40
Short term loans and advances	6	9	7	8
Other current assets	7	18	24	20
Short term provisions	2	3	2	2
Other Current Liabilities	2	3	2	2

Justification of Holding Level

Inventory	We have calculated the Inventory holding period of around 220 days and 304 days for the FY 2022-23 and FY 2023-24 against the estimated period of around 285 days for FY 2024-25 which is lower than FY 2023-24. Further, we are expecting to increase our revenues with less holding period as this would help in faster conversion of inventory into sales and in turn would improve liquidity. Hence, the estimated Inventory holding period is reduced from the previous year
Trade Receivables	The Average collection period of FY 2022-23 and FY 2023-24 is calculated around 121 days and 51 days respectively. Further, the average collection period for the FY 2024-25 is estimated to be around 40 days which is lower than the previous years. So, in order to increase our revenue we are expecting to reduce our collection periods keeping in mind the current market conditions.
Trade Payables	In financial year 2022-23, our Trade Payable credit period was around 91 days. By making early payments to the suppliers the company shall be able to get competitive prices for materials and thereby increasing the profitability of the Company. Thus, the Company has estimated credit period of 66 days and 40 days in a FY 2023-24 and 2024-25 respectively, which would in turn help in reducing the cost of sales.
Working capital cycle	The working capital cycle is calculated as 250 days and 289 days respectively for the FY 2022-23 and FY 2023-24 respectively. Further, the working capital cycle for the FY 2024-25 is estimated to be 285 days which is lower than the previous year. The said reduction in working capital cycle is due to simultaneous reduction in Inventory holding period, Average collection period and Average payment period.
Short Term Loans and Advances	The working capital cycle is calculated as 250 days and 289 days respectively for the FY 2022-23 and FY 2023-24 respectively. Further, the working capital cycle for the FY 2024-25 is estimated to be 285 days which is lower than the previous year. The said reduction in working capital cycle is due to simultaneous reduction in Inventory holding period, Average collection period and Average payment period.
Other current assets	The working capital cycle is calculated as 250 days and 289 days respectively for the FY 2022-23 and FY 2023-24 respectively. Further, the working capital cycle for the FY 2024-25 is estimated to be 285 days which is lower than the previous year. The said reduction in working capital cycle is due to simultaneous reduction in Inventory holding period, Average collection period and Average payment period.
Short term provisions	The Short-term provisions is calculated as Rs. 2.17 Crore and Rs. 2.07 Crore respectively for the FY 2022-23 and FY 2023-24 respectively. Further, the short-term provisions for the FY 2024-25 is estimated to be Rs. 2 Crore. Since, we are expecting improved financial performance in the future period. Therefore, the ability to meet the future obligations would improve without the need for as many reserves. Hence, the amount of short term provisions is reduced as compared to the previous year.
Other Current	The Other Current Liabilities is calculated as Rs. 2.96 Crore and Rs. 2.26 Crore respectively for

Liabilities	the FY 2022-23 and FY 2023-24 respectively. Further, the other current liabilities for the FY 2024-25 is estimated to be Rs. 2.20 Crore. Since, we are expecting improved revenue in the future period. Therefore, the ability to meet the future obligations would improve resulting in paying off of liabilities. Hence, the amount of other current liabilities is reduced as compared to the previous year.
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2. General Corporate Purpose

The remaining Net Proceeds, if any, shall be utilized towards general corporate purposes and the amount to be utilized for general corporate purposes shall not exceed 25.00% (Twenty-Five Percent) of the Gross Proceeds. Such utilization towards general corporate purposes shall be to drive our business growth, including, amongst other things including but not limited funding our growth opportunities, strengthening marketing capabilities and brand building exercises, and strategic initiatives and any other purpose as permitted by applicable laws; subject to meeting regulatory requirements and obtaining necessary approvals/ consents, as applicable.

The quantum of utilization of funds towards any of the above purposes will be determined based on the amount actually available under this head and the business requirements of our Company, from time to time. Our Board will have flexibility in utilizing surplus amounts, if any.

EXPENSES FOR THE ISSUE

The Issue related expenses consist of fees payable to the Legal Counsel, processing fee to the SCSBs, Registrars to the Issue, printing and stationery expenses, advertising expenses and all other incidental and miscellaneous expenses for listing the Rights Equity Shares on the Stock Exchange. Our Company will need approximately ₹ [●]/- towards these expenses, a break-up of the same is as follows:

Sr. No.	Particulars	Amount (₹ in Lakhs)	% of Total Expenses	% of Total Issue size
1.	Fees of Registrar to the Issue	[●]	[●]%	[●]%
2.	Fee to the professional service providers and statutory fee	[●]	[●]%	[●]%
3.	Regulatory Expenses	[●]	[●]%	[●]%
4.	Statutory Advertising, Marketing, Printing and Distribution	[●]	[●]%	[●]%
5.	Other expenses (including miscellaneous expenses and stamp duty)	[●]	[●]%	[●]%
Total estimated Issue 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.*

MEANS OF FINANCE

Our Company proposes to meet the entire requirement of funds for the objects of the Issue from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance for the aforesaid object, excluding the amount to be raised from the Issue. The fund requirement and deployment are based on our management estimates and has not been appraised by any bank or financial institution or any other independent agencies. The fund requirement above is based on our current business plan and our Company may have to revise these estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment and interest or exchange rate fluctuations. Consequently, our Company's funding requirements and deployment schedules are subject to revision in the future at the discretion of our management.

APPRAISAL OF THE OBJECTS

None of the Objects of the Issue for which the Net Proceeds will be utilized have been appraised by any bank or financial institution.

SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF FUNDS

Our Company proposes to deploy the entire Net Proceeds towards the Objects as described herein during Fiscal 2024-2025.

The funds deployment described herein is based on management estimates and current circumstances of our business and operations. Given the dynamic nature of our business, we may have to revise our funding requirements and deployment on account of variety of factors such as our financial condition, business and strategy, including external factors which may not be within the control of our management. This may entail rescheduling and revising the planned funding requirements and deployment and increasing or decreasing the funding requirements from the planned funding requirements at the discretion of our management. Accordingly, the Net Proceeds of the Issue would be used to meet all or any of the purposes of the funds requirements described herein.

BRIDGE FINANCING FACILITIES

Our Company have not raised or availed any bridge financing facilities for meeting the expenses as stated under the Objects of the Issue.

INTERIM USE OF FUNDS

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described above, our Company intends to deposit the Net Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 or make any such investment as may be allowed by SEBI from time to time.

MONITORING OF UTILIZATION OF FUNDS

Since the proceeds from this Issue are less than ₹10,000 Lakhs, in terms of Regulation 41(1) of the SEBI (ICDR) Regulations, our Company is not required to appoint a monitoring agency for this Issue. However, as per SEBI (LODR) Regulation, the Board of Directors of the Company would be monitoring the utilization of the proceeds of the Issue. The Company will disclose the utilization of the Issue Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. The Company will indicate investments, if any, of unutilized Issue Proceeds in the Financial Statements of the Company for the relevant Financial Years subsequent to receipt of listing and trading approvals from the Stock Exchanges.

We will also on an annual basis, prepare a statement of the funds which have been utilized for purposes other than those stated in this Draft Letter of Offer, if any, and place it before the Audit Committee and the Board. Such disclosure will be made only until all the Issue Proceeds have been utilized in full. Pursuant to Regulation 32 of the SEBI (LODR) Regulation, the Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Issue Proceeds. In accordance with Regulation 32 of the SEBI (LODR) Regulation, the Company shall furnish to the Stock Exchange, on a quarterly basis, a statement on material deviations, if any, in the utilization of the proceeds of the Issue from the objects of the Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results after placing the same before the Audit Committee.

INTEREST OF PROMOTERS AND DIRECTORS IN THE OBJECTS OF THE ISSUE

Except as disclosed above, there are no material existing or anticipated transactions in relation to the utilization of the Net Proceeds with our Promoters, Directors or Key Management Personnel of our Company and no part of the Net Proceeds will be paid as consideration to any of them.

STATEMENT OF TAX BENEFITS

To,

The Board of Directors,
Atal Realtech Limited
Unit No. 301 and 302, ABH Developers Town Square,
S No. 744, Nashik, Maharashtra, India, 422002

Dear Sirs,

Sub: Proposed rights issue of equity shares of face value of ₹ 2 each (“Equity Shares”) of Atal Realtech Limited (the “Company” and such offering, “the Issue”)

We report that the enclosed statement in the **Annexure**, states the possible special tax benefits available to Atal Realtech Limited (‘**the Company**’) and the shareholders of the Company under the Income Tax Act, 1961 (‘Act’) and Income Tax Rules, 1962 including amendments made by Finance Act 2022 (**hereinafter referred to “Income Tax Laws”**) and indirect tax laws i.e. 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, the rules and regulations, circulars and notifications issued there under, Foreign Trade Policy presently in force in India available to the Company and its shareholders. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure are not exhaustive. This 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 Rights Issue. Neither are we neither suggesting nor advising the investor to invest money based on this statement.

We do not express any opinion or provide any assurance as to whether:

- a) The Company or its Equity Shareholders will continue to obtain these benefits in future; or
- b) The conditions prescribed for availing the benefits have been / would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

We also consent to the references to us as “Experts” as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013 to the extent of the certification provided hereunder and included in the Draft Letter of Offer and Letter of Offer (“Offer Documents”) of the Company or in any other documents in connection with the Issue.

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its Issue, which may have a material effect on the discussions herein.

We hereby give consent to include this statement of special tax benefits in the Offer Documents and in any other material used in connection with the Issue.

For and on behalf of
M/s. A.S. Bedmutha & Co
Chartered Accountants
Firm Registration Number: 101067W

Name: Smruti R. Dungarwal
Partner
ICAI Membership Number: 144801
UDIN: 24144801BKHAXL7168
Date: March 25, 2024
Place: Nashik

ANNEXURE TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Income Tax Act 1961 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 fact that 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.

I. UNDER THE INCOME TAX ACT, 1961 (hereinafter referred to as the 'Act')

A. SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE ACT

- Lower Corporate Tax rate under Section 115BAA

In terms of section 115BAA, now domestic companies are entitled to avail a concessional rate of 22% (plus applicable surcharge and cess) on fulfilment of certain conditions. The option to apply this tax rate was available from Financial Year ('FY') 2019-20 relevant to Assessment Year ('AY') 2020-21 and the option once exercised shall apply to subsequent AYs.

The concessional rate is subject to a company not availing any of the following deductions under the provisions of the Act:

- Section 10AA: Tax holiday available to units in a Special Economic Zone.
- Section 32(1) (ia): Additional depreciation
- Section 32AD: Investment allowance
- Section 33AB/ABA: Tea coffee rubber development expenses/ site restoration expenses
- Section 35(1)/(2AA)/(2AB): Expenditure on scientific research
- Section 35AD: Deduction for capital expenditure incurred on specified business
- Section 35CCC/CCCD: Expenditure on agricultural extension/ skill development
- Chapter VI-A except for the provisions of section 80JJAA and section 80M

The total income of a company availing the concessional rate of 25.168% (i.e., 22% along with surcharge and health and education cess) is required to be computed without set-off of any carried forward loss and depreciation attributable to any of the aforesaid deductions/ incentives. A company can exercise the option to apply for the concessional tax rate in its return of income filed under section 139(1) of the Act. Further, provisions of Minimum Alternate Tax ('MAT') under section 115JB of 'The Income Tax Act, 1961' shall not be applicable to companies availing this reduced tax rate, thus, any carried forward MAT credit cannot be claimed. The provisions do not specify any limitation/ condition on account of turnover, nature of business or date of incorporation for opting for the concessional tax rate. Accordingly, all existing as well as domestic companies are eligible to avail this concessional tax rate.

Note: The Company has already opted for the concessional tax rate benefit for the FY 2019-20 relevant to the AY 2020-21 as mentioned in the Section 115BAA for which declaration in form 10IC has already been filed with the income tax authority.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER UNDER THE ACT

There are no special tax benefits available to the shareholders of the company.

Note:

1. The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares
2. All the above statements 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.
3. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

4. This 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, 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 Issue.
5. We have not commented on the taxation aspect under any law for the time being in force, as applicable, of any country other than India. Each investor is advised to consult its own tax consultant for taxation in any country other than India.
6. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

STATEMENT OF INDIRECT TAX BENEFITS AVAILABLE TO THE COMPANY AND THE EQUITY SHAREHOLDERS

II. The Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 (“GST Act”), the Customs Act, 1962 (“Customs Act”) and the Customs Tariff Act, 1975 (“Tariff Act”) (collectively referred to as “indirect tax”)

A. SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE ACT

The Company is not entitled to any special tax benefits under indirect tax laws.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER UNDER THE ACT

The Shareholders of the Company are not entitled to any Special Tax Benefits under indirect tax laws.

Note:

1. The above statement is based upon the provisions of the specified Indirect tax laws, and judicial interpretation thereof prevailing in the country, as on the date of this Annexure.
2. All the above statements are as per the Indirect Tax laws and does not cover any direct tax law benefits or benefit under any other law.
3. This 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, 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 Issue.
4. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

SECTION VI – ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this chapter has been extracted from the websites of and publicly available documents from various sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with this Issue has independently verified the information provided in this chapter. Industry sources and publications, referred to in this chapter, generally state that the information contained therein has been obtained from sources generally believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information.

OVERVIEW OF THE GLOBAL AND INDIAN ECONOMY

GLOBAL ECONOMIC OUTLOOK

Global growth is projected at 3.1 percent in 2024 and 3.2 percent in 2025, with the 2024 forecast 0.2 percentage point higher than that in the October 2023 World Economic Outlook (WEO) on account of greater-than expected resilience in the United States and several large emerging market and developing economies, as well as fiscal support in China. The forecast for 2024–25 is, however, below the historical (2000–19) average of 3.8 percent, with elevated central bank policy rates to fight inflation, a withdrawal of fiscal support amid high debt weighing on economic activity, and low underlying productivity growth. Inflation is falling faster than expected in most regions, in the midst of unwinding supply-side issues and restrictive monetary policy. Global headline inflation is expected to fall to 5.8 percent in 2024 and to 4.4 percent in 2025, with the 2025 forecast revised down.

With disinflation and steady growth, the likelihood of a hard landing has receded, and risks to global growth are broadly balanced. On the upside, faster disinflation could lead to further easing of financial conditions. Looser fiscal policy than necessary and then assumed in the projections could imply temporarily higher growth, but at the risk of a more costly adjustment later on. Stronger structural reform momentum could bolster productivity with positive cross-border spillovers. On the downside, new commodity price spikes from geopolitical shocks including continued attacks in the Red Sea and supply disruptions or more persistent underlying inflation could prolong tight monetary conditions. Deepening property sector woes in China or, elsewhere, a disruptive turn to tax hikes and spending cuts could also cause growth disappointments

The global economic recovery from the COVID-19 pandemic, Russia’s invasion of Ukraine, and the cost-of-living crisis is proving surprisingly resilient. Inflation is falling faster than expected from its 2022 peak, with a smaller-than-expected toll on employment and activity, reflecting favorable supply side developments and tightening by central banks, which has kept inflation expectations anchored. At the same time, high interest rates aimed at fighting inflation and a withdrawal of fiscal support amid high debt are expected to weigh on growth in 2024.

Growth resilient in major economies. Economic growth is estimated to have been stronger than expected in the second half of 2023 in the United States, and several major emerging market and developing economies. In several cases, government and private spending contributed to the upswing, with real disposable income gains supporting consumption amid still-tight though easing labor markets and households drawing down on their accumulated pandemic-era savings. A supply-side expansion also took hold, with a broad-based increase in labor force participation, resolution of pandemic-era supply chain problems, and declining delivery times. The rising momentum was not felt everywhere, with notably subdued growth in the euro area, reflecting weak consumer sentiment, the lingering effects of high energy prices, and weakness in interest-rate-sensitive manufacturing and business investment

Global growth, estimated at 3.1 percent in 2023, is projected to remain at 3.1 percent in 2024 before rising modestly to 3.2 percent in 2025 (Table 1). Compared with that in the October 2023 WEO, the forecast for 2024 is about 0.2 percentage point higher, reflecting upgrades for China, the United States, and large emerging market and developing economies. Nevertheless, the projection for global growth in 2024 and 2025 is below the historical (2000–19) annual average of 3.8 percent, reflecting restrictive monetary policies and withdrawal of fiscal support, as well as low underlying productivity growth. Advanced economies are expected to see growth decline slightly in 2024 before rising in 2025, with a recovery in the euro area from low growth in 2023 and a

moderation of growth in the United States. Emerging market and developing economies are expected to experience stable growth through 2024 and 2025, with regional differences.

World trade growth is projected at 3.3 percent in 2024 and 3.6 percent in 2025, below its historical average growth rate of 4.9 percent. Rising trade distortions and geo economic fragmentation are expected to continue to weigh on the level of global trade. Countries imposed about 3,200 new restrictions on trade in 2022 and about 3,000 in 2023, up from about 1,100 in 2019, according to Global Trade Alert data. These forecasts are based on assumptions that fuel and nonfuel commodity prices will decline in 2024 and 2025 and that interest rates will decline in major economies. Annual average oil prices are projected to fall by about 2.3 percent in 2024, whereas nonfuel commodity prices are expected to fall by 0.9 percent. IMF staff projections are for policy rates to remain at current levels for the Federal Reserve, the European Central Bank, and the Bank of England until the second half of 2024, before gradually declining as inflation moves closer to targets. The Bank of Japan is projected to maintain an overall accommodative stance.

(Source: World Economic Outlook Update, January 2024)

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. India's gross domestic product (GDP) at current prices in the second quarter (Q2) of 2023-24 is estimated to be Rs. 71.66 trillion (US\$ 861.2 billion), as against Rs. 65.67 trillion (US\$ 789.2 billion) in Q2 of 2022-23, showing a growth rate of 9.1%. 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. In 2023-24 (April-December), India's service exports stood at US\$ 247.92 billion. Furthermore, India's overall exports (services and merchandise) in 2023-24 (April-December) were estimated at US\$ 565.04 billion. Rising employment and substantially 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 largely 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.

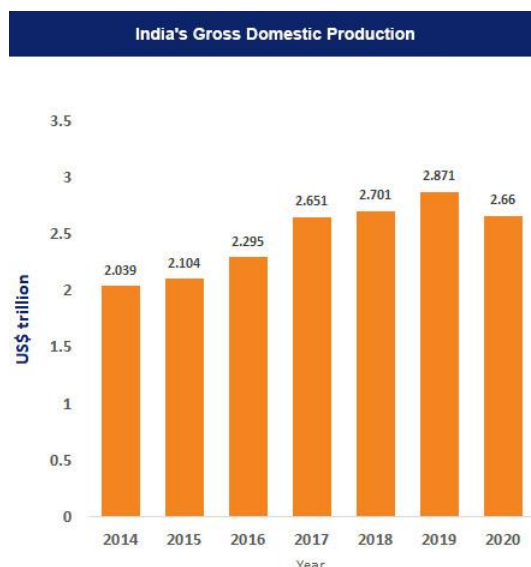
India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

MARKET SIZE

India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 296.58 trillion (US\$ 3.56 trillion) in 2023-24. Additionally, the Nominal GDP at current prices in Q2 of 2023-24 was Rs. 71.66 trillion (US\$ 861.2 billion), as against Rs. 65.67 trillion (US\$ 789.2 billion) in 2022-23, estimating a growth of 9.1%. As of 03rd October 2023, India is home to 111 unicorns with a total valuation of US\$ 349.67 Billion. Out of the total number of unicorns, 45 unicorns with a total valuation of US\$ 102.30 Billion were born in 2021 and 22 unicorns with a total valuation of \$ 29.20 Billion were born in 2022. 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, 'Pancharjit'. 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. The current account deficit stood at US\$ 8.3 billion, or 1% of GDP, in the second quarter of fiscal 2023-24 as compared to US\$ 9.2 billion or 1.1% of GDP in the preceding quarter.

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 generally 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. Further, In the interim budget for FY24, Government increased FY25 Capex outlay to record Rs.11.11 lakh crore (US\$ 133.5 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: <https://www.ibef.org/economy/indian-economy-overview>)

REAL ESTATE

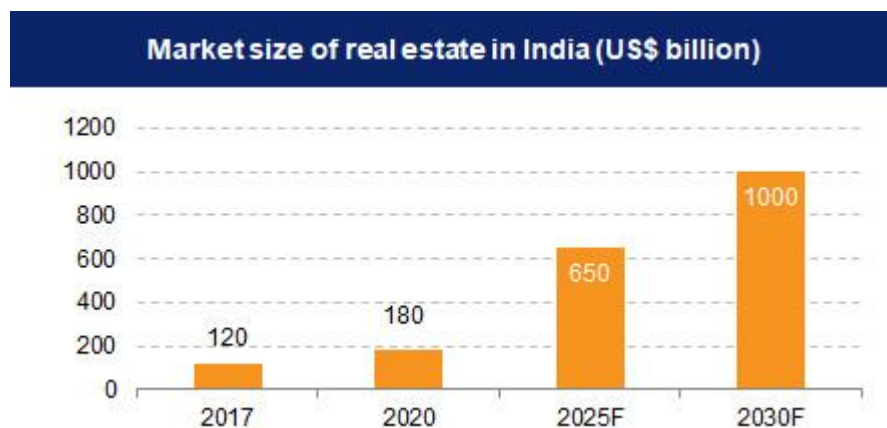
The real estate sector is one of the most globally recognized sectors. It comprises of four sub-sectors - housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth in the

corporate environment and the demand for office space as well as urban and semi-urban accommodation. The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

By 2040, the real estate market will grow to Rs. 65,000 crore (US\$ 9.30 billion) from Rs. 12,000 crore (US\$ 1.72 billion) in 2019. Real estate sector in India is expected to reach US\$ 1 trillion in market size by 2030, up from US\$ 200 billion in 2021 and contribute 13% to the country's GDP by 2025. Retail, hospitality, and commercial real estate are also growing significantly, providing the much-needed infrastructure for India's growing needs.

India's real estate sector is expected to expand to US\$ 5.8 trillion by 2047, contributing 15.5% to the GDP from an existing share of 7.3%.

In FY23, India's residential property market witnessed with the value of home sales reaching an all-time high of Rs. 3.47 lakh crore (US\$ 42 billion), marking a robust 48% year-on-year increase. The volume of sales also exhibited a strong growth trajectory, with a 36% rise to 379,095 units sold.



Indian real estate developers operating in the country's major urban centres are poised to achieve a significant feat in 2023, with the completion of approximately 558,000 homes.

India's real estate sector saw over 1,700 acres of land deals in top eight cities in the first Nine months of FY22. Foreign investments in the commercial real estate sector were at US\$ 10.3 billion from 2017-2021. As of February 2022, Developers expected demand for office spaces in SEZs to shoot up after the replacement of the existing SEZs act.

As per ICRA estimates, Indian firms were expected to raise >Rs. 3.5 trillion (US\$ 48 billion) through infrastructure and real estate investment trusts in 2022, as compared with raised funds worth US\$ 29 billion to date.

The office market in the top eight cities recorded transactions of 22.2 msf from July 2020 to December 2020, whereas new completions were recorded at 17.2 msf in the same period. In terms of share of sectoral occupiers, Information Technology (IT/ITeS) sector dominated with a 41% share in the second half of 2020, followed by BSFI and Manufacturing sectors with 16% each, while Other Services and Co-working sectors recorded 17% and 10%, respectively.

Around 40 million square feet were delivered in India in 2021. It is expected that the country will have a 40% market share in the next 2-3 years. India was expected to deliver 46 million square feet in 2022.

According to Savills India, real estate demand for data centres is expected to increase by 15-18 million sq. ft. by 2025.

In 2020, the manufacturing sector accounted for 24% of office space leasing at 5.7 million square feet. SMEs and electronic component manufacturers leased the most between Pune, Chennai and Delhi NCR, followed by auto sector leasing in Chennai, Ahmedabad and Pune. The 3PL, e-commerce and retail segments accounted for

34%, 26% and 9% of office space leases, respectively. Of the total PE investments in real estate in Q4 FY21, the office segment attracted 71% share, followed by retail at 15% and residential and warehousing with 7% each.

In 2022, office absorption in the top seven cities stood at 38.25 million Sq. ft.

In the first quarter of 2023 (January-March), net office absorption in the top six cities stood at 8.3 million sq. ft.

Fresh real estate launches across India's top seven cities grabbed a 41% share in the first quarter of 2023 (January-March), marking an increase from the 26% recorded in the same period four years ago. Out of approximately 1.14 lakh units sold across the top seven cities in the first quarter of 2023, over 41% were fresh launches.

In the third quarter of 2021 (between July 2021-September 2021), new housing supply stood at ~65,211 units, increased by 228% YoY across the top eight cities compared with ~19,865 units launched in the third quarter of 2020.

In 2021-22, the commercial space was expected to record increasing investments. For instance, in October 2021, Chintels Group announced to invest Rs. 400 crore (US\$ 53.47 million) to build a new commercial project in Gurugram, covering a 9.28 lakh square feet area. The transactions of commercial real estate doubled and reached 1.5 million sq. ft. in Q1 of 2023.

According to the Economic Times Housing Finance Summit, about three houses are built per 1,000 people per year compared with the required construction rate of five houses per 1,000 population. The current shortage of housing in urban areas is estimated to be ~10 million units. An additional 25 million units of affordable housing are required by 2030 to meet the growth in the country's urban population.

(Source: <https://www.ibef.org/industry/real-estate-india>)

RECENT DEVELOPMENTS

Indian real estate sector has witnessed high growth in the recent times with rise in demand for office as well as residential spaces.

The Private Equity Investments in India's real estate sector, stood at US\$ 4.2 billion in 2023.

India's real estate sector saw a three-fold increase in foreign institutional inflows, worth US\$ 26.6 billion during 2017-2022.

Exports from SEZs reached Rs. 7.96 lakh crore (US\$ 113.0 billion) in FY20 and grew ~13.6% from Rs. 7.1 lakh crore (US\$ 100.3 billion) in FY19. In July 2021, the Securities and Exchange Board of India lowered the minimum application value for Real Estate Investment Trusts from Rs. 50,000 (US\$ 685.28) to Rs. 10,000-15,000 (US\$ 137.06 - US\$ 205.59) to make the market more accessible to small and retail investors.

Construction is the third-largest sector in terms of FDI inflow. FDI in the sector (including construction development & activities) stood at US\$ 58.5 billion from April 2000-September 2023.

Some of the major investments and developments in this sector are as follows:

- The sale of luxury homes in India increased by 130% in the first half of 2023 compared to the corresponding period of the previous year. Between January-June 2023, 6,900 luxury homes costing Rs. 4 crore (US\$ 488,011.96) and above were sold, as opposed to 3,000 in 2022.
- In India's top eight cities, housing prices rose 7% year-over-year due to strong housing demand supported by persistent purchaser demand and steady borrowing rates.
- The Indian real estate sector witnessed strong private equity (PE) investments of US\$ 1.92 billion in Q2 of 2023, demonstrating investor confidence in the market. According to the most recent Investment report from Cushman & Wakefield, this was 63% higher than the previous quarter (Q1 of 2023) and 60% higher than the same time last year.
- In July 2023, Delhi-NCR emerged as the third biggest city in the Asia Pacific in having flexible office space stock beating Beijing and Seoul, while Bengaluru retained the top spot, according to real estate consultant CBRE.

- Transactions for office spaces in April-June 2023, which totalled 14.8 million square feet, represented the highest quarterly figure recorded since Q1 2021.
- During the first half of 2023, institutional investments in the office sector increased by 2.5 times year-on-year, reaching US\$ 2.7 million.
- In FY23, Delhi-NCR received 32% of the total private equity (PE) investment in the real estate sector.
- Sales in the luxury residential market scaled by 151% year-over-year (y-o-y) in the quarter from January-March, 2023.
- Housing sales in top seven Indian cities stood at 1.14 lakh units in Q1 of 2023, an increase of over 99,500 units compared to the same period of 2022.
- In Q1 of 2023, Bengaluru, Delhi-NCR and Chennai together accounted for two-thirds of quarterly demand. At 27%, flexible workspace was the biggest contributor to demand.
- As of June 5, 2023, 119.7 lakh houses have been sanctioned and 74.75 houses have been completed and delivered to urban poor under the Pradhan Mantri Awas Yojana-Urban (PMAY-U).
- Between January-July 2022, private equity investment inflows into the real estate sector in India stood at US\$ 3.27 billion.
- Home sales across top eight cities in India surged 68% YoY to reach ~308,940 units in 2022, signifying a healthy recovery in the sector.
- Retail real estate segment attracted institutional investments of US\$ 492 million in 2022.
- In the third quarter of 2021, the Institutional real estate investment in India increased by 7% YoY. Investment registered in the first Nine months of 2021 stood at US\$ 2,977 million, as against US\$ 1,534 million in the same period last year.

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

GOVERNMENT INITIATIVES

Government of India along with the governments of respective States has taken several initiatives to encourage development in the sector. The Smart City Project, with a plan to build 100 smart cities, is a prime opportunity for real estate companies. Below are some of the other major Government initiatives:

- In the Union Budget 2023-24, the Finance Ministry announced a commitment of Rs. 79,000 crore (US\$ 9.64 billion) for PM Awas Yojana, which represents a 66% increase compared to the last year.
- In October 2021, the RBI announced to keep benchmark interest rate unchanged at 4%, giving a major boost to the real estate sector in the country. The low home loan interest rates regime was expected to drive the housing demand and increase sales by 35-40% in the festive season in 2021.
- Under Union Budget 2021-22, tax deduction up to Rs. 1.5 lakh (US\$ 2069.89) on interest on housing loan, and tax holiday for affordable housing projects have been extended until the end of fiscal 2021-22.
- The Atmanirbhar Bharat 3.0 package announced by Finance Minister Mrs. Nirmala Sitharaman in November 2020 included income tax relief measures for real estate developers and homebuyers for primary purchase/sale of residential units of value (up to Rs. 2 crore (US\$ 271,450.60) from November 12, 2020 to June 30, 2021).
- In order to revive around 1,600 stalled housing projects across top cities in the country, the Union Cabinet approved the setting up of Rs. 25,000 crore (US\$ 3.58 billion) alternative investment fund (AIF).
- Government created an Affordable Housing Fund (AHF) in the National Housing Bank (NHB) with an initial corpus of Rs. 10,000 crore (US\$ 1.43 billion) using priority sector lending short fall of banks/financial institutions for micro financing of the HFCs.
- As of December 31, 2022, India had formally approved 425 SEZs, and as of January, 2023, 270 SEZs are operational. Most special economic zones (SEZs) are in the IT/ BPM sector.

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

ROAD AHEAD

The Securities and Exchange Board of India (SEBI) has given its approval for the Real Estate Investment Trust (REIT) platform, which will allow all kind of investors to invest in the Indian real estate market. It would create an opportunity worth Rs. 1.25 trillion (US\$ 19.65 billion) in the Indian market in the coming years. Responding to an increasingly well-informed consumer base and bearing in mind the aspect of globalisation, Indian real estate developers have shifted gears and accepted fresh challenges. The most marked change has been the shift from family-owned businesses to that of professionally managed ones. Real estate developers, in meeting the growing need for managing multiple projects across cities, are also investing in centralised processes to source material and organise manpower and hiring qualified professionals in areas like project management, architecture and engineering.

The residential sector was expected to grow significantly, with the central government aiming to build 20 million affordable houses in urban areas across the country by 2022, under the ambitious Pradhan Mantri Awas Yojana (PMAY) scheme of the Union Ministry of Housing and Urban Affairs. Expected growth in the number of housing units in urban areas will increase the demand for commercial and retail office space.

The current shortage of housing in urban areas was estimated to be ~10 million units. An additional 25 million units of affordable housing are required by 2030 to meet the growth in the country's urban population.

The growing flow of FDI in Indian real estate is encouraging increased transparency. Developers, in order to attract funding, have revamped their accounting and management systems to meet due diligence standards. Indian real estate was expected to attract a substantial amount of FDI with US\$ 8 billion capital infusion by FY22.

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

OUR BUSINESS

Some of the information in this section, including information with respect to our plans and strategies, contain 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 the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with investment in the Equity Shares, you should read “Risk Factors” beginning on page 18, for a 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” beginning on pages 78 and 121, 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. Unless otherwise stated, the financial information used in this section is derived from our Audited Financial Statements.

OVERVIEW

We are a construction company providing integrated civil works contracting and engineering services and are a registered contractor with the Government of Maharashtra PWD in Class I-A. Our Company engages in contracting and sub-contracting for various government and private projects which includes construction of commercial and industrial structures. Majority of the construction activity being undertaken by us includes civil & structural construction under sub-contracting by main contractors, who have been allotted the project by a principle employer. Further, we have undertaken a few projects directly as a Contractor for certain private construction companies and real estate developers.

Our focus area includes:

- Civil construction projects, which include structures such as sports complex projects (Indoor and Outdoor Sport Stadiums), multi-purpose hall, commercial structures, industrial structures, Hospitals, Cold Storages, Educational Institution, mass housing projects;
- Water Supply and Drainage Projects;
- Road and Bridges Projects;
- Major and Minor Irrigation Projects

Our financial performance

Our revenue from operations for the financial year ending March 2023, March 2022 and for the Nine months period ended December 31, 2023 is ₹ 4063.00 lakhs, ₹ 4043.26 lakhs and ₹ 1628.37 lakhs respectively. Our Net Profit after tax for the financial year ending March 2023, March 2022 and for the Nine months period ended December 31, 2023 is ₹ 217.30 lakhs, ₹ 215.51 lakhs and ₹ 98.95 lakhs respectively.

COMPETITIVE STRENGTHS

Experienced Senior Management Team

Our Promoter, Mr. Vijaygopal Parasram Atal, is an Engineering graduate with a Bachelor of Civil Engineering and has amassed more than 30 years of experience in construction and infrastructure industry. He has immense experience in obtaining, planning and executing Government Civil Contracts. Over the years our Promoter has been the main guiding force behind the growth and business strategy of our Company and has been instrumental in increasing and expanding our Company’s scale of operations manifold.

Further, our Company is managed by a team of competent personnel having knowledge of core aspects of our Business. Our Promoter is well assisted by our Key Managerial Persons who have helped us to have long term relations with various customers, including government agencies and has also facilitated us to establish a strong financial and technical eligibility for direct bidding of tenders. We believe that our experience, knowledge and human resources will enable us to drive the business in a successful and profitable manner.

Established Execution Track Record

We have gained significant experience and have established track record and reputation for efficient project management, execution and timely completion. We have, since inception; successfully completed more than 20 projects under various contracting and/or sub-contacting agreements. We believe that our expertise in successful

and timely implementation of projects provides us with significant competitive advantages. In terms of resources, we have access to large number of construction equipments out of which some are owned and some are on hire, through which we seek to minimize our operating and asset cost. We believe this is also aided by our skilled employees who have the necessary qualification and experience in the evaluating projects and in the use and handling of modern construction equipment and machinery. In terms of raw material, we share a good working condition with all our suppliers to readily avail the raw material. We also have access to contractual labour for our projects. Our experience, among other factors, enables us to get the projects.

Engineering Expertise and Access to Sophisticated Equipment

Our company is equipped with resources, in terms of technical knowledge, machinery and labour to handle various kinds of construction process, ranging from residential buildings, schools, guest houses, hospital, road, bridges and also infrastructure works like excavations and laying of pipelines. Our team consists of several individuals who not only have lots of experience in the construction field but also have the technical knowledge. We have a pool of engineers to help with the technical aspect of the work and experienced site staff / project managers to ensure proper work management. Other than this, we have access to contractual labour for the construction work. AutoCAD engineers also help us with reviewing the designing structure. Other than these we also have a good employee base working at our corporate office for several administration works. Along with a well-equipped work force we also have a large fleet of equipments owned by us and have the ability to obtain equipments easily for projects in various locations. Due to these factors, it becomes relatively easier for us to streamline the work process, thus enabling us to deliver our projects in an efficient and timely manner.

Ability to Undertake Projects on Turnkey and Design-Build

In addition to construction projects which are generally on contractual / sub-contractual basis as per the design and specification provided by the clients, we also have the resources, manpower and ability to undertake projects on a turnkey basis, in which we provide a range of specialized construction and operational services including design-build services to clients in various segments. Our experience in executing turnkey and design-build projects demonstrates our ability to provide a variety of services to clients and, accordingly, enables us to pre-qualify for projects in which clients seek contractors who can provide turnkey or design build solutions.

OUR STRATEGIES

The business strategy of the Company focuses on the following elements:

Focus on Direct Contracts

Though we have undertaken a few projects as a contractor for certain private construction companies and real estate developers, we have in the past undertaken all government based projects only as a sub-contractor i.e. we did not directly bid for the projects with any government agency. However, these sub-contracting projects which we successfully completed have enabled us to develop both, our financial and technical capabilities. Direct projects do not involve fees sharing and hence our Company has been working towards a strategy to shift our focus on direct contracting from Central and State Governments / other Government Bodies wherever we fulfill the eligibility criteria. We believe that our shift in focus from sub-contracting to direct contracting will also increase our ability to undertake more projects pertaining to construction of roads, bridges and flyovers, which provide better earning potential.

Continue to Develop Client and Vendor Relationships

We plan to grow our business primarily by growing the number of client relationships, as we believe that increased client relationships will add stability to our business. In the past, we have operated with a fixed pool of customers and though we seek to continue to build on existing relationships, we also intend to focus on bringing into our portfolio more clients. Our Company believes that business is a by-product of relationship and that a long-term client relationship with large clients fetches better dividends. Long-term relations are built on trust and continuous meeting with the requirements of the customers.

Augment our Fund Based Capacities in Order to Scale-up Business Operation

In order to effectively expand our Business arenas and also increase our focus towards direct bidding of tenders by government agencies and private players, we need to have access to a larger amount of liquid funds and

sufficient working capital. Our raw materials purchase mainly includes construction materials which require timely payments to our suppliers, firstly to ensure sufficient availability of the raw materials and secondly to maintain relationship with our suppliers for smooth inflow of such raw materials. However, our customers include small and large infrastructure and real estate developers, to whom we need to give a certain credit period, thus affecting our working capital requirement.

We expect to increase our customer base, revenues and scale of operations and we will require substantial working capital for the same. It is hence our strategy to raise funds from this Offer and augment our fund based working capital capabilities. We believe that companies with high liquidity on their balance sheet would be able to better exploit market opportunities in the form of costing, planning and execution of tenders. For further details regarding the working capital being raised through this Offer, please refer to section “Objects of the Offer” on page no. 43 of this Draft Letter of Offer.

Building and Strengthening Execution Capabilities for Timely Project Delivery

We are working continuously to strengthen our infrastructure, enhance our presence and building the capabilities to execute end to end projects on our own. We constantly endeavor to undertake quality projects and timely project execution there by maximizing customer satisfaction in all our business segments. We intend to focus on building our-in house design capabilities and execution capabilities, including, building our on the job expertise through participation in design projects, recruiting qualified personnel and building a strong technical knowledge based organization for undertaking varied projects.

BUSINESS PROCESS

The life-cycle of a construction project is a combination of sound market understanding, meticulous planning, resource mobilization, and implementation as per pre-determined schedules and standards. The entire exercise is aimed at obtaining a project under sub-contracting agreement or as a direct contract and completing it in a satisfactory manner.

A. Project Procurement

Our Promoter has been involved in commercial construction and infrastructure business for over 30 years and has built cordial relations with various other infrastructure and real estate companies. This enables us to obtain various projects as a sub-contractor. We also, constantly monitor new project development projects awarded by various government authorities and private players to big infrastructure developers and accordingly approach them with our expertise and experience.

Over the years we believe we have developed a strong balance sheet, project capability and also the necessary technical know-how and intend to bid for various government projects independently.

- Projects are generally put up as a Tender by various government agencies and private players through means like newspaper announcement, announcement on websites or direct email.
- We do a regular review of the leading national newspapers and relevant websites to identify projects that could be potentially viable for us.

B. Project Evaluation

- Any project, whether under sub-contract or directly awarded contract is thoroughly evaluated by our project managers, engineers together with our Directors for its viability.
- The viability is determined on the basis of various factors like location, time frame and its suitability, our ongoing and future project load, the skill level of our engineers for the said project, availability of labour and the profitability estimate. Once these factors are determined, our management finalises the execution plans as per the original contractor or the principal employer.
- We intend to put our best efforts into meeting the eligibility criteria for projects on our own. In the event we fail to do so, we seek to undertake projects under sub-contracts from the contractor, thus building up on our project experience.

C. Submission of Bid and Commencement of Work

- Our Company is required to pay a deposit amount to the principal employer before submitting a bid which is generally refundable in nature. Once the deposit is paid and the eligibility is determined, the bids are submitted through the means as specified in the Tender along with various documents and cost estimates. We also need to submit a financial bid on the basis of which the bids are awarded / allotted.
- In case of sub-contracted projects, either the contractor approaches us with the proposal due to his pre-occupation. Upon obtaining the consent, we enter into a sub-contracting agreement with the contractor, wherein the profit sharing, responsibilities, cost estimates, etc. is enumerated. The Contractor shares the drawings, development plans and other details so as to enable us to plan and commence the project work.
- Once the contract is awarded / agreement for sub-contract is entered, the Company allocates a project team to execute the work as per the conditions of the contract. The project team arranges for the hiring and deployment of necessary labour, plans purchasing of material, makes necessary arrangement for machines, power, water and other utilities based on requirements of each specific project. The actual construction process begins with soil testing and includes land development, road development, concrete reinforcement work, masonry, plastering, flooring, aluminium work, plumbing work, roofing work, electrical work, HVAC work, fire fighting work, landscaping work, CCTV and networking work and finishing work, based on the type of project undertaken.

D. Project Work and Billing

Regular bills are raised for the proportionate actual work completed and duly measured and after certification by the client or the contractor, as the case may be. The bill is paid by the client or the contractor, as per the contract terms and conditions or as per the sub-contracting agreement, after reaching the threshold limit of the agreed level of the preparatory work or the completion of work. The actual cost of the work done and the revised estimates of the cost to complete the remaining work are carried on a regular basis.

DETAILS OF OUR PROJECTS:

Since our incorporation, we have successfully completed several projects under sub-contracting from various entities. The details of some of our key projects which are completed as on date are provided below:

Sr. No.	Name of Work	Contract / Sub Contract Amount (₹ in lakhs)	Year of Completion
1	Construction of store for Decathlon, Vilholi	244.98	F. Y. 2014-15
2	Construction of store for Decathlon, Aurangabad	78.33	F. Y. 2014-15
3	Construction of Rest House Sinhadag at Golf Club Campus, Dist – Nashik.	325.45	F. Y. 2015-16
4	Construction of Ashram School Complex at Sahasrakund, Tal – Kinwat, Dist – Nanded.	811.02	F. Y. 2015-16
5	Construction of Ashram Hostel Building at Ghatghar, Tal – Akole, Dist – Ahmednagar.	466.61	F. Y. 2015-16
6	Construction of Ashram School Complex at Ghatghar, Tal – Akole, Dist. – Ahmednagar.	376.59	F. Y. 2015-16
7	Construction of 100 bedded womens hospital at Buldana.	1,775.20	F. Y. 2015-16
8	Construction of Administrative Building for Tehsildar at Akola	404.64	F. Y. 2016-17
9	Construction of Ashram School Complex at Pimperkhed, Tal – Dindori, Dist – Nashik.	755.4	F. Y. 2017-18
10	Construction of Ashram School Complex at Bopegaon, Tal – Dindori, Dist. – Nashik.	1,596.3	F. Y. 2017-18
11	Four Laning of Fagne at Gujarat / Maharashtra Border Project on DBFOT Toll Basis	440.00	F. Y. 2018-19
12	Construction of 500 Bedded Hospital for Government Medical College at Baramati, Dist – Pune.	2,071.17	F. Y. 2018-19
13	Package for formation of approach road, obtaining necessary ROW from the farmers / land owners, unloading, excavation, lowering, laying, jointing, back filling, testing and commissioning of DI/HDPE Pipes at TDWSP, Hyderabad.	1,116.00	F. Y. 2018-19

14	Construction Of Quarters For S. P. Chandrapur at Chandrapur (including all Infrastructural Amenities).	298.50	F. Y. 2018-19
15	Excavation of M.S. Pipe Line & PVC Pipe Line Work at Waghur L.I.S, Tal – Jamner, Dist – Jalgaon.	550.26	F. Y. 2019-20
16	Construction of Residential Building (Part), Shree Vishwa Nivas	180.53	F. Y. 2019-20
17	Construction of Residential Complex at Indira Nagar	210.65	F. Y. 2019-20
18	Construction of Administrative Building and Residential Quarters for SRPF Gr. III at Jalana.	516.43	F. Y. 2019-20
19	Construction of Government Quarters for class II, III,IV at Government Colony Bandra	501.24	F. Y. 2019-20
20	Construction of Taluka sports complex at Ballarpur	488.54	F. Y. 2019-20
21	Construction of Public Toilet in Ramdas Peth Police Station in Akola City, Dist. Akola.	13.46	F. Y. 2020-21
22	Construction of 200 Residential Quarters At Head Quarter Wardha & City Police Station Building For S.P Wardha	308.09	F. Y. 2020-21
23	Construction of 333 nos row houses for rehabilitation	651.93	F. Y. 2020-21
24	OFC Cable work Trenching & Ducting Darwha Site	80.18	F. Y. 2020-21
25	Construction of Rest House at Pratapgad Golf Club Campus, Dist – Nashik	360.55	F. Y. 2020-21
26	Construction Of Staff Quarters for S.P Satara, At Malharpeth, Tal Dist Satara	770.20	F. Y. 2020-21
27	Construction of New Administrative Building 'Block A' at Palghar New Town	4065.92	F. Y. 2021-22
28	Construction of Collector Office Building at Palghar New Town	4103.64	F. Y. 2021-22
29	OFC Roll out in Himayat Nagar under Nanded District for Mahanet-1 Project in Maharashtra	250.00	F. Y. 2021-22
30	Design & Construction of Balance Work of Six No's of Elevated Metro Station at Sector Station at Sector 7 CBD Belapur, Science Park, Utsav chowk, Sector 11 and Sector 14 of Kharghar and Elevated Terminal Station at Belapur for Navi Mumbai Metro Line - 1.	497.24	F. Y. 2021-22
31	Construction of bungalow at plot no 54 S.No/ G.No 47/1 of Anandwali shiwar Nashik.	55.00	F. Y. 2021-22
32	Construction of 2 - lanning with paved shoulders Road on Package No. NSK - 55A - Improvements to Nampur Satana, Kalwan, Vani, Pimpalgaon, Niphad, Sinnar road - SH 27 km .98/300 to 154/00 Tal. Satana, Kalwan, Dindori, Niphad, & Sinnar Dist. Nashik. (Pimpalgaon to Sinnar) for the length of 54.612km in the State of Maharashtra under MRIP on Hybrid Annuity Mode	722.22	F. Y. 2021-22
33	HAM - NSK 55 B: Improvement to Nampur - Satana Vani - Pimpalgaon - niphad - Sinnar Road) (Sh - 27 km 98/300 to 154/00 Tal Satana, kalwan, Dindori, Niphad, Sinnar Dist - Nashik)	520.25	F. Y. 2021-22

34	Construction of Administrative Building at Motala, Buldana	749.70	F.Y.2022-23
35	Construction of primary health center & staff Quarters at Rithad Tq. Risod Dist. Washim	434.01	FY 2022-23
36	“Road work at Nashik-East, Nashik-West, Nashik-Panchavati, & Nashik Road also concrete road at colony, backward area & concrete damage due to drainage work.”	2225.22	FY 2022 -23
37	Construction of primary health center & staff quarter at rithad Tq risod district Washim	434.01	FY 2023 -24
38	Construction of bungalow at on plot no 54 S no /G. No 47/1 of all works are including fixture, furniture, & interior work etc	55	FY 2023 -24
39	Construction of internal layout road with infrastructure amenities for 78/3/2 and 78/3/3 Nnadur Dasak, Nandur Naka Nashik)	53.5	FY 2023 -24

Bidding of Projects

Currently, our Company has been working on various commercial and infrastructure projects of government bodies on sub-contract basis. However, over the years, we have amassed a significant amount of experience in various kinds of commercial construction and infrastructure projects and also have built a financially sound balance sheet. There are many eligibility criteria set by the government agencies or private clients for particular projects such as financial experience, past projects executed by us etc.

HUMAN RESOURCE

As on the date of this Draft Letter of Offer, our Company has 28 employees in the Company which can be further classified into the following functional lines:

Department	Number
Management	5
Other departments	
Accounts	8
Sales & Marketing	1
IT	0
Administration	0
Civil	14
Total	28

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for our business. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth.

CAPACITY AND CAPACITY UTILIZATION

Capacity and capacity utilization is not applicable to our Company since our business is not in the nature of a manufacturing concern with specified installed capacity.

UTILITIES

Power & Water

Based on the terms of the sub-contracting agreement or the contract awarded, the water and power on site may either be provided by the contractor / principle employer or in some cases we may have to make arrangements for these utilities. These details of the arrangement for utilities are generally mentioned in the contract. Further, in case of need, our Company has installed a D.G. Set to meet the power requirements.

Fuel

Fuel is required to operate D.G. Sets, Excavator, Concrete Mixer, Batching Plant, Concrete Pumps, Vibrator and other heavy machinery / equipment and the same is procured from gas stations near the project location.

OUR MAJOR CUSTOMERS

Our Company is a construction company providing integrated civil works contracting and engineering services for structural construction and infrastructure sector projects. The percentage of income derived from our top customers is given below:

(₹ in lakhs)

Particular	For Year/ Period ended			
	December 31, 2023		March 31, 2023	
	Revenue	Percentage (%)	Revenue	Percentage (%)
Income from Top 10 Customers (%)	1628.00	100.00	4063.00	100.00

EXPORT & EXPORT OBLIGATION

We do not have any outstanding export obligations.

COMPETITION

The real estate and infrastructure development industry in India, including Nashik, while fragmented, is highly competitive. We expect to face increased competition from large domestic infrastructure development companies. We compete for obtaining projects from government authorities and private players through direct tenders or on sub-contract basis. We believe that we are able to distinguish ourselves from our competitors on the basis of our strong presence in Nashik and other parts of Maharashtra, our established reputation, the quality of our design and construction, and the location of our projects.

We also expect further competition from large infrastructure and real estate developers, for whom we were earlier working as a sub-contractor. We will compete in terms of various eligibility criteria of different tender bids which several large developers are already well equipped. Our challenge will be to establish our Company's reputation and eligibility for direct contracts from the clients.


Though we have undertaken some projects in other parts of India, we presently compete mainly in the state of Maharashtra, especially in regions in and around Nashik, with various regional infrastructure companies. As we may expand our business activities to include commercial construction and infrastructure development in other parts of India, we may experience competition in the future from local infrastructure developers with significant operations elsewhere in India and also from companies having nation-wide presence.

MARKETING

We do not have any specific marketing strategy. However, our top management and key executives of our company enjoy the confidence of our customers. To get the feedback on the quality of products and services and to improve the same as well, we interact with our customers on a periodical basis.

INTELLECTUAL PROPERTY

Our Company has following registered trademark:

Sr. No.	Particulars of the mark	Word/ Label mark	Applicant	Trademark/ Application Number	Issuing Authority	Certificate Detail	Class	Period of validity
1.		Device	Atal Realtech Pvt. Ltd.	4395414	Trade Marks Registry, Mumbai	Certificate bearing No. 2500699 dated September 13, 2020	37	Valid upto 10 years from application date January 01, 2020

PLANT & MACHINERY

Over the years, we have accumulated a large fleet of machines and equipments. In some cases, there may be additional requirements of plant and machinery, which are taken on lease for a specific construction period. Also, we provide some of our idle machine on rent to other developers or contractors. Owning a considerable amount of machinery as well as having ability to lease machines, gives us a competitive advantage. The list of major machineries & equipments is as mentioned below:

Sr. No.	Name of Equipments	No. of Units / Sets	Capacity
1	Plate Compactor/Vibrator	3	-
2	Concrete Mixer with weigh Batchers	4	10/7 CFT
3	Water Tanker	4	5000 Ltrs
4	Sand Screening cum Washing Machine (2 HP Single Phase)	2	2 Cum/Hrs and 6 Cum/Hrs
5	Steel Shuttering	3150	1756.5 M ²
6	Plywood		1047.808 M ²
7	Needle Vibrator	7	-
8	Total Station / Theodolite	3	-
9	Walk Behind Roller (Model - LP 6500)	1	-
10	100 Ton Compression Testing Machine (Hand Operated, Double Piston Stroke 165MM Ram Dia., Heavy Duty)	1	100 Ton
11	Mobile Tower Crane	1	-
12	Excavator JCB Machine	1	-
13	Concrete Pump	1	-
14	Doubled Beamed Screed Boards Vibrator	1	2 H.P

PROPERTY

Freehold properties

Sr. No.	Description of Property	Name of Seller	Consideration/ Date of Sale Deed/Area	Purpose
1.	Office No. SF 1, 2, 4, 6, 7, 12, 16 and 17, 2nd Floor, Bhakti Sankul Apartment, Peth Naka, Panchavati, District Nasik, State – Maharashtra, Pin – 422003	Prakash Constrowell Limited (now known as Setubandhan Infrastructure Limited) ⁽¹⁾	Consideration: ₹ 262.40 lakhs Date of Agreement: 05/01/2018 Area: 348.25 Sq. Mtrs.	Investment Purpose

(1) The Seller is not part of our Promoter / Promoter Group

Properties taken on license/lease by our Company

Sr. No.	Address of Property	Name of Lessor(s)	Agreement Date, & Lease period	Amount	Purpose
1.	Unit No. 301 and 302, ABH Developers Town Square, S No. 744, Nashik	M/s Tanu Reality LLP ⁽¹⁾	Agreement Date: 19/01/2024 Tenure: Valid from 01/12/2023	Rent : ₹ 30,000 per month Deposit: ₹ 30,000 (Interest free security)	Registered Office

			till 30/11/2024	deposit)	
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(1) The Lessor is not part of our Promoter / Promoter Group

INSURANCE

Our Company maintains insurance against various risks inherent in our business activities. Our principal types of coverage include standard perils and fire insurance, property insurance, vehicle insurance and contractors' plant and machinery insurance. Besides, in case of sub-contracting projects, we also bear the premium expenses for Contractors.

While we believe that the insurance coverage which we maintain is in keeping with industry standards and would be reasonably adequate to cover the normal risks associated with the operation of our businesses, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses.

OUR MANAGEMENT

Board of Directors:

As on the date of Draft Letter of Offer, our Company has Six (6) Directors consisting of One (1) Chairperson and Managing Director, One (1) Executive Director, One (1) Non-Executive Directors and Three (3) Independent Directors.

The following table sets forth the details of our Board of Directors as on the date of this Draft Letter of Offer:

Name, Current Designation, Address, Date of Birth, Term, Occupation, DIN and Nationality	Age (Years)	Other Directorships
<p>Mr. Vijaygopal Parasram Atal</p> <p>Designation: Managing Director</p> <p>Address: Flat No. 501, Vijayraj Appt, Shrirang Nagar, Gangapur Road, Nashik - 422 013</p> <p>Date of Birth: December 27, 1961</p> <p>Date of appointment as Director: On incorporation, as first Director</p> <p>Date of appointment as Managing Director: September 23, 2019</p> <p>Term: 5 years w.e.f. September 23, 2019</p> <p>Occupation: Business</p> <p>DIN: 00126667</p> <p>Nationality: Indian</p>	62	<ul style="list-style-type: none"> • Nashik Manav Sewa Foundation
<p>Mr. Amit Atal</p> <p>Designation: Executive Director</p> <p>Address: Near Gandhi Nagar Digras, Tq Digras Dist Yawatmal, Yawatmal- 444001, Maharashtra</p> <p>Date of Birth: January 19, 1984</p> <p>Date of appointment: October 15, 2022</p> <p>Term: For period of (05) years with effect from October 15, 2022</p> <p>Occupation: Business</p> <p>DIN: 03598620</p> <p>Nationality: Indian</p>	40	None
<p>Mr. Kuntal Manoj Badiyani</p>	37	None

Name, Current Designation, Address, Date of Birth, Term, Occupation, DIN and Nationality	Age (Years)	Other Directorships
<p>Designation: Non-Executive Independent Director</p> <p>Address: B/24, Gajanan Soc, Panchavati Karanja, Nashik- 422003, Maharashtra</p> <p>Date of Birth: October 10, 1986</p> <p>Date of appointment: September 30, 2019</p> <p>Term: 5 years w.e.f. September 30, 2019</p> <p>Occupation: Business</p> <p>DIN: 07646960</p> <p>Nationality: Indian</p>		
<p>Ms. Sharanya Shashikanth Shetty</p> <p>Designation: Non-Executive Independent Director</p> <p>Address: Patil Presidency A-1, College Road, Vise Mala, Canada Corner, Nashik-422005, Maharashtra</p> <p>Date of Birth: January 31, 1976</p> <p>Date of appointment: September 30, 2019</p> <p>Term: 5 years w.e.f. September 30, 2019</p> <p>Occupation: Service</p> <p>DIN: 08572805</p> <p>Nationality: Indian</p>	47	None
<p>Ms. Tanvi Vijaygopal Atal</p> <p>Designation: Non-Executive Director</p> <p>Address: Flat No. 501, Vijayraj Appt, Near Vidya Vikas Circle, Shrirang Nagar, Gangapur Road, Nashik - 422 013</p> <p>Date of Birth: October 27, 1998</p> <p>Date of appointment: February 21, 2023</p> <p>Term: For period of (03) years with effect from August 20, 2022, not liable to retire by rotation.</p> <p>Occupation: Service</p>	25	None

Name, Current Designation, Address, Date of Birth, Term, Occupation, DIN and Nationality	Age (Years)	Other Directorships
DIN: 10051249 Nationality: Indian		
Mr. Akshay Vinod Dhongade Designation: Non-Executive Independent Director Address: B 05, Durgesh Residency, Gangapur Road, Above Go gomantak, Anandwali, Nashik 422013 Date of Birth: March 22, 1993 Date of appointment: February 21, 2023 Term: Five years upto conclusion of AGM of the FY 2027-28, not liable to retire by rotation. Occupation: Business DIN: 10045501 Nationality: Indian	30	None

Relationship between Directors

Except where Mr. Vijaygopal Parasram Atal is the Father of Ms. Tanvi Atal and Uncle of Mr. Amit Atal, none of our directors have family relationships between them.

Arrangement or understanding with major Shareholders, customers, suppliers or others

Our Company has not entered into any arrangement or understanding with major shareholders, customers, suppliers, or others pursuant to which any of the above-mentioned directors have been appointed in the Board.

BRIEF BIOGRAPHIES OF OUR DIRECTORS

Mr. Vijaygopal Parasram Atal, aged 62 years is the Promoter, Chairman and Managing Director of our Company. He has completed his Bachelor of Engineering (Civil) from Nagpur University in the year 1987. He has over three decades of experience in the real estate industry and related sectors and has dealt with management of contract labour. He has been on the board / designated partner for various construction companies / firms and with this rich experience, he promoted this Company in the year 2012. As the Managing Director, he is instrumental in devising and implementing the overall strategy and growth of our Company and also is instrumental in maintaining cordial relations with government departments for obtaining work orders. He has also been responsible for strategizing the management and expansion of the business from time to time.

Mr. Kuntal Badiyani, aged 37 years is a Non-Executive Independent Director of our Company. He was appointed on the Board of our Company w. e. f. September 30, 2019. He has obtained education till Higher Secondary and is currently running his own garments & textile business under his a sole proprietorship concern since 2011.

Ms. Sharanya Shetty, aged 48 years is a Non-Executive Independent Director of our Company. She was appointed on the Board of our Company w.e.f. September 30, 2019. She has completed her graduation in commerce from University of Pune. She has a total of approximately 3 years of experience in the finance and

accounts field and is currently working for Multimol Micro fertilizer Industries in the accounts department. She is currently appointed as an Animal Health Officer, NMC, Nashik and is the founder of a NGO named 'Sharan' in the year 2005 and also founded the "Sharan Education and Welfare Society" in the year 2010.

Mr. Amit Atal, aged 38 years is the General Manager (Purchase) of our Company. He was appointed in our Company w. e. f. October 15, 2022. He has obtained his bachelor's Degree in Civil Engineering from the University of Pune and he has an experience of 12 (Twelve) years in the field of Construction Contracts.

Mr. Akshay Vinod Dhongade, aged 30 years is a Non-Executive - Independent Director of our company. He was appointed on the Board of our company w.e.f February 21, 2023. He has completed his graduation in the year of 2012. He has done specialization in International Business. Currently, he is the head of Sales Department.

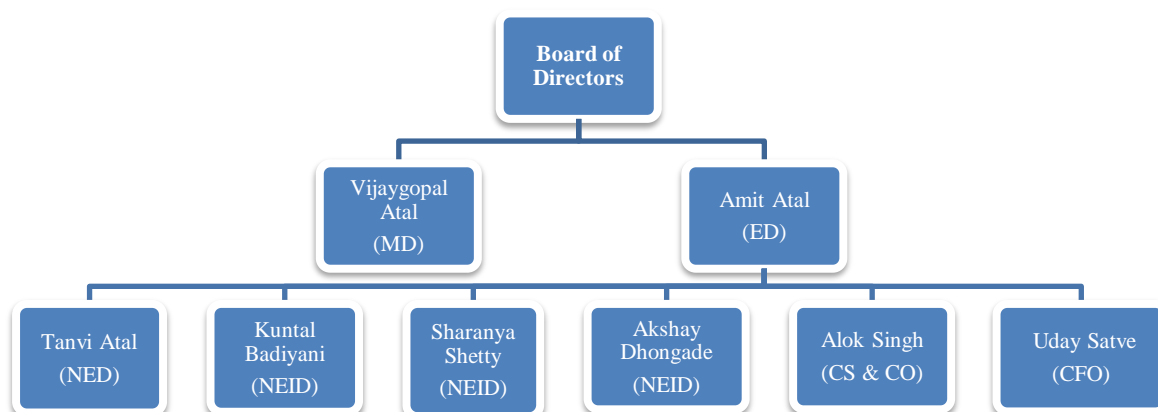
Ms. Tanvi Vijaygopal Atal, aged 25 years is a Non-Executive - Non-Independent Director of our company. She was appointed on the Board February 21, 2023. She's currently working as Digital Marketing head for ABH.

Mr. Uday Satve, aged 45 years is the Chief Financial Officer of our Company. He has been associated as Accountant with our Company since January 1, 2014 and was promoted to act as Chief Financial Officer w.e.f. September 23, 2019. He holds a Bachelor's Degree in Commerce from University of Pune. He has amassed experience of over 15 years in the field of in accounts, finance and taxation. He has worked with various Construction Companies

Other Confirmations:

- i. There are no service contracts entered into by the Directors with our Company providing for benefits upon termination of employment.
- ii. Neither Company nor our Directors are declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, and have not been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.
- iii. 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.
- iv. None of our 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 ten years.
- v. None of our Directors have been debarred from accessing capital markets by the Securities and Exchange Board of India. Additionally, none of our directors are or were, associated with any other company which is debarred from accessing the capital market by the Securities and Exchange Board of India.
- vi. None of our Directors have been identified as a wilful defaulter, as defined in the SEBI Regulations and there are no violations of securities laws committed by them in the past and no prosecution or other proceedings for any such alleged violation are pending against them.
- vii. None of Directors are currently, or have been in the past five years, on the board of directors of a listed company whose shares have been or were suspended from being traded on the Stock Exchange.
- viii. None of our Directors is or was, in the past ten years, a director of any listed company which has been or was delisted from any stock exchange in India during the term of their directorship in such company.

Management Organization Structure



Terms & Abbreviations:

MD	-	Managing Director
ED	-	Executive Director
NED	-	Non – Executive Director
NEID	-	Non- Executive Independent Director
CS & CO	-	Company Secretary and Compliance Officer
CFO	-	Chief Financial Officer

Corporate Governance

The provisions of the SEBI Listing Regulations and the Companies Act with respect to corporate governance are applicable to us. We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, Companies Act and the SEBI ICDR Regulations, in respect of corporate governance including constitution of our Board and Committees thereof. Our corporate governance framework is based on an effective independent Board, separation of the Board’s supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act. Our Board functions either directly, or through various committees constituted to oversee specific operational areas.

Committees of our Board

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

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders’ Relationship Committee

Details of each of these committees are as follows:

Audit Committee:

Our Board has constituted the Audit Committee vide Board Resolution dated January 24, 2020 in accordance with the Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013. The audit committee comprises of:

Sr. No.	Name	Designation	Position in Committee
1.	Mrs. Sharanya Shashikanth Shetty	Non Executive Independent Director	Chairperson
2.	Mr. Kuntal Manoj Badiyani	Non Executive Independent Director	Member
3.	Mr. Vijaygopal Parasram Atal	Executive Director	Member

The Company Secretary & Compliance Officer of the Company will act as the Secretary of the Committee.

The scope, functions and the terms of reference of our Audit Committee, is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations which are as follows:

- i) 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;
- ii) Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
- iii) Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- iv) Reviewing, with the management, the annual financial statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
 - a. 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 subsection (3) of Section 134 of the Companies Act, 2013; changes, if any, in accounting policies and practices and reasons for the same;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transaction;
 - g. Modified opinion(s) in the draft audit report;
- v) Reviewing, with the management, the quarterly Financial Statements before submission to the Board for approval;
- vi) 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;
- vii) Reviewing and monitoring the Auditor's independence & performance, and effectiveness of audit process;
- viii) Approval or any subsequent modification of transactions of the Company with related parties;
- ix) Scrutiny of inter-corporate loans and investments;
- x) Valuation of undertakings or assets of the Company, wherever it is necessary;
- xi) Evaluation of internal financial controls and risk management systems;
- xii) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiii) 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;
- xiv) Discussion with internal auditors of any significant findings and follow up there on;
- xv) 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;
- xvi) Discussion with Statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xvii) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xviii) To review the functioning of the Whistle-Blower mechanism;
- xix) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;

- xx) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
- xxi) Carrying out any other function as may be assigned to it by the board of director from time to time.
- xxii) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- xxiii) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Nomination and Remuneration Committee:

Our Nomination and Remuneration Committee was last reconstituted by our Board of Directors in their meeting held on February 21, 2023 with the following members forming a part of the said Committee:

Sr. No.	Name	Designation	Position in Committee
1.	Mrs. Sharanya Shashikanth Shetty	Non-Executive Independent Director	Chairperson
2.	Mr. Kuntal Manoj Badiyani	Non-Executive Independent Director	Member
3.	Mr. Akshay Vinod Dhongade	Non-Executive Independent Director	Member

The Company Secretary of our Company acts as the Secretary to the Committee.

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- 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 their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

Stakeholders' Relationship Committee:

Our Stakeholders' Relationship Cum Share Transfer Committee was last reconstituted by our Board of Directors in their meeting held on February 21, 2023 with the following members forming a part of the said Committee:

Sr. No.	Name	Designation	Position in Committee
1.	Kuntal Manoj Badiyani	Non Executive Independent Director	Chairperson
2.	Sharanya Shashikanth Shetty	Non Executive Independent Director	Member
3.	Akshay Vinod Dhongade	Non Executive Independent Director	Member

The Company Secretary acts as the secretary of the Stakeholders' Relationship Cum Share Transfer Committee.

The scope, functions and the terms of reference of our Stakeholders' Relationship Cum Share Transfer Committee, is in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations which are as follows:

-
- (i) To consider and resolve the grievance of all the security holders related to transfer/ transmission of shares, non-receipts of annual reports and non-receipts of declared dividends, issue of new duplicate certificates, general meetings etc.;
 - (ii) To review the measures taken for effective exercise of voting rights by shareholders
 - (iii) To review the adherence to service standards adopted by the company in respect of various services being rendered by the Share Transfer Agent.
 - (iv) To review various measures and initiatives undertaken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
 - (v) To review and act upon such other grievances as the Board of Directors delegate to the Committee from time to time.

Our Key Managerial Personnel (“KMP”)

In addition to our Managing Director, whose details have been described above. Set forth below are the details of our Key Managerial Personnel as on the date of filing of this Draft Letter of Offer.

All our KMP are on the payrolls of our Company as permanent employees.

Mr. Uday Satve, aged 45 years is the Chief Financial Officer of our Company. He has been associated as Accountant with our Company since January 1, 2014 and was promoted to act as Chief Financial Officer w.e.f. September 23, 2019. He holds a Bachelor’s Degree in Commerce from University of Pune. He has amassed experience of over 15 years in the field of in accounts, finance and taxation. He has worked with various Construction Companies

Mr. Alok Singh is Fellow Member of Institute of Company Secretaries of India. He is a Science and Law Graduate. He has been associated with Atal Realtech Limited since November 2020. His core expertise includes Legal and Secretarial compliance, Litigation management, etc.


Relationship amongst the Key Managerial Personnel

None of the aforementioned KMP’s are related to each other.

OUR PROMOTERS

As on the date of this Draft Letter of Offer Mr. Vijaygopal Parasram Atal is the Promoter of our Company. He holds 3,00,93,000 Equity Shares in our Company, representing 40.66% of the pre-issue issued, subscribed and paid up Equity Share capital of our Company.

Brief Description of Promoters:

Mr. Vijaygopal Parasram Atal	
	<p>Mr. Vijaygopal Parasram Atal, aged 62 years is the Promoter, Chairman and Managing Director of our Company. He has completed his Bachelor of Engineering (Civil) from Nagpur University in the year 1987. He has over three decades of experience in the real estate industry and related sectors and has dealt with management of contract labour. He has been on the board / designated partner for various construction companies / firms and with this rich experience, he promoted this Company in the year 2012. As the Managing Director, he is instrumental in devising and implementing the overall strategy and growth of our Company and also is instrumental in maintaining cordial relations with government departments for obtaining work orders. He has also been responsible for strategizing the management and expansion of the business from time to time.</p>
	Date of Birth: December 27, 1961
	Address: Flat No. 501, Vijayraj Appt, Shrirang Nagar, Gangapur Road, Nashik - 422 013
	PAN: ADJPA0971G
	Nationality: Indian
	Other Interests:
	<ul style="list-style-type: none"> • Nashik Manav Sewa Foundation

Confirmations

1. None of our Promoter has 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.
3. 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.

SECTION VII – FINANCIAL INFORMATION**FINANCIAL STATEMENTS**

Sr. No	Details	Page Number
1.	Unaudited Financial Results for the Nine months ended December 31, 2023	79
2.	Audited Financial Statements as at and for the years ended March 31, 2022 and March 31, 2023	84
3.	Statement of Accounting Ratios	117
4.	Capitalization Statement	118

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CIN No.: L45400MH2012PLC234941

Date: 06th February, 2024

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051
Symbol: ATALREAL

BSE Limited
25th Floor,
Phiroz Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001
Scrip Code: 543911

Dear Sirs,

Sub. : Outcome of Board Meeting held on Monday, 05th February, 2024 and concluded on 06th February 2024

Pursuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a Meeting of the Board of Directors of the Company is held on Monday, 05th February, 2024 at Registered Office of the company commenced at 05. 00 P.M. and concluded on 06th February 2024 at 04.45 P. M, *inter alia*, transacted following:

1. Considered and approved the Unaudited Financial Results (Standalone) for the Quarter ended 31st December, 2023 along with Limited Review Report are enclosed herewith for your record.

Kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours faithfully,
For **Atal Realtech Limited**

VIJAYGOPAL Digitally signed
by VIJAYGOPAL
PARASRAM PARASRAM ATAL
ATAL Date: 2024.02.06
16:34:04 +05'30'



Vijaygopal Atal
Managing Director
DIN: 00126667

Place: Nashik
Date: 06.02.2024



Independent Auditor's Limited Review Report on the Quarterly and Year to Date Unaudited Standalone Financial Results of Atal Realtech Limited under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors of
Atal Realtech Limited

We have reviewed the accompanying Statement of unaudited standalone financial results of **Atal Realtech Limited** ('the Company') for the Quarter ended December 31, 2023 and year to date from April 1, 2023 to December 31, 2023 ('the Statement') attached herewith, being submitted by the Company to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 This Statement which is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.

This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion

● BRANCH OFFICES ●

NASHIK : S-6, Utility Center, Sharanpur Road, Nashik - 422 002 ☎ : 0253 - 2317191.

PUNE : Flat No.: 01, 1st Floor, Classic Apartment, In Front of Reshma Society, RK Wine Galli, Satara Road, Bibewadi, Pune - 411 043 ☎ : 9403737373.





Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with applicable accounting standards and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For A. S. Bedmutha & Co.

Chartered Accountants

FRN: 101067W



CA.Smruti R. Dungarwal

(Partner)

Membership No: 144801

UDIN: 24144801BKHAHXH7778

Date: February 05, 2023

Place: Nashik

ATAL REALTECH LIMITED

CIN: L45400MH2012PLC234941

STATEMENT OF PROFIT AND LOSS FOR THE QUARTER ENDED 31ST DECEMBER 2023

(Rs. In Lakhs)

Sr. No	Particulars	For the quarter ended			For the 9 months ended		Year Ended
		31st December, 2023	30th September, 2023	31st December, 2022	31st December, 2023	31st December, 2022	31st March 2023
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	Audited
	INCOME						
I	Revenue from operations	641.46	553.92	959.51	1,628.37	2,366.56	4,063.00
II	Other Income	5.03	2.11	-1.17	8.97	2.73	5.85
III	Total Income	646	556	958	1,637	2,369	4,069
	EXPENDITURE						
IV	Purchase of Materials	226.64	241.28	829.27	960.24	2,116.34	3,063.69
	Direct Expenses	304.32	95.58	174.46	739.94	621.25	1,168.74
	Changes in Inventory of Finished Goods, Stock in Trade and Work in Progress	-28.58	63.45	-224.12	-520.21	-841.22	-934.49
	Employee Benefits Expenses	58.47	46.86	49.07	150.38	125.30	173.87
	Financial Costs	36.08	47.06	35.73	128.83	99.35	137.77
	Depreciation and Amortization Expense	3.87	2.38	13.14	10.39	38.69	51.83
	Other Expenses	1.64	15.09	24.72	47.28	73.50	108.64
	Total Expenses	602	512	902	1,517	2,233	3,770
V	Profit before tax	44.05	44.35	56.07	120.48	136.08	298.79
VI	Tax expense:						
	(1) Current tax	8.95	8.09	14.18	23.36	34.32	85.96
	(2) Deferred tax liability / (asset)	1.97	1.27	2.43	5.85	5.92	-0.83
	(3) Previous Year Tax Adjustment	-	0.13	-	0.13	0.02	5.74
VII	Profit/(Loss) for the year	33	35	39	91	96	208
VIII	Other Comprehensive Income / (Loss)						
	Item that will not be subsequently reclassified to profit or loss						
	Remeasurement of Defined Benefit Plan	-	-	-	-	-	-
	Fair Value Measurement of Investments	-	-	-	-	-	-
	Income tax effect relating to items that will not be subsequently reclassified to profit or loss:	-	-	-	-	-	-
	Item that may be subsequently reclassified to profit or loss	-	-	-	-	-	-
	Income Tax relating to Item that will be subsequently reclassified to profit or loss	-	-	-	-	-	-
	Total Other Comprehensive Income / (Loss) of the year	-	-	-	-	-	-
IX	Total Comprehensive Income / (Loss) of the year	40.92	34.87	39.47	98.95	95.83	207.92
X	EPS (face value of Rs.02/- each) Basic and Diluted (Rs)	0.04	0.24	0.27	0.67	0.65	1.40

For Atal Realtech Limited



Mr. Vijay Gopal Atal

Director
05-02-2024





CIN NO. L45400MH2012PLC234941
 CINNO45400MH2012PLC234941

Notes: REALTECH LTD																																																		
1	The above unaudited financial results and statement of Assets & Liabilities were reviewed by the Audit Committee and then approved by the Board of Directors at their respective meetings held on 5th February, 2024.																																																	
2	<p>The Company adopted Indian Accounting Standard ("Ind AS") and accordingly these financial results have been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 read with the relevent rules issued thereunder.</p> <p>The Company has for the first time adopted Ind AS with a transition date of April 1, 2022 and with a financial year beginning from April 1, 2023.</p> <p>The Limited Review Report (in the format as prescribed by SEBI through its circular CIR/CFD/CMD1/44/2019 dated 29th March, 2019) is annexed hereto alongwith the unaudited standalone and consolidated financial results. These results have been prepared in accordance with Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated 5th July, 2016.</p>																																																	
3	The Company during this full year has not received any complaint from its Registrar & Share Transfer Agent.																																																	
4	The company does not have reportable segment in line with the Indian Accounting Standard 108 (Ind AS 108) "Operating Segments" issued by the Institute of Chartered Accountants of India.																																																	
5	<p>The utilization of net proceeds of the IPO as stated in the Prospectus dated September 24th, 2020 and aggregating Rs. 201.48 Lakhs is as follows:</p> <table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">(Rs. In Lakhs)</th> </tr> <tr> <th>Object as per Prospectus</th> <th>Actual Utilization</th> </tr> </thead> <tbody> <tr> <td>Net Proceeds of the Fresh Issue</td> <td>201.48</td> <td>201.48</td> </tr> <tr> <td>Utilisation of funds (as on date)</td> <td></td> <td></td> </tr> <tr> <td>Funding Working Capital Requirement</td> <td>155.00</td> <td>155.00</td> </tr> <tr> <td>General Corporate Purposes</td> <td>46.48</td> <td>46.48</td> </tr> </tbody> </table>		Particulars	(Rs. In Lakhs)		Object as per Prospectus	Actual Utilization	Net Proceeds of the Fresh Issue	201.48	201.48	Utilisation of funds (as on date)			Funding Working Capital Requirement	155.00	155.00	General Corporate Purposes	46.48	46.48																															
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6	<p>Following is the reconciliation between Financial Results, as previously Reported under Previous GAAP and Ind AS:</p> <table border="1"> <thead> <tr> <th rowspan="2">Reconciliation of Profit:</th> <th>Quarter Ended 31th December 2023 (Rs. In Lakh)</th> <th>Standalone - FY 2022-23 (Rs. In Lakh)</th> </tr> </thead> <tbody> <tr> <td>Net Profit as per previous Ind GAAP</td> <td>34.67</td> <td>217.30</td> </tr> <tr> <td>IND AS Impact Adjustments:</td> <td></td> <td></td> </tr> <tr> <td>Effect of measuring investments at Fair Value through profit or loss</td> <td>-</td> <td>-</td> </tr> <tr> <td>Tax Impact</td> <td>-</td> <td>-</td> </tr> <tr> <td>Actuarial (gain) / loss on employee defined benefit plan, etc</td> <td>-</td> <td>-</td> </tr> <tr> <td>Others</td> <td>(1.55)</td> <td>(9.37)</td> </tr> <tr> <td>Net Profit before OCI for the period under Ind AS</td> <td>33.12</td> <td>207.92</td> </tr> <tr> <td>Other Comprehensive Income under Ind AS</td> <td>-</td> <td>-</td> </tr> <tr> <td>Total Comprehensive Income under Ind AS</td> <td>33.12</td> <td>207.92</td> </tr> <tr> <td>Reconciliation of Equity</td> <td>Amount (Rs. in Lakh)</td> <td>Amount (Rs. in Lakh)</td> </tr> <tr> <td></td> <td>Quarter Ended 31th December 2023 (Rs. In Lakh)</td> <td>Standalone - FY 2022-23 (Rs. In Lakh)</td> </tr> <tr> <td>Equity as reported under previous GAAP</td> <td>3,646.91</td> <td>3,557.31</td> </tr> <tr> <td>Effect of measuring Investments at fair Value through OCI</td> <td>-</td> <td>-</td> </tr> <tr> <td>Others</td> <td>(1.55)</td> <td>(9.37)</td> </tr> <tr> <td>Equity as reported under Ind AS</td> <td>3,648.46</td> <td>3,547.93</td> </tr> </tbody> </table>		Reconciliation of Profit:	Quarter Ended 31th December 2023 (Rs. In Lakh)	Standalone - FY 2022-23 (Rs. In Lakh)	Net Profit as per previous Ind GAAP	34.67	217.30	IND AS Impact Adjustments:			Effect of measuring investments at Fair Value through profit or loss	-	-	Tax Impact	-	-	Actuarial (gain) / loss on employee defined benefit plan, etc	-	-	Others	(1.55)	(9.37)	Net Profit before OCI for the period under Ind AS	33.12	207.92	Other Comprehensive Income under Ind AS	-	-	Total Comprehensive Income under Ind AS	33.12	207.92	Reconciliation of Equity	Amount (Rs. in Lakh)	Amount (Rs. in Lakh)		Quarter Ended 31th December 2023 (Rs. In Lakh)	Standalone - FY 2022-23 (Rs. In Lakh)	Equity as reported under previous GAAP	3,646.91	3,557.31	Effect of measuring Investments at fair Value through OCI	-	-	Others	(1.55)	(9.37)	Equity as reported under Ind AS	3,648.46	3,547.93
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For Atal Realtech Limited



Mr. Vijay Gopal Atal
 Director

05-02-2024 0253-2993859 info@atalrealtech.com | atalrealtech@gmail.com www.atalrealtech.com

Atal Realtech Ltd, 301 & 302, ABH Town Square, Near City Centre Mall, Untwadi, Nashik - 422002





Independent Auditor's Report

To
The Board of Directors of
Atal Realtech Limited

Report on the Audit of Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of **Atal Realtech Limited (CIN – U45400MH2012PLC234941)** ("the Company"), which comprise the balance sheet as at March 31, 2023, the Statement of Profit and Loss, the Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- in the case of the balance sheet, of the state of affairs of the Company as at March 31, 2023; and
- in the case of the statement of profit and loss, of the profit for the year ended on that date.
- in the case of the statement of cash flows, of the cash flows for the year ended on that date.

Basis for Opinion

We have conducted our audit of the financial statements in accordance with the Standards on Auditing as specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the 'Auditor's responsibilities for the audit of the financial statements' section of our report. We are independent of the company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provision of the Act and the Rules thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the ICAI Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.



BRANCH OFFICES

NASHIK : S-6, Utility Center, Sharanpur Road, Nashik - 422 002 ☎ : 0253 - 2317191.

PUNE : Flat No.: 01, 1st Floor, Classic Apartment, In Front of Reshma Society, RK Wine Galli, Satara Road, Bibewadi, Pune - 411 043 ☎ : 9403737373.

Other Information

The Company's Board of Directors are responsible for the other information. The other information comprises the Board of Directors' Report, but does not include the financial statements and our Auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

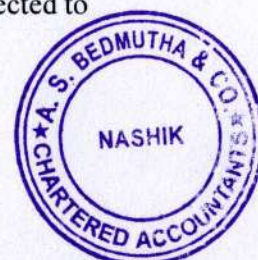
The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (AS) specified under Section 133 of the Act, read with the Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to



influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. (A.) As required by section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) the balance sheet, the statement of profit and loss and the statement of cash flows dealt with by this report are in agreement with the books of account.
 - d) Company does not have any branch office. Thus, reporting on the accounts of any branch office of the company is not required.
 - e) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - f) in our opinion there are no observations or comments on the financial transactions, which may have an adverse effect on the functioning of the Company;
 - g) on the basis of written representations received from the directors as on 31 March, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2023, from being appointed as a director in terms of Section 164(2) of the Act;
 - h) with respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report; and
- B.) with respect to the other matters to be included in Auditors Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to explanations given to us:
 - a) The Company does not have any pending litigations which would impact its financial position;



- b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- c) The Company was not required to transfer any amount to Investor Education and Protection Fund,
- d)
- i. The management has represented that, to the best of its knowledge and belief, 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 persons or entities, including foreign entities (“Intermediaries”) with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company; or
 - Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- ii. The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities (“Fund Parties”) with the understanding, whether recorded in writing or otherwise that the Company shall:
- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party; or
 - Provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- iii. Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause d (i) and d (ii) contain any material misstatement.
- e) During the year, the Company has not declared or paid any dividend.

C.) With respect to the matter to be included in the Auditor’s Report under Section 197 (16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid



to any director is not in excess of the limit laid down under Section 197 of the Act.

The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For A. S. Bedmutha & Co.
Chartered Accountants
FRN: 101067W

SpDungarwal



Smruti R. Dungarwal
Partner
Membership No.: 144801
UDIN: 23144801BGUWRL2714

Place: Nashik
Date: May 30, 2023

Annexure A to the Independent Auditors' Report on the Standalone Financial Statements of Atal Realtech Limited for the year ended 31st March, 2023

Referred to in paragraph 1 of the section on "Report on other legal and regulatory requirements" of our report of even date

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- (i)
 - (a)
 - (A) In our Opinion the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
 - (B) The Company has maintained proper records showing full particulars of Intangible Assets;
 - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its property, plant and equipment by which all Property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain Property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
 - (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.
 - (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.



- (ii)
- (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. The Company has not granted any loans, secured or unsecured, to firms, limited liability partnerships or any other parties during the year.
- (a) A. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted any loans to subsidiaries.
- B. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted loans to parties other than subsidiaries.
- (b) According to information and explanations given to us and based on the audit procedures conducted by us, since there are no loans given by the Company during the year, the reporting requirements about the terms and conditions under this clause is not applicable.
- (c) According to information and explanations given to us and on the basis of our examination of the records of the Company, since there are no loans given by the Company during the year, the reporting requirements of this clause is not applicable.
- (d) According to information and explanations given to us and on the basis of our examination of the records of the Company, being no loans given during the year, reporting requirements of this clause regarding overdue amount is not applicable.
- (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended of fresh loans given to settle the overdues of existing loans given to the same party.



- (f) According to information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) According to information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013.
- Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to loans given and investments made.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) According to information and explanations given to us, the Central Government has not prescribed maintenance of the cost records under section 148(1) of the Companies Act, 2013, accordingly clause 3 (vi) of the order is not applicable.

(vii)

- (a) The Company does not have liability in respect of Sales Tax, Service Tax, Duty of Excise and Value Added Tax during the year since effective 1st July, 2017, these statutory dues has been subsumed into GST.

According to the information and explanation given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Provident fund, Employees State Insurance, Income Tax, Duty of Customs, cess or other material statutory dues have generally been regularly deposited (except as described below) with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of GST, Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues of GST, Provident fund, Employees' State Insurance, Income-tax, Sales tax, Service tax, Duty of Customs, Value added tax, Cess or other statutory dues which have not been deposited by the Company on account of disputes.
- (viii) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of



account, in the assessments under the Income Tax Act, 1961 as income during the year.

(ix)

- (a) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) As per information and explanations given to us and on the basis of records examined by us, term loans were applied for the purpose for which the loans were obtained;
- (d) Funds raised on a short-term basis have not been utilized for long term purposes;
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

(x)

- (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) Accordingly, clause 3(x)(b) of the Order is not applicable. As per explanations given to us; the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially, or optionally convertible) during the year. Accordingly, reporting requirement of this clause is not applicable;

(xi)

- (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

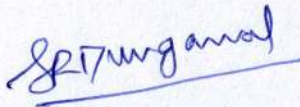


- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) No whistle-blower complaints during were received during the year by the company;
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable Accounting Standards.
- (xiv)
- (a) Based on information and explanations provided to us and our audit procedures, in our opinion, as per Section 138 of the Companies Act, 2013 read with Rule 13 of Companies (Accounts) Rules, 2014, the company has an internal audit system commensurate with the size and nature of its business.
- (b) Based on information and explanations provided to us and our audit procedures, we have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi)
- (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.



- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) In our opinion and according to information and explanations given to us, based on the financial ratios, aging and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, knowledge of the Board of Directors, and management plans, there is no material uncertainty that exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of the balance sheet as and when they fall due within one year from the balance sheet date;
- (xx) As per the provisions of section 135(5) the company is not mandatorily required to constitute a Corporate Social Responsibility Committee and spend funds for the Corporate Social Responsibility (CSR) activities. Accordingly, reporting requirements of this clause is not applicable.
- (xxi) According to information and explanations given to us, the company is not required to prepare the consolidated financial statements. Accordingly, reporting requirements of this clause is not applicable

For A. S. Bedmutha & Co.
Chartered Accountants
FRN: 101067W



Smruti R. Dungarwal
Partner
Membership No.: 144801
UDIN: 23144801BGUWRL2714



Place: Nashik
Date: May 30, 2023

Atal Realtech Limited

(All amounts are in Rupees, unless otherwise stated)

Balance Sheet as at 31 March 2023

₹ in '000

Particulars	Note	As at 31 March 2023	As at 31 March 2022
I. EQUITY AND LIABILITIES			
(1) Shareholders Funds			
(a) Share Capital	3	1,48,020	49,340
(b) Reserves and Surplus	4	2,07,711	2,84,661
(c) Money received against share warrants		-	-
(2) Share application money pending allotment			
(3) Non-current liabilities			
(a) Long-Term Borrowings	5	19,882	7,411
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long Term Liabilities	6	2,694	2,102
(d) Long-Term Provisions	7	3,861	3,585
(4) Current liabilities			
(a) Short-Term Borrowings	8	92,336	40,681
(b) Trade Payables	9	78,544	85,835
(c) Other Current Liabilities	10	9,747	4,815
(d) Short-Term Provisions	11	8,822	8,114
TOTAL		5,71,617	4,86,543
II. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment and Intangible Assets	12	34,681	39,246
(i) Tangible Assets		34,681	39,246
(ii) Intangible Assets		-	-
(iii) Capital Work -In-Progress		-	-
(iv) Intangible asset under development		-	-
(b) Non-Current Investments		-	-
(c) Deferred Tax Assets (Net)	13	1,103	1,020
(d) Long Term Loans and Advances		-	-
(e) Other Non-Current Assets	14	20,078	653
(2) Current assets			
(a) Current Investments		-	-
(b) Inventories	15	2,43,894	1,52,964
(c) Trade Receivables	16	75,390	1,93,859
(d) Cash and Cash Equivalents	17	31,286	16,608
(e) Short-Term Loans and Advances	18	92,757	54,930
(f) Other Current Assets	19	72,429	27,263
TOTAL		5,71,617	4,86,543

Significant accounting policies

1 & 2

Other notes to financial statements

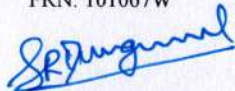
The accompanying notes are an integral part of the financial statements

In terms of our report attached

For A. S. Bedmutha & Co

Chartered Accountants

FRN: 101067W



Smruti R. Dungarwal

Partner

Mem. No.: 144801

Place: Nashik

Date: 30.05.2023

UDIN: 23144801BGUWRL2714



For and on behalf of the Board of Directors of

Atal Realtech Limited



Vijaygopal Atal

Managing Director

DIN: 00126667



Uday Satve

Chief Financial Officer

Place: Nashik

Date: 30.05.2023



Amit Atal

Director

DIN: 03598620



Atok Singh

Company Secretary

Atal Realtech Limited

(All amounts are in Rupees, unless otherwise stated)

Cash flow statement for the year ended 31.03.2023

₹ in '000

Particulars	31/Mar/23	31/Mar/22
(1) Cash flow from operating activities		
Net Profit / (Loss) before extraordinary items and tax	30,817	28,737
<u>Adjustments for:</u>		
Depreciation and amortisation	5,183	6,191
Finance costs	13,777	1,829
Operating profit / (loss) before working capital changes	49,778	36,756
<u>Changes in working capital:</u>		
Decrease / (Increase) in Inventories	(90,930)	(95,821)
Decrease / (Increase) in Trade Receivables	1,18,469	(38,951)
Decrease / (Increase) in Short-term loans and advances	(37,826)	(6,122)
Decrease / (Increase) in Other current assets	(45,166)	53,974
Decrease / (Increase) in Long-term loans and advances	-	-
Increase / (Decrease) in Long-term liabilities	592	416
Increase / (Decrease) in Long-term provisions	276	1,036
Increase / (Decrease) in Short-term borrowings	51,655	(52,759)
Increase / (Decrease) in Trade Payables	(7,291)	40,908
Increase / (Decrease) in Other current liabilities	4,933	(3,704)
Increase / (Decrease) in Short-term provisions	709	(708)
Cash generated from operations	45,198	(64,976)
Income-tax paid	9,170	7,359
Net cash flow from / (used in) operating activities (A)	36,028	(72,334)
(2) Cash flow from investing activities		
Purchase of fixed assets	(619)	(3,021)
Proceeds from sale of fixed assets	-	-
Business advances received back	(19,425)	74,413
Net cash flow from / (used in) investing activities (B)	(20,044)	71,392
(3) Cash flow from financing activities		
Proceeds from issue of equity shares	-	-
Proceeds / (Repayment) from long-term borrowings	12,471	(2,173)
Finance cost	(13,777)	(1,829)
Excess Securities premium	-	-
Net cash flow from / (used in) financing activities (C)	(1,306)	(4,001)
(4) Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	14,678	(4,944)
(5) Cash and cash equivalents as at the beginning of period	16,608	21,552
(6) Cash and cash equivalents as at the end of period	31,286	16,608

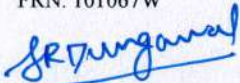
The accompanying notes are an integral part of the financial statements

In terms of our report attached

For A. S. Bedmutha & Co

Chartered Accountants

FRN: 101067W



Smruti R. Dungarwal

Partner

Mem. No.: 144801

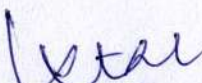
Place: Nashik

Date: 30.05.2023

UDIN: 23144801BGUWRL2714




For and on behalf of the Board of Directors of
Atal Realtech Limited



Vijaygopal Atal

Managing Director

DIN: 00126667



Uday Satve

Chief Financial Officer

Place: Nashik

Date: 30.05.2023



Amit Atal

Director

DIN: 03598620



Alok Singh

Company Secretary

Atal Realtech Limited

(All amounts are in Rupees, unless otherwise stated)

Statement of Profit & Loss for the year ended 31.03.2023

₹ in '000

Particulars	Note No	As at 31 March 2023	As at 31 March 2022
I Revenue from operations	20	4,06,300	4,04,326
II Other Income	21	585	1,276
III Total Income (I+II)		4,06,884	4,05,602
IV Expenses			
Cost of materials consumed	22	3,03,713	2,72,068
Contract and site expenses	23	1,16,874	1,51,076
Changes in inventories of finished goods, work-in-progress and stock-in-trade	24	(90,793)	(94,352)
Purchase of stock-in-trade			
Employee benefit expense	25	17,387	15,316
Finance cost	26	13,777	16,470
Depreciation and amortisation expense	12	5,183	6,191
Other expenses	27	9,926	10,098
Total Expenses		3,76,067	3,76,866
V Profit before exceptional and extraordinary items and tax (III-IV)		30,817	28,737
VI Exceptional Items		-	-
VII Profit before extraordinary items and tax (V - VI)		30,817	28,737
VIII Extraordinary items		-	-
IX Profit before tax (VII - VIII)		30,817	28,737
X Tax expense:			
(1) Current tax		8,596	7,614
(2) Previous tax		574	(255)
(3) Deferred tax		(83)	(173)
XI Profit(Loss) for the period from continuing operations		21,730	21,551
XII Profit/(Loss) for the period		21,730	21,551
XIII Earning per Equity Share:			
Basic	29	1.47	4.37
Diluted	29	1.47	4.37

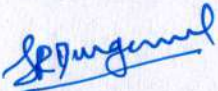
The accompanying notes are an integral part of the financial statements

In terms of our report attached

For A. S. Bedmutha & Co

Chartered Accountants

FRN: 101067W



Smruti R. Dungarwal

Partner

Mem. No.: 144801

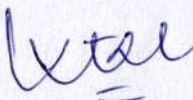
Place: Nashik

Date: 30.05.2023

UDIN: 23144801BGUWRL2714



**For and on behalf of the Board of Directors of
Atal Realtech Limited**



Vijaygopal Atal

Managing Director

DIN: 00126667



Uday Satve

Chief Financial Officer

Place: Nashik

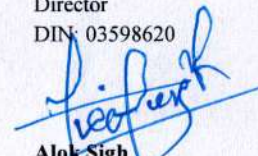
Date: 30.05.2023



Amit Atal

Director

DIN: 03598620



Alok Singh

Company Secretary

Atal Realtech Limited

(All amounts in Indian Rupees ('INR'), unless otherwise stated)

Notes to financial statements for the year ended 31 March 2023

1. Background

Atal Realtech Limited ('the Company') is incorporated in August 2012 as a private company and converted into a public company with effect from January 21, 2020. The company is listed on NSE Emerge Platform with effect from October 15, 2020. The company is engaged in the business of civil construction and government contracting.

2. Summary of significant accounting policies

2.1. Basis of preparation of financial statements

These financial statements are prepared and presented under the historical cost convention as a going concern on the accrual basis of accounting and comply with the Accounting Standards ('AS') specified under section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India, to the extent applicable. The financial statements are presented in Indian rupees and rounded off to the nearest rupee.

2.2. Use of estimates

The preparation of the financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as of the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates and such differences are recognised in the period in which such results are known / materialize. Any revision to accounting estimates is recognised prospectively in current and future periods.

2.3. Current/ non-current classification

All assets and liabilities are classified into current and non-current as follows:

Assets:

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realised within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities:

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting date; or



Atal Realtech Limited

(All amounts in Indian Rupees ('INR'), unless otherwise stated)

Notes to financial statements for the year ended 31 March 2023

- d) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

2.4. *Operating cycle:*

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out above which are in accordance with the Schedule III to the Act. Based on the nature of business the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

2.5. *Inventories*

Inventories are valued as follows:

A. **Raw material, components, stores, spares and tools**

These are valued at lower of cost or net realisable value. Cost includes all cost of purchase and all other costs incurred to bring them to its present location and condition. Cost of purchase consists of purchase price including duties and taxes (*excluding those that are subsequently recoverable*), freight inwards and other expenditure directly attributable to the acquisition. Further, trade discounts, rebates and other similar items are deducted in determining the costs of purchase. Further, these are valued on first-in-first out method.

Net realisable value is determined as the estimated selling price of finished goods in the ordinary course of business less selling expenses.

B. **Work-in-progress and finished goods**

These are valued at lower of cost or net realisable value. Cost includes direct materials and labour and a proportion of overheads based on normal operating capacity. Cost is determined on weighted average basis.

Net realisable value is the estimated contract price in the ordinary course of business, less estimated costs of completion of the contract.

2.6. *Revenue recognition*

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised. Claims are recognised as income to the extent it is measurable and it is not unreasonable to expect ultimate collection.



Atal Realtech Limited

(All amounts in Indian Rupees ('INR'), unless otherwise stated)

Notes to financial statements for the year ended 31 March 2023

A. Construction Contracts

Contract revenue and contract cost associated with the construction of buildings and civil structures are recognised as revenue and expenses respectively by reference to the stage of completion of the projects at the balance sheet date i.e. percentage of completion method. The stage of completion of project is determined by the proportion that contract cost incurred for work performed up to the balance sheet date bear to the estimated total contract costs. Where the outcome of the construction cannot be estimated reliably, revenue is recognised to the extent of the construction costs incurred if it is probable that they will be recoverable. If total cost is estimated to exceed total contract revenue, the Company provides for foreseeable loss. Contract revenue earned in excess of billing has been reflected as unbilled revenue and billing in excess of contract revenue has been reflected as unearned revenue.

B. Project supplies

Revenue on sale of goods is recognised when the property in goods has been transferred to the buyer for a price or when all significant risks and rewards of ownership have been transferred to the buyer such that the seller retains no effective control of the goods transferred to a degree usually associated with ownership. This usually takes place when the goods are delivered to the customer.

In a situation, where transfer of property in goods does not coincide with the transfer of significant risks and rewards of ownership, revenue in such a situation is recognised at the time of transfer of significant risks and rewards of ownership to the buyer.

C. Interest income

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

During the current year, there is no revenue, recognition of which is postponed due to lack of certainty of its ultimate collection.

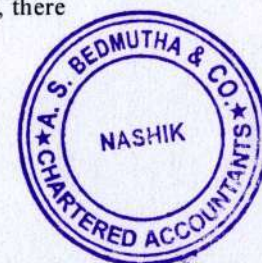
2.7. Property Plant and Equipment

Property, plant and equipment are stated at cost (i.e., cost of acquisition or construction inclusive of freight, erection and commissioning charges, non-refundable duties and taxes, expenditure during construction period, borrowing costs (in case of a qualifying asset) up to the date of acquisition/ installation).

Depreciation is calculated on written down value method (WDV) using the useful lives as prescribed under Schedule II to the Companies Act, 2013.

2.8. Impairment of assets

In accordance with AS 28 – Impairment of Assets, the carrying amounts of the Company's assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. For assets in respect of which any such indication exists, the asset's recoverable amount is estimated, at higher of the net selling price and the value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. If at the Balance Sheet date, there



Atal Realtech Limited

(All amounts in Indian Rupees ('INR'), unless otherwise stated)

Notes to financial statements for the year ended 31 March 2023

is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reinstated at the recoverable amount subject to a maximum of depreciable historical cost.

2.9. *Investments*

Investments are stated at cost, unless there is permanent diminishing in the value of the investment.

2.10. *Borrowing costs*

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consists of interest and other costs incurred in connection with the borrowing of funds.

2.11. *Retirement and other employee benefits*

A. **Defined contribution plan**

Retirement benefits in the form of Provident Fund, Pension Fund and Employees State Insurance Fund are a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss of the period when the employee renders related services. There are no other obligations other than the contribution payable to the respective authorities.

B. **Defined benefit plan**

Gratuity liability for eligible employees is defined benefit obligation and is provided on the basis of management estimation.

C. **Leave encashment**

The Company does not have any leave encashment policy and all the unutilised leaves lapse at the end of the year.

2.12. *Income taxes*

Income-tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). Income-tax expense is recognised in Statement of Profit or Loss except that tax expense related to items recognised directly in reserves is also recognised in those reserves.

Current tax is measured at the amount expected to be paid to/ recovered from the taxation authorities, using the applicable tax rates and tax laws.

Deferred tax is recognised in respect of timing differences between taxable income and accounting income i.e. differences that originate in one period and are capable of reversal in one or more subsequent periods. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred



Atal Realtech Limited

(All amounts in Indian Rupees ('INR'), unless otherwise stated)

Notes to financial statements for the year ended 31 March 2023

tax assets can be realised. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonably/ virtually certain (as the case may be) to be realised.

2.13. *Earning per share*

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit or loss for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

2.14. *Cash flow statement*

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

2.15. *Provisions and contingencies*

A provision is recognized when there is a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

When there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.



Atal Realtech Limited

(All amounts are in Rupees, unless otherwise stated)

Notes to financial statements for the year ended 31 March 2023

₹ in '000

Note 3 Share Capital

Particulars	As at 31 March 2023		As at 31 March 2022	
	Number	Amount	Number	Amount
Authorised				
51,30,000 (PY : 51,30,000) Equity Shares of INR 10 each	5,130	51,300	5,130	51,300
Issued, Subscribed & Paid up				
4,934,000 Equity Shares of Rs.10 each	14,802	1,48,020	4,934	49,340
TOTAL	14,802	1,48,020	4,934	49,340

Note 3.1:

(a) The company has only one class of shares referred to as equity shares having a par value of INR 10 each. Each holder of equity shares is entitled to one vote per share and dividend in Indian rupees, if proposed by the Board of Directors, which is subject to the approval of the shareholders in the ensuing Annual General Meeting.

(b) In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held at the time of commencement of winding-up.

(c) The Shareholders have all other rights as available to equity shareholders as per the provisions of the Companies Act, 2013, read together with the Memorandum of Association and Articles of Association of the Company, as applicable.

(d) The reconciliation of the numbers of shares outstanding and amount of share capital as at year end is set out below:

Particulars	As at 31 March 2023		As at 31 March 2022	
	Equity Shares		Equity Shares	
	Number	Rs.	Number	Rs.
Shares outstanding at the beginning of the year	4,934	49,340	4,934	49,340
Shares issued during the year	9,868	98,680	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	14,802	1,48,020	4,934	49,340

(e) Details of Shareholder(s) holding more than 5% shares are as follows:

Name of Shareholder	As at 31 March 2023		As at 31 March 2022	
	No. of Shares held	Holding (%)	No. of Shares held	Holding (%)
Vijaygopal Atal	2,006	13.55%	2,006	40.66%

(f) Details of Shareholding of Promotors of the Company are as follows:

Promotor Name	No. of Shares as on 31 March 2023	No. of Shares as on 31 March 2022	% of Total Shares	% Change During the Year
Vijay Gopal Atal	2,006	2,006	13.55%	0.00%
TOTAL	2,006	2,006		



Atal Realtech Limited

(All amounts are in Rupees, unless otherwise stated)

Notes to financial statements for the year ended 31 March 2023

₹ in '000

Note 4 Reserves & Surplus

Particulars		31-Mar-23	31-Mar-22
(a)	Securities premium	35,963	1,34,643
(b)	<u>Surplus</u>		
	Opening Balance	1,50,018	1,28,468
	Add: Profit for the year	21,730	21,551
	Closing Balance	1,71,748	1,50,018
	Closing Balance	2,07,711	2,84,661

Note 5 Long Term Borrowings

Particulars		31-Mar-23	31-Mar-22
	<u>Secured</u>		
(a)	<u>Term Loan from others</u>		
	Term Loan facilities from Axis Bank	-	-
	Term Loan facilities from AU Small Finance Bank	19,882	-
	Term Loan facilities from SBI (GECL)	-	7,411
	TOTAL	19,882	7,411

Note 6 Other Long-term Liabilities

Particulars		31-Mar-23	31-Mar-22
(a)	Retention money payable (security deposits)	2,694	2,102
	TOTAL	2,694	2,102

Note 7 Long Term Provisions

Particulars		31-Mar-23	31-Mar-22
(a)	Gratuity Payable	3,861	3,585
	TOTAL	3,861	3,585

₹ in '000

Note 8 Short Term Borrowings

Particulars		31-Mar-23	31-Mar-22
	Secured Loans		
(a)	<u>Loans repayable on demand from banks</u>		
	Bank Overdraft - State Bank of India	-	15,054
	Cash Credit - AU Small Finance Bank	63,158	512
(b)	<u>Loans repayable on demand from others</u>		
	Raw material assistance scheme - NSIC	9,856	14,709
	Capsave Finance Private Limited	15,174	-
(c)	<u>Current Maturities of Long Term Borrowings</u>	4,147	10,406
	Term Loan facilities from Axis Bank	4	2,134
	Term Loan facilities from AU Small Finance Bank	4,143	1,239
	Term Loan facilities from SBI (GECL)	-	7,033
	TOTAL	92,336	40,681

8.1 Working capital loan from State Bank of India

Working loan facility from State Bank of India against hypothecation of work-in-progress, stocks, book debts and others collateral securities owned by directors and their relatives and personal guarantees by directors and their relatives.

8.2 Raw material assistance scheme from NSIC

Raw material assistance scheme in the form of working capital credit is obtained from National Small Industries Corporation ('NSIC') against bank guarantee of INR 2 crores.



Atal Realtech Limited

(All amounts are in Rupees, unless otherwise stated)

Notes to financial statements for the year ended 31 March 2023

₹ in '000

Note: 9 Trade Payables

Sr. No.	Particulars	Trade Payables as on 31 March 2023 outstanding for following period					31-Mar-22
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total	
1	Dues to Micro, Small and Medium Enterprises					-	-
2	Others	48,197	29,291	415	641	78,544	85,835
3	Disputed Dues to Micro, Small and Medium Enterprises	-	-	-	-	-	-
4	Disputed Dues to Others	-	-	-	-	-	-
	TOTAL	48,197	29,291	415	641	78,544	85,835

Note 10 Other Current Liabilities

Particulars		31-Mar-23	31-Mar-22
(a)	Interest accrued but not due on borrowings	-	889
(b)	Expenses payable		
(c)	Advance from Debtors	7,556	526
(d)	Salary and wages	1,991	2,025
(e)	<u>Statutory liabilities</u>		
	- Tax deducted at source	174	1,241
	- Profession tax	1	60
	- Provident fund	25	54
	- ESIC	-	21
	TOTAL	9,747	4,815

Note 11 Short Term Provisions

Particulars		31-Mar-23	31-Mar-22
(a)	Audit fees Payable	234	109
(b)	Other Expenses	(7)	391
(c)	Gratuity Payable	-	-
(d)	Income Tax	8,596	7,614
	TOTAL	8,822	8,114



Atal Realtech Limited

(All amounts are in Rupees, unless otherwise stated)

Notes to financial statements for the year ended 31.03.2023

₹ in '000

Note 12: Property, Plant and Equipment and Intangible Assets

Particulars	Gross block (at cost)				Depr. Rate %	Accumulated Depreciation				Net Block	
	Balance on 1-Apr-22	Addition	Deduction / Adjustments	Balance on 31-Mar-23		Balance on 1-Apr-22	Depreciation for the year	Deduction / Adjustments	Balance on 31-Mar-23	As on 31-Mar-23	As on 31-Mar-22
Building	27,749	-	-	27,749	4.87%	5,204	1,098	-	6,302	21,448	22,546
Plant & Machinery	33,429	309	-	33,738	11.88%	18,426	3,510	-	21,935	11,802	15,004
Computer & Software	2,877	183	-	3,061	31.67%	2,799	124	-	2,923	138	79
Furniture & Fixtures	6,009	127	-	6,136	9.50%	4,464	428	-	4,892	1,244	1,545
Vehicles	648	-	-	648	11.88%	575	24	-	598	49	73
Total	70,712	619	-	71,331		31,467	5,183	-	36,650	34,681	39,246

Particulars	Gross block (at cost)				Depr. Rate %	Accumulated Depreciation				Net Block	
	Balance on 1-Apr-21	Addition	Deduction / Adjustments	Balance on 31-Mar-22		Balance on 1-Apr-21	Depreciation for the year	Deduction / Adjustments	Balance on 31-Mar-22	As on 31-Mar-22	As on 31-Mar-21
Building	27,749	-	-	27,749	4.87%	4,050	1,154	-	5,204	22,546	23,700
Plant & Machinery	31,456	1,973	-	33,429	11.88%	14,090	4,336	-	18,426	15,004	17,370
Computer & Software	2,794	83	-	2,877	31.67%	2,664	135	-	2,799	79	130
Furniture & Fixtures	5,116	893	-	6,009	9.50%	3,924	540	-	4,464	1,545	1,191
Vehicles	576	71	-	648	11.88%	548	26	-	575	73	28
Total	67,691	3,021	-	70,712		25,276	6,191	-	31,467	39,246	42,419

Note : Depreciation is charged on written-down value method considering useful life of assets as prescribed under Schedule II of the Companies Act, 2013.



Atal Realtech Limited

(All amounts are in Rupees, unless otherwise stated)

Notes to financial statements for the year ended 31 March 2023

₹ in '000

Note 13 Deferred tax assets (net)

Particulars		31-Mar-23	31-Mar-22
	Opening balance	1,020	847
	<u>Add:</u>		
	Timing difference due to depreciation	13	136
	Timing difference due to gratuity provision	69	37
	Closing balance	1,103	1,020
	TOTAL	1,103	1,020

Note 14 Other Non Current Assets

Particulars		31-Mar-23	31-Mar-22
(a)	Security deposits	20,078	653
(b)	Investment in Tanu Reality LLP	-	-
	TOTAL	20,078	653

Note 15 Inventories

Particulars		31-Mar-23	31-Mar-22
(a)	Raw material	2,656	2,519
(b)	Work-in-progress	2,41,238	1,50,445
	TOTAL	2,43,894	1,52,964

Note 16 Trade Receivables

Sr. No.	Particulars	Trade Receivables as on 31.03.2023 outstanding for following period					Total	31-Mar-22
		Less than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	More than 3 Years		
(a)	Undisputed Trade Receivables							
	Secured, Considered Good	-	-	-	-	-	-	-
	Unsecured, Considered Good	10,664	-	20,364	-	44,363	75,390	1,93,859
	Doubtful	-	-	-	-	-	-	-
(b)	Disputed Trade Receivables							
	Secured, Considered Good	-	-	-	-	-	-	-
	Unsecured, Considered Good	-	-	-	-	-	-	-
	Doubtful	-	-	-	-	-	-	-
		10,664	-	20,364	-	44,363	75,390	1,93,859
	Less: Provision for doubtful receivable						-	-
		10,664	-	20,364	-	44,363	75,390	1,93,859
	TOTAL	10,664	-	20,364	-	44,363	75,390	1,93,859



Atal Realtech Limited

(All amounts are in Rupees, unless otherwise stated)

Notes to financial statements for the year ended 31 March 2023

₹ in '000

Note 17 Cash and Cash Equivalents

Particulars		31-Mar-23	31-Mar-22
(a)	Cash on hand	22	61
(b)	Balance with banks	20,115	10
(c)	Others:		
	Bank deposits held as security against guarantees - More than 12 months maturity	11,148	16,537
TOTAL		31,286	16,608

Note 18 Short term Loans & Advances

Particulars		31-Mar-23	31-Mar-22
<u>Unsecured, considered good</u>			
(a)	<u>Loans and advances to related parties</u>		
	Advance to director	-	-
(b)	<u>Loans and advances to others</u>		
	Advance to Staff	207	1,114
	Advance to creditors of raw material, capital goods & others	74,383	22,250
	Advance receivable from LIC Housing Finance Limited	-	436
	<u>Balance with government authorities:</u>		
	- Income-tax	9,607	7,596
	- Goods and Services Tax	8,560	23,534
TOTAL		92,757	54,930

Note 19 Other Current Assets

Particulars		31-Mar-23	31-Mar-22
a)	Accrued interest	-	683
b)	Prepaid expenses	405	713
c)	Deposits	72,023	25,867
TOTAL		72,429	27,263



Atal Realtech Limited

(All amounts are in Rupees, unless otherwise stated)

Notes to financial statements for the year ended 31 March 2023

₹ in '000

Note 20 Revenue from Operations

Particulars		31-Mar-23	31-Mar-22
(a)	Contract receipts	4,06,300	4,04,326
	TOTAL	4,06,300	4,04,326

Note 21 Other Income

Particulars		31-Mar-23	31-Mar-22
(a)	Interest income	528	1,276
(b)	Miscellaneous Income / Write On	56	-
(c)	Discount	-	-
(d)	Waiver / Refund	-	-
(e)	Reimbursement of PF Contribution from PMGKY	-	-
(f)	Scaffolding Rent	-	-
	TOTAL	585	1,276

Note 22 Cost of Material Consumed

Particulars		31-Mar-23	31-Mar-22
(a)	Opening stock of raw material	2,519	1,050
	Add: Purchases	3,03,850	2,73,536
		3,06,369	2,74,587
	Less: Closing stock of raw material	2,656	2,519
	TOTAL	3,03,713	2,72,068

Note 23 Contract and site expenses

Particulars		31-Mar-23	31-Mar-22
(a)	Labour expenses	1,03,321	1,31,152
(b)	Machinery expenses	4,041	3,711
(c)	Other construction expenses	9,511	16,212
	TOTAL	1,16,874	1,51,076

Note 24 Changes in Inventories

Particulars		31-Mar-23	31-Mar-22
	Opening Stock		
	Work-in progress	1,50,445	56,093
	Closing Stock		
	Work-in progress	2,41,238	1,50,445
	TOTAL	(90,793)	(94,352)



Atal Realtech Limited

(All amounts are in Rupees, unless otherwise stated)

Notes to financial statements for the year ended 31 March 2023

₹ in '000

Note 25 Employee Benefit Expenses

Particulars		31-Mar-23	31-Mar-22
a)	Salary and wages	16,897	14,978
b)	Contribution to employee benefit fund	214	192
c)	Gratuity Payable	276	146
TOTAL		17,387	15,316

Note 26 Financial Expenses

Particulars		31-Mar-23	31-Mar-22
(a)	Interest expense	11,326	12,265
(b)	Other borrowing costs	2,452	4,204
TOTAL		13,777	16,470

Note 27 Other Expenses

Particulars		31-Mar-23	31-Mar-22
(a)	Auditor's remuneration	200	110
(b)	Hiring charges	-	1,030
(c)	Insurance expenses	685	631
(d)	Interest and late fees on statutory dues	240	1,384
(e)	Legal and professional fees	3,821	2,058
(f)	Miscellaneous expenses	33	334
(g)	Office expenses	596	564
(h)	Power and fuel	2,303	2,233
(i)	Printing and stationary	103	98
(j)	Rent charges	1,145	795
(k)	Repairs & Maintenance of Machinery	540	407
(l)	Value Added Tax	-	18
(m)	Rates difference	4	159
(n)	Telephone expenses	58	66
(o)	Tender expenses	60	23
(p)	Travelling and conveyance	140	187
TOTAL		9,926	10,098
<u>Payment to auditor:</u>		200	110
- as auditor		200	110



Atal Realtech Limited

(All amounts are in Rupees, unless otherwise stated)

Notes to financial statements for the year ended 31 March 2023

₹ in '000

Note 28 Contingent liabilities not provided for

Particulars		31-Mar-23	31-Mar-22
(a)	Guarantees and letter of credit given by the Company to suppliers, government bodies and performance guarantee	32,757	60,521
(b)	Goods and Service Tax*	66,289	-
Total		99,046	60,521

* The company has received intimation in Form GST DRC-01A from Goods and Services Tax Department, amounting to Rs. 1,78,23,428 for FY 2018-19, Rs. 4,34,55,481 for FY 2019-20 and Rs. 50,10,398 for FY 2022-23. As there is possible obligation which will be confirmed only by the future events and not wholly within the control of the company, hence the amount has been reported as a contingent liability.

Note 29 Details of dues to Micro and Small Enterprises as defined under the MSMED Act

There are no Micro and Small Enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006 to whom the Company owes dues on account of principal amount together with interest and accordingly, no additional disclosures have been made. The above information regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

Note 30 Disclosure under accounting standard (AS) - 7 - Construction Contracts

Particulars		31-Mar-23	31-Mar-22
(a)	Contract revenue recognised as revenue in the period	4,06,300	4,04,326
(b)	For contracts that are in progress:		
	- Aggregate amount of costs incurred upto reporting date	12,62,429	9,79,817
	- Recognised profits (less recognised losses) upto reporting date	2,37,264	1,59,780
	- Advances received from customer for contract work	-	-
	- Retention money	61,087	12,751
(c)	Gross amount due from customers for contract work	75,390	2,84,532
(d)	Gross amount due to customers for contract work	78,544	536

Note 31 Earning per share (EPS)

Particulars		31-Mar-23	31-Mar-22
(a)	Net profit for calculation of basic EPS (profit after tax)	21,730	21,551
(b)	Weighted average number of equity shares	14,802	4,934
(c)	Basic earning per share	1.47	4.37
(d)	Diluted earning per share	1.47	4.37

Note 32 Details of transactions in foreign currency

Particulars		31-Mar-23	31-Mar-22
(a)	Value of imports during the year (C.I.F. basis)	-	-
(b)	Expenditure in foreign currency	-	-
(c)	Earnings in foreign exchange during the year	-	-



Note 33 Prior Period Items

Particulars		31-Mar-23	31-Mar-22
(a)	Provision for gratuity of earlier years	-	-
(b)	Capital expenditure wrongly treated as revenue in earlier year	-	-
(c)	Depreciation impact on understated capital expenditure	-	-
(d)	Income Tax Provision of earlier years	-	-
(e)	Income Tax TDS not claimed in earlier years	-	-
Total		-	-

Note 34 Disclosure pursuant to Accounting Standard (AS) 15 Employees Benefits**i) Defined Contribution Plan**

Employer's contributions to Defined Contribution Plan, recognised as expenses for the year are as under:

Particulars		31-Mar-23	31-Mar-22
(a)	Provident Fund	154	133
(b)	Administrative charges for Provident fund	11	13

The above mentioned figures are as compiled and reported by the management.

ii) Defined Benefit Plan (Unfunded)

The present value of obligation for Defined benefit plan is based on the independent actuarial valuation for the year. The disclosures as required as per the AS-15 are as under:

a) Actuarial Assumptions:

Particulars		31-Mar-23	31-Mar-22
(i)	Discount Rate p.a.	7.20%	6.5%
(ii)	Rate of increase in Compensation levels p.a.	10%	10%
(iii)	Rate of Return on Plan Assets p.a.	Nil	Nil

The estimates of future salary increases, considered in the actuarial valuation take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employee market.

b) Changes in the present value of obligation

Particulars		31-Mar-23	31-Mar-22
(i)	Present value of obligation as at beginning of the year	3,585	3,439
(ii)	Current Service Cost	436	431
(iii)	Interest Cost	(233)	210
(iv)	Benefits Paid	-	-
(v)	Actuarial Gain / (Loss)	(393)	(495)
Present Value of Obligation as at the end of year		3,395	3,585

c) Expenses recognised in Profit & Loss Account

Particulars		31-Mar-23	31-Mar-22
(i)	Current Service Cost	436	431
(ii)	Interest Cost	233	210
(iii)	Actuarial (Gain) / Loss	(393)	(495)
Total Expenses recognised in the Profit and Loss Account		276	146



d) Net Liability / (Asset) recognised in the Balance Sheet

Particulars		31-Mar-23	31-Mar-22
(i)	Present value of obligation	3,395	3,585
(ii)	Fair Value of Plan Assets	-	-
(iii)	Net Liability / (Asset)	3,395	3,585
(iv)	Less: Unrecognised Past Service Cost	-	-
(v)	Liability / (Asset) recognised in the Balance Sheet	3,395	3,585
(vi)	Of which, Short-term Provision	1,172	1,023

Note 35 Disclosure pursuant to Accounting Standard (AS) 19 Leases:

The company has entered into cancellable operating leasing arrangements for Office premises.

Particulars		31-Mar-23	31-Mar-22
(i)	Operating lease Expenses recognised in profit and loss account	1,145	1,825

Note 36 Related party disclosure

(a) Name of related party and description of relationship

(i)	<u>Key Management Personnel</u> - Mr. Vijaygopal Atal - Mr. Nishit Atal - Mr. Amit Atal - Mr. Uday Satve
(ii)	<u>Relative of Key Management Personnel</u> - Mrs. Sujata Atal
(ii)	<u>Enterprise over which Key Management Personnel or their relatives have significant influence</u> - M/s Jaikumar Constructions Limited (formerly known as Jaikumar Constructions LLP) - Jaikumar Real Estate Private Limited - Tanu Reality LLP - ABH Developers Pvt. Ltd. - Waterstone LLP



(b) Related parties transactions

Particulars		31-Mar-23	31-Mar-22
(i)	<u>Salary and Remuneration paid</u>		
	- Mr. Vijaygopal Atal	1,950	1,950
	- Mr. Nishit Atal	-	-
	- Mrs. Sujata Atal	1,625	-
	- Mr. Uday Satve	682	-
(ii)	<u>Rent paid</u>		
	- Mr. Vijaygopal Atal	0	765
(iii)	<u>Hiring and professional charges</u>		
	- Mr. Nishit Atal	-	-
	- Mrs. Sujata Atal	32	215
(iv)	<u>Other business advances given / (Received back)</u>		
	- M/s Tanu Reality LLP	5,000	(74,583)
	- M/s Tanu Reality LLP	(5,000)	-
(v)	<u>Deposit given for rented premises</u>		
	- Mr. Nishit Atal	0	-
(vi)	<u>Loan taken</u>		
	- Mr. Vijaygopal Atal	-	-
	- Mr. Nishit Atal	-	-
	- Mr. Amit Atal	2,344	-
(vii)	<u>Loan repaid</u>		
	- Mr. Vijaygopal Atal	-	-
	- Mr. Nishit Atal	-	-
	- Mr. Amit Atal	1687	-
(ix)	<u>Payment of Deposits</u>		
	- Mr. Nishit Atal	-	7,946
	- Mr. Vijaygopal Atal	-	8,881
(x)	<u>Receipt back of Deposits</u>		
	- Mr. Nishit Atal	5,600	5,000
	- Mr. Vijaygopal Atal	600	19,781
(xi)	<u>Payment to 'Creditors for Expenses Payable</u>		
	- Mr. Nishit Atal	19	46
	- Mr. Vijaygopal Atal	159	2,050
	- M/s Tanu Reality LLP	378	-
(xii)	<u>Advance Salary recovered</u>		
	- Mr. Uday Satve	807	-



(c) Related Parties Balances

Particulars		31-Mar-23	31-Mar-22
(i)	Payable		
	- Mr. Vijaygopal Atal	492	870
	- Mr. Nishit Atal	-	46
	- Mrs. Sujata Atal	17	49
	- M/s Tanu Reality LLP	378	-
	- Mr. Amit Atal	657	-
(ii)	Remuneration Payable		
	- Mrs. Sujata Atal	-	-
(ii)	Receivable		
	- Mr. Vijaygopal Atal	5,631	6,231
	- Mr. Nishit Atal	10,211	15,811
	- M/s Jaikumar Constructions Limited	-	-
	- Jaikumar Real Estate Private Limited	-	-
	- M/s Tanu Reality LLP - Business Advance	-	-
	- Waterstone LLP	-	-
	- ABH Developers Pvt. Ltd.	-	-

Note 37 Disclosure pursuant to Accounting Standard (AS) 22 Accounting for Taxes on Income

The company has recognised Net Deferred Tax Asset of Rs. 2,42,804.00 in Profit and Loss Account, the details of which are as under:

Particulars		31-Mar-23	31-Mar-22
(i)	Deferred Tax Liabilities		
	Income tax at the applicable rate on the difference between the aggregate book written down value and tax written down value of property, plant and equipment	-	-
	TOTAL (A)	-	-
(ii)	Reversal of Deferred Tax Liabilities		
	Income tax at the applicable rate on the difference between the aggregate book written down value and tax written down value of property, plant and equipment	(118)	18
	TOTAL (B)	(118)	18
(iii)	Deferred Tax Assets		
	Income tax at the applicable rate on the Gratuity Provision	200	154
	TOTAL (C)	200	154
(iv)	Reversal of Deferred Tax Assets		
	Income tax at the applicable rate on the Gratuity Provision	-	-
	TOTAL (D)	-	-
	Deferred Tax Asset (Net) (A+B+C+D)	83	173

Note 38 Previous year's figures

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/ disclosure.

Note 39 Rounding off

The Figures appearing in the Financial statements are rounded off to the nearest of thousand rupees.



Atal Realtech Limited

(All amounts are in Rupees, unless otherwise stated)

Notes to financial statements for the year ended 31 March 2023

Note 40 : Additional Regulatory Information

Sr No.	Ratio	Numerator	Denominator	As at March 31, 2023	As at March 31, 2022
1	Current Ratio (in times)	Total Current Assets	Total Current Liabilities	2.72	3.20
2	Debt-Equity Ratio (in times)	Debt consists of borrowings & liabilities	Total Equity	1.37	2.85
3	Debt Service Coverage Ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non cash operating expenses + Interest + Other Non Cash Adjustments	Debt Service = Interest and lease payments + Principal repayments	2.29	3.31
4	Return on Equity Ratio (in %)	Profit for the year	Average Total Equity	22.02%	43.68%
5	Trade Receivables Turnover Ratio (in times)	Revenue from operations	Average Trade Receivables	3.02	2.32
6	Trade Payables Turnover Ratio (in times)	Purchases + Other Direct Expenses	Average Trade Payables	5.12	6.49
7	Net Capital Turnover Ratio (in times)	Revenue from operations	Working capital (i.e. Total Current Assets less Total Current Liabilities)	1.25	1.32
8	Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	1.53	2.59
9	Net Profit Ratio (in %)	Profit for the year	Revenue from operations	5.35	5.33
10	Return on Capital Employed (in %)	Profit before tax and finance cost	Capital Employed = Net Worth + Lease Liabilities + Deferred Tax Liabilities	12.54%	13.53%

Note :

- 1 There is a deviation of more than 25% in the Debt-Equity Ratio as compared to previous year, as bonus shares have been issued during the year in the ratio of 2:1
- 2 There is a deviation of more than 25% in the Return on Equity Ratio as compared to previous year, as average total equity has been increased as compared to previous year.
- 3 There is a deviation of more than 25% in the Trade Receivables Turnover Ratio as compared to previous year, as amount of average trade receivables has been decreased as compared to previous year.
- 4 There is a deviation of more than 25% in the Inventory Turnover Ratio as compared to previous year, as amount of cost of goods sold and average inventory have been increased as compared to previous year.



STATEMENT OF ACCOUNTING RATIOS

Particulars	Un-audited Financial Result	Based on Audited Financial Statements	Based on Audited Financial Statements
	For the period ended December 31, 2023	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022
Net Worth (₹ millions)	364.84	355.73	334.00
Profit attributable to the owners of the equity (₹ millions)	9.12	21.73	21.55
Number of the shares outstanding at the end of the year	7,40,10,000	1,48,02,000	49,34,000
Basic earnings per share (₹)*	0.12	1.47	4.37
Diluted earnings per share (₹)*	0.12	1.47	4.37
Return on Net Worth (%)	2.64	6.11	6.45
Net Asset Value per Equity Share (₹)	4.92	24.03	67.69
EBITDA (₹ in million)	25.97	49.77	51.40

*Note: The figures of Basic EPS and Diluted EPS pertaining to the period ended December 31, 2023 have been reported as 0.67 in the Limited Review Report. However, subject to split of shares during the reporting period, it has to be reported as 0.12 respectively.

The formula used in the computation of the above ratios is as follows:

Basic earnings per share	Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders before and after exceptional item, as applicable / Weighted Average number of Equity Shares.
Diluted earnings per share	Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders before or after exceptional item, as applicable/ Weighted Average number of Equity Shares (including convertible securities).
Return on net worth (in %)	Profit for the Period/Year as per Statement of Profit and Loss attributable to Equity Shareholders (prior to other comprehensive income)/ Net worth at the end of the year.
Net asset value per Equity Share	Net Worth divided by the number of Equity Shares outstanding for the period/year.
EBITDA	Profit for the year before finance costs, tax, depreciation, amortisation, exceptional items as presented in the statement of profit and loss in the Financial Statements.

CAPITALIZATION STATEMENT

Statement of Capitalization

(₹ in lakhs)

Particulars Based on Audited Financial Statements		Pre-Issue as at March 31, 2023	As adjusted for the issue (Post Issue)*
Borrowings:			
Current borrowings	A	923.36	[•]
Non-current borrowings	B	198.82	[•]
Total borrowings	C=A+B	1122.18	[•]
Shareholder's fund (Net worth)			
Share Capital	C	1480.20	[•]
Other Equity	D	2077.11	[•]
Total shareholder's fund (Net worth)	E=C+D	3557.31	[•]
Non-current borrowing's/shareholder's fund (Net worth) ratio	B/E	0.05	[•]
Total borrowings /shareholders' funds (Net worth) ratio	C/E	0.32	[•]

**Not determinable at this stage due to pending completion of the issue and hence the same have not been provided in the above statement.*

Notes:

1. Non-current borrowings are considered as borrowings other than short term borrowings
2. The amounts disclosed above are based on the Standalone Financial Information of the company

STATEMENT OF MATERIAL DEVELOPMENTS AFTER DECEMBER 31, 2023

There have not arisen, since the date of the last financial statements disclosed in this Draft Letter of Offer, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

For further details, please refer to the chapter titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 121 of this Draft Letter of Offer.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our audited financial statements as of and for the Fiscal ended March 31, 2023 and March 31, 2022 and Unaudited financial results for Nine months period ended December 31, 2023 included in this Draft Letter of Offer, all prepared in accordance with Indian Accounting Standards ("Ind AS"). Unless otherwise stated, the financial information used in this chapter is derived from the Audited Financial Statements of our Company.

Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year are to the twelve-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 Atal Realtech Limited, our Company. Unless otherwise indicated, financial information included herein are based on our "Financial Statements" for the period ended on Financial Years 2023 and 2022 is included in this Draft letter of offer beginning on page 78 of this Draft Letter of Offer.

Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be "Forward Looking Statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors could make a difference to our operations include, among others, economic conditions affecting demand/supply and price conditions in domestic and overseas market in which we operate, changes in Government Regulations, Tax Laws and other Statutes and incidental factors.

BUSINESS OVERVIEW

We are a construction company providing integrated civil works contracting and engineering services and are a registered contractor with the Government of Maharashtra PWD in Class I-A. Our Company engages in contracting and sub-contracting for various government and private projects which includes construction of commercial and industrial structures. Majority of the construction activity being undertaken by us includes civil & structural construction under sub-contracting by main contractors, who have been allotted the project by a principle employer. Further, we have undertaken a few projects directly as a Contractor for certain private construction companies and real estate developers.

For further details, please refer to the chapter titled 'Our Business' beginning on page 59 of this Draft Letter of Offer.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subject to various risks and uncertainties, including those discussed in the section titled "Risk Factors" on page 18 beginning of this Draft Letter of Offer.

Our Company's future results of operations could be affected potentially by the following factors:

- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Inability to identify the new premises may adversely affect the operations, finances and profitability of the Company;
- Uncertainty regarding the Government Infrastructure Projects, raw material prices, economic conditions and other factors beyond our control;
- Inability to identify or effectively respond to customer needs, expectations or trends in a timely manner;
- Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various projects;
- Volatility of loan interest rates and inflation;
- Our failure to keep pace with rapid changes in technology;
- Our ability to meet our further capital expenditure requirements;
- Fluctuations in operating costs;
- Our ability to attract and retain qualified personnel;

- Conflict of Interest with affiliated companies, the promoter group and other related parties;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in government policies and regulatory actions that apply to or affect our business;
- The performance of the infrastructure and real estate markets in India and globally;
- The occurrence of natural disasters or calamities; and
- Failure to successfully upgrade our service portfolio, from time to time.

SIGNIFICANT ACCOUNTING POLICIES

Except as mentioned in section titled “*Financial Statements*” beginning on page 78 of this Draft Letter of Offer, there has been no change in accounting policies during the Fiscal years 2023 and 2022.

CHANGES IN ACCOUNTING POLICIES

Except as mentioned in section titled “*Financial Statements*” beginning on page 78 of this Draft Letter of Offer, there has been no change in accounting policies during the Fiscal years 2023 and 2022

COMPONENTS OF INCOME AND EXPENDITURE

Total Revenue

Our Total revenue consists of revenue from operations and other income.

Other Income

Other income includes Interest received on deposit with bank, foreign exchange gain/loss etc

Total Expenses

Expenses consists of cost of material consumed, changes in inventories, employee benefit expenses, financial costs, depreciation and amortisation expense and other expenses.

Change in Inventories

Consists of changes in work-in-progress and finished products, if any.

Employee benefit expenses

Employee benefit expenses comprises of salaries, gratuity, contribution to and provident and other funds.

Finance cost

Finance cost comprises of interest on borrowings and other cost.

Other Expenses

Other expenses include sales and marketing expenses, courier and freight charges, electricity expenses, repairs and maintenance, power and fuel, Professional fees charges, packing and testing charges, travelling and conveyance charges, business promotion expenses, rent etc.

Taxation

The current taxation is computed in accordance with relevant tax regulation. Deferred tax is recognized on timing differences between the accounting and the taxable income for the year and quantified using the tax rates and laws

enacted or subsequently enacted as on balance sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized in future.

RESULTS OF OPERATIONS

The following discussion on results of operations should be read in conjunction with the Standalone Audited Financial Statements as of and for the year ended March 31, 2023 and March 31, 2022 is as follows:

(₹ in Lakhs)

Sr. No.	Particulars	For the Year ended March 31, 2023		For the Year ended March 31, 2022	
		Amount	% of Total Revenue	Amount	% of Total Revenue
I	Revenue from operations	4,063.00	99.86	4,043.26	99.69
II	Other Income	5.85	0.14	127.6	3.15
III	Total Revenue (I +II)	4,068.84	100.00	4,056.02	100.00
IV	Expenses				
a	Cost of materials consumed	3,037.13	74.64	2,720.68	67.08
b	Contract and site expenses	1,168.74	28.72	1,510.76	37.25
c	Change in Inventory of Stock in Trade	(907.93)	(22.31)	(943.52)	(23.26)
d	Employee Benefits expense	173.87	4.27	153.16	3.78
e	Finance Costs	137.77	3.39	164.70	4.06
f	Depreciation and amortization expense	51.83	1.27	61.91	1.53
g	Other expenses	99.26	2.44	100.98	2.49
	Total Expenses	3,760.67	92.43	3,768.66	92.92
V	Profit before Exceptional Items & Tax (III –IV)	308.17	7.57	287.37	7.09
VI	Exceptional Items				
VII	Profit after Exceptional items before tax (V-VI)	308.17	7.57	287.37	7.09
	Tax expenses				
a	Current tax	85.96	2.11	76.14	1.88
b	Tax adjustment of earlier years	5.74	0.14	(2.55)	(0.06)
c	Deferred tax	(0.83)	(0.02)	(1.73)	(0.04)
VIII	Total Tax Expenses	90.87	2.23	71.86	1.77
IX	Profit /Loss for the period (VII-VIII)	217.30	5.34	215.51	5.31

ON STANDALONE BASIS COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2023 WITH FINANCIAL YEAR ENDED MARCH 31, 2022

Total Revenue

Our total revenue, which comprised of revenue from operations and other income, for the financial year ended March 31, 2023, was ₹ 4,068.84 lakhs as compared to ₹ 4,056.02 lakhs for the financial year ended March 31, 2022, representing increase of 0.32%.

Revenue from Operations

Our revenue from operations for the year ended March 31, 2023 was ₹ 4,063.00 lakhs as compared to ₹ 4043.26 lakhs for the Year ended March 31, 2022, representing an increase of 0.49 % due to increase in sales.

Other Income

Our other income for the year ended March 31, 2023 was ₹ 5.85 lakhs as compared to ₹ 127.6 lakhs for the Year ended March 31, 2022, representing decrease of 95.41 %.

Expenditure

Our total expenditure was ₹ 3,760.67 lakhs for the year ended March 31, 2023 as compared to ₹ 3,768.66 lakhs for the Year ended March 31, 2022, representing decrease of 0.21%

Cost of Material Consumed

Cost of material consumed/purchase of stock in trade for the year ended March 31, 2023 was ₹ 3037.13 lakhs as compared to ₹ 2720.68 lakhs for the Year ended March 31, 2022, representing an increase of 11.63 %.

Change in Inventory of Stock in Trade

Change in inventory of Stock in Trade for the year ended March 31, 2023 was ₹ (907.93) lakhs as compared to ₹ (943.52) lakhs for the Year ended March 31, 2022, representing an increase of 3.77 %.

Employee Benefit Expenses

Employee Benefit expenses for the Year ended for the year ended March 31, 2023 was ₹ 173.87 lakhs as compared to ₹ 153.16 lakhs for the Year ended March 31, 2022, representing an increase of 13.52%.

Finance Costs

Finance costs for the Year ended for the year ended March 31, 2023 was ₹ 137.77 lakhs as compared to ₹ 164.70 lakhs for the Year ended March 31, 2022, representing decrease of 16.35 %.

Depreciation and amortization expenses

Depreciation and amortization expenses for the year ended March 31, 2023 was ₹ 51.83 lakhs as compared to ₹ 61.91 lakhs for the Year ended March 31, 2022, representing decrease of 16.28 %.

Other expenses

Other expenses for the year ended March 31, 2023 was ₹ 99.26 lakhs as compared to ₹ 100.98 lakhs for the Year ended March 31, 2022, representing decrease of 1.70%.

Profit before Tax

Profit before Tax for year ended March 31, 2023 was ₹ 308.17 lakhs as compared to ₹ 287.37 lakhs for the Year ended March 31, 2022, representing an increase of 7.24%.

Profit after Tax

Profit after Tax for year ended March 31, 2023 was ₹ 217.30 lakhs as compared to ₹ 215.51 lakhs the Year ended March 31, 2022, representing an increase of 0.83 %.

The following discussion on results of operations should be read in conjunction with the Un-Audited Financial Results as of and for the Nine month period ended December 31, 2023 and December 31, 2022 is as follows:

(₹ in Lakhs)

Sr. No.	Particulars	For the Nine months ended December 31, 2023		For the Nine months ended December 31, 2022	
		Amount	% of Total Revenue	Amount	% of Total Revenue
I	Revenue from operations	1,628.37	99.45	2,366.56	99.88
II	Other Income	8.97	0.55	2.73	0.12
III	Total Revenue (I +II)	1,637.34	100.00	2,369.00	100.00
IV	Expenses				
a	Cost of materials consumed	960.24	58.65	2,116.34	89.32
b	Direct expenses	739.94	45.19	621.25	26.22
c	Change in Inventory of Stock in Trade	(520.21)	(31.77)	(841.22)	(35.51)
d	Employee Benefits expense	150.38	9.18	125.30	5.29
e	Finance Costs	128.83	7.87	99.35	4.19
f	Depreciation and amortization expense	10.39	0.63	38.69	1.63
g	Other expenses	47.28	2.89	73.50	3.10
	Total Expenses	1516.85	92.65	2,233.21	94.25
V	Profit before Exceptional Items & Tax (III –IV)	120.48	7.36	136.08	5.74
VI	Exceptional Items				
VII	Profit after Exceptional items before tax (V-VI)	120.48	7.36	136.08	5.74
	Tax expenses				
a	Current tax	23.36	1.43	34.32	1.45
b	Tax adjustment of earlier years	5.85	0.36	5.92	0.25
c	Deferred tax	0.13	0.01	0.02	0.00
VIII	Total Tax Expenses	29.34	1.79	40.26	1.70
IX	Profit /Loss for the period (VII-VIII)	91.14	5.56	95.82	4.05

NINE MONTHS PERIOD ENDED DECEMBER 31, 2023 COMPARED TO NINE MONTHS PERIOD ENDED DECEMBER 31, 2022

Total Revenue

Our total revenue, which comprised of revenue from operations and other income, for the Nine months ended December 31, 2023, was ₹ 1,637.34 lakhs as compared to ₹ 2,369 lakhs for the Nine months ended December 31, 2022, representing decrease of 30.89 %.

Revenue from Operations

Our revenue from operations for the Nine months ended December 31, 2023 was ₹ 1,628.37 lakhs as compared to ₹ 2,366.56 lakhs for the Nine months ended December 31, 2022, representing decrease of 39.91 %.

Other Income

Our other income for the Nine months ended December 31, 2023 was ₹ 8.97 lakhs as compared to ₹ 2.73 lakhs for the Nine months ended December 31, 2022, representing an increase of 228.57%.

Expenditure

Our total expenditure was ₹ 1516.85 lakhs for the Nine months ended December 31, 2023 as compared to ₹ 2,233.21 lakhs for the Nine months ended December 31, 2022, representing decrease of 32.08%.

Cost of Material Consumed

Cost of material consumed/purchase of stock in trade for the Nine months ended December 31, 2023 was ₹ 960.24 lakhs as compared to ₹ 2,116.34 lakhs for the Nine months ended December 31, 2022, representing an increase of 54.63 %.

Change in Inventory of Stock in Trade

Change in inventory of Stock in Trade for the Nine months ended December 31, 2023 was ₹ (520.21) lakhs as compared to ₹ (841.22) lakhs for the Nine months ended December 31, 2022, representing an increase of 38.16 %.

Employee Benefit Expenses

Employee Benefit expenses for the Year ended for the Nine months ended December 31, 2023 was ₹ 150.38 lakhs as compared to ₹ 125.30 lakhs for the Nine months ended December 31, 2022, representing an increase of 20.02%.

Finance Costs

Finance costs for the Year ended for the Nine months ended December 31, 2023 was ₹ 128.83 lakhs as compared to ₹ 99.35 lakhs for the Nine months ended December 31, 2022, representing an increase of 29.67 %.

Depreciation and amortization expenses

Depreciation and amortization expenses for the Nine months ended December 31, 2023 was ₹ 10.39 lakhs as compared to ₹ 38.69 lakhs for the Nine months ended December 31, 2022, representing decrease of 73.15 %.

Other expenses

Other expenses for the Nine months ended December 31, 2023 was ₹ 47.28 lakhs as compared to ₹ 73.50 lakhs for the Nine months ended December 31, 2022, representing decrease of 35.67%.

Profit before Tax

Profit before Tax for the Nine months ended December 31, 2023 was ₹ 120.48 lakhs as compared to ₹ 136.08 lakhs for the Nine months ended December 31, 2022, representing decrease of 11.46%.

Profit after Tax

Profit after Tax for the Nine months ended December 31, 2023 was ₹ 91.14 lakhs as compared to ₹ 95.82 lakhs the Nine months ended December 31, 2022, representing decrease of 4.88 %.

SECTION VIII – OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Our Company is subject to various legal proceedings from time to time, primarily arising in the ordinary course of business.

Further other than as disclosed in this section, there are no outstanding litigation involving our Company and/or our Promoters and/or Director with respect to (i) issues of moral turpitude or criminal liability on the part of our Company and/or our Promoters and/or Directors, (ii) material violations of statutory regulations by our Company and/or our Promoters and/or Directors, (iii) economic offences where proceedings have been initiated against our Company and/or our Promoters and/or Directors, (iv) any pending matters, which if they result in an adverse outcome would materially and adversely affect operations or financial position of our Company and/or our Promoters and/or Directors, and (v) tax matters.

For the purpose of material litigations the materiality threshold is in conformity with the ‘Policy for Determination of Materiality of Events’ (“LODR Materiality Policy”) framed in accordance with Regulation 30 of the SEBI LODR Regulations which is defined as lower of the following: (i) two percent of turnover, as per the last audited consolidated financial statements of the listed entity; (ii) two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative; (iii) five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the listed entity; adopted by the Board through its resolution circular dated May 04, 2024.

a) All criminal proceedings, taxation matters, disciplinary actions and actions by statutory or regulatory authorities, involving our Company, Promoters, Directors, or Group Companies, and subsidiaries as the case may be has been considered as material;

b) All pending litigation (other than those covered in (a) above) involving our Company, Promoters, Directors, as the case may be, has been considered material;

c) All pending litigations involving our Directors where an adverse outcome would materially and adversely affect the business, operations or financial position or reputation of our Company has been considered as material;

Our Company, our Promoters and/or our Directors have not been declared as willful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoters or our Directors and/ or Group Companies, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.

Unless otherwise stated, all proceedings are pending as of the date of this Letter of offer. All information provided below is as of the date of this Draft Letter of offer.

LITIGATION INVOLVING OUR COMPANY

There are no issues of moral turpitude or criminal liability, material violation of statutory regulations or economic offences or material pending matters involving our Company except as follows:

1. LITIGATIONS AGAINST OUR COMPANY

Criminal Proceeding involving moral turpitude or criminal liability against our Company

Nil

Proceedings involving material violations of Statutory/Regulatory Authority by our Company

Nil

Economic offences where proceedings have been initiated against our Company

Nil

Other Proceeding against our Company including matters which are considered material as per Materiality Policy

Nil

Tax Proceedings

i.) Details of Interest & Penalty remaining unpaid: -

In the fiscal years 2018-19, 2019-20, and 2022-23, the Company claimed Input Tax Credit from suppliers whose registration certificates were cancelled right from the beginning for various reasons, and thus, they are not eligible for availing credit as per the conditions outlined in section 16(2) & 16(4) of the SGST/CGST/IGST Act 2017. Additionally, it has been noted that these suppliers are declared as non-genuine taxpayers (NGPT).

As the Input Tax Credit for the fiscal year 2018-19 was wrongly claimed and utilized, the corresponding interest and penalty have been imposed accordingly. However, the Company is currently in the process of appealing against these penalties and is confident about a favorable outcome.

As of now, a mandatory fixed amount of Interest and penalty has been levied, as follows:

FY	PARTICULARS	IGST ACT	CGST ACT	MGST ACT	TOTAL
2018-19	Interest levied u/s 50 (1) (Up to the date of payment of Tax)	-	35,12,856	35,12,856	70,25,712
	Penalty levied	-	53,98,858	53,98,858	1,07,97,716
	Total	-	89,11,714	89,11,714	1,78,23,428
2019-20	Interest levied u/s 50 (1) (Up to the date of payment of Tax)	-	19,43,882	19,43,882	70,25,712
	Penalty levied	-	35,48,588	35,48,588	1,07,97,716
	Total	-	54,92,470	54,92,470	1,09,84,940
2022-23	Tax Payable	-	11,49,174	11,49,174	22,98,348
	Interest levied u/s 50 (1) (Up to the date of payment of Tax)	-	3,96,465	3,96,465	7,92,930
	Penalty levied	-	11,49,174	11,49,174	22,98,348
	Total	-	26,94,813	26,94,813	53,89,626

ii.) Details of Case where excess ITC is availed & utilized in GSTR 3B as compare to ITC accrued in auto populated GSTR 2A

In the fiscal year 2019-20, authorities identified that the company had incorrectly availed excess Input Tax Credit in its GSTR-3B or GSTR-9 filings for supplies received from its suppliers. However, the Company is presently in the process of appealing against these penalties and is confident of a favorable outcome.

As of now, fixed amounts of interest, tax, and penalty have been levied based on decisions made regarding each matter/parameter, as follows:

FY	PARTICULARS	IGST ACT	CGST ACT	MGST ACT	TOTAL
2019-20	Tax Payable	14,438	14,23,606	14,23,606	28,61,650
	Interest levied u/s 50	10,395	17,63,114	17,63,114	35,36,624

	(1) (Up to the date of payment of Tax)				
	Penalty levied	2,888	2,34,815	2,34,815	4,72,517
	Total	27,721	34,21,535	34,21,535	68,70,791

2. LITIGATIONS BY OUR COMPANY

Litigation Involving Criminal Laws:

Nil

Litigation Involving Civil Laws:

Nil

Litigation Involving Actions by Statutory/ Regulatory Authorities:

Nil

Litigation Involving Tax Matters:

Nil

Other Material Pending Litigations:

Nil

3. LITIGATION RELATING TO THE DIRECTORS OF THE COMPANY

A. CASES FILED AGAINST THE DIRECTORS

1. Litigation involving Civil/Statutory Laws

S.no.	Case Name	Description	Year	Act	Court	Case Stage
1.	Employees State Insurance Corporation S.B. Gupta VS Vijaygopal Parasram Atal	Mr. Vijaygopal Parasram Atal is the principal employer of the factory M/S Jaikumar Real Estates Pvt. Ltd., 6/7, Falcon Plaza, Sarda Circle, Near Nashik Urdu High School, Nashik - 422005 to which the Section 39 and 40 of the Employee's State Insurance Act, 1948 read with Regulation 31 of the Employees State Insurance (General) Regulations, 1950,	2018	Employees' State Insurance Act	Chief Judicial Magistrate, Nashik	Pending

		are applicable which states that every Principal employer of a factory/ establishment covered under the Act is required to pay contribution payable within 21 days (upto May 2017) and within 15 days (from June 2017 onwards) following the last day of the calendar month in which the contribution falls due. The accused failed to pay contribution in respect of the respective wage period in the aforesaid manner and the aforesaid time limit.				
2.	Goldi Jogindarsingh Anand VS Vijaygopal Parshram Atal	The plaintiff filed the case stating that documents presented as agreements between the parties for promises of payment and property transfer, which the defendant supposedly acknowledged in subsequent correspondences. However, the defendant denies the authenticity of these documents, arguing they are forged and fabricated to support a false legal claim.	2022	Special Relief Act	Civil Court Senior Division, Nashik	Pending
3.	State Bank of India VS Mr. Vijay Gopal P. Atal	A caveat has been filed by State Bank of India against the Director and other seven caveats regarding an immovable property.	2022		Debt Recovery Tribunal Mumbai 3	Pending

2. Litigation involving Criminal Laws

S.no.	Case Name	Description	Year	Act	Court	Case Status
1.	State thr. Sarkarwada P. S. VS Vijay Gopal Atal, Director M.s Jailkumar Real Estates Pvt. Ltd.	There is a case filed against Mr. Vijaygopal Atal for the violations of the Employees State Insurance Act. This case is in conjunction with case of 'Employees State Insurance Corporation S. B. Gupta VS Vijaygopal Parasram Atal' mentioned under civil proceedings and share similar legal concerns.	2015	Indian Penal Code	Chief Judicial Magistrate, Nashik	Pending

3. Litigation involving Tax Liabilities

1.) Mr. Amit Atal

The Assistant Commissioner of Income Tax, Delhi by its order dated March 27, 2022, raised a demand notice for the sum of ₹3,43,713 under section 156 of the Income-Tax Act, 1961 for the assessment year 2015-2016. The Director has filed an appeal against the Assessment Order before the Commissioner of Income Tax (Appeals) in relation to the disputed amount. The matter is currently pending.

2.) Mr. Vijaygopal Atal

The Central Circle 1, Nashik by its order dated December 31, 2022, raised a demand notice for the sum of ₹1,02,57,365 under section 156 of the Income-Tax Act, 1961 for the assessment year 2021-2022. The Director has filed an appeal against the Assessment Order before the Commissioner of Income Tax (Appeals) in relation to the disputed amount. Further, the twenty percent of the disputed amount i.e. ₹ 20,52,473 has been paid to the department. The matter is currently pending.

B. CASES FILED BY THE DIRECTORS

Litigation involving Civil/Statutory Laws

Nil

Litigation involving Criminal Laws

Nil

Litigation involving Economic Offenses

Nil

Litigation involving Tax Liabilities

Nil

4. LITIGATION INVOLVING OUR PROMOTER AND PROMOTER GROUP

A. Litigation against our Promoter and Promoter Group:

Litigation Involving Criminal Laws:

Nil

Litigation Involving Civil Laws:

Nil

Litigation Involving Actions by Statutory/ Regulatory Authorities:

Nil

Litigation Involving Tax Matters: For details of Tax Matters of our Promoter, Mr. Vijaygopal Atal, please see the section of 'Litigation Involving our Directors' in this chapter.

Other Material Pending Litigations:

Nil

B. Litigation filed by our Promoter and Promoter Group:

Litigation Involving Criminal Laws:

Nil

Litigation Involving Civil Laws:

Nil

Litigation Involving Actions by Statutory/ Regulatory Authorities:

Nil

Litigation Involving Tax Matters:

For details of Tax Matters of our Promoter, Mr. Vijaygopal Atal, please see the section of 'Litigation Involving our Directors' in this chapter.

Other Material Pending Litigations:

Nil

5. OTHER PENDING LITIGATION BASED ON MATERIALITY POLICY OF OUR COMPANY

Nil

6. DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

Neither our Company, nor our Promoter or any of our directors are or have been categorized as a willful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the RBI.

GOVERNMENT AND OTHER APPROVALS

Our Company requires various licenses, registrations, permits and approvals issued by relevant central and state authorities under various rules and regulations (“Approvals”) for carrying on its present business activities. The requirement for the Approvals may vary based on factors such as the legal requirements in the jurisdiction, in which the Projects are located. Further, our obligation to obtain and renew such approvals arises periodically and applications for such approvals are made at the appropriate stage.

We are not required to obtain any licenses or approvals from any government or regulatory authority for the objects of this Issue. For further details, please refer to the chapter titled “Objects of the Issue” at page 43 of this Draft Letter of Offer.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The issue has been authorised by a resolution of our Board of Directors passed at their meeting held on January 29, 2024 pursuant to clause (a) of Sub-Section (1) of Section 62 and other provisions of the Companies Act.

The Board of Directors, at its meeting held on [●], determined the Issue Price as ₹ [●]/-per Rights Equity Share and the Rights Entitlement as [●] ([●]) Rights Equity Share(s) for every [●] ([●]) Equity Share(s) held on the Record Date, i.e., [●]. The Issue Price of ₹ [●]/-per Rights Equity Share has been arrived prior to the determination of the Record Date.

This Draft Letter of Offer has been approved by our Board of Directors, at meeting held on May 16, 2024;

Our Company has received 'in-principle' approval for listing of the Rights Equity Shares to be Allotted pursuant to Regulation 28 of SEBI Listing Regulations, vide letter bearing reference number [●] dated [●] and [●] dated [●] issued by BSE Limited and NSE. Our Company will also make applications to Stock Exchanges to obtain their 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 Eligible Equity Shareholders of our Company. For details, see "*Terms of the Issue*" on page 140 of this Draft Letter of Offer.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoters, members of our Promoter Group, our directors have not been prohibited or 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 or any other regulatory or governmental authority as on the date of this Draft Letter of Offer.

Further, our Promoter 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.

Neither our Promoter nor our Directors have been declared as fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018).

Association of our Directors with the securities markets

None of our Directors are associated with the securities market in any manner.

Prohibition by RBI

Neither our Company, nor our Promoter, 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 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 Promoter and the members of our Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.

Eligibility of the Issue

1. Our Company is a listed company incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on the BSE Limited and NSE. Our Company is eligible to offer and issue Right Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the SEBI (ICDR) Regulations;
2. Our Company is undertaking this Right Issue in compliance with Part B of Schedule VI of the SEBI (ICDR) Regulations. Our Company undertakes to make an application to Stock Exchanges for listing of the Right Shares to be issued pursuant to this Issue.

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 an application to the Stock Exchange for listing of the Rights Equity Shares to be issued pursuant to the Issue. BSE is the Designated Stock Exchange for the Issue.

Compliance with Clause (1) of Part B of Schedule VI of the SEBI ICDR Regulations

Our Company is in compliance with the provisions specified in Clause (1) of Part B of Schedule VI of the SEBI (ICDR) Regulations as explained below:

1. Our Company has been filing periodic reports, statements and information in compliance with the Listing Agreement or the SEBI (LODR) Regulations, as applicable for the last one year immediately preceding the date of filing of the Draft Letter of Offer with the Designated Stock Exchange;
2. The reports, statements and information referred to above in clause (1) are available on the website of Stock Exchanges;
3. Our Company has an investor grievance-handling mechanism which includes meeting of the Stakeholders' Relationship Committee at frequent intervals, appropriate delegation of power by our Board our directors as regards share transfer and clearly laid down systems and procedures for timely and satisfactory redressal of investor grievances.

As our Company satisfies the conditions specified in Clause (1) of Part B of Schedule VI of SEBI (ICDR) Regulations, disclosures in this Draft Letter of Offer have been made in terms of Clause (4) of Part B of Schedule VI of SEBI (ICDR) Regulations.

Disclaimer Clause of SEBI

The Draft Letter of Offer has not been filed with SEBI in terms of SEBI (ICDR) Regulations as the size of issue is up to ₹5,000.00 Lakhs. As required, a copy of the Letter of Offer will be submitted to SEBI.

Disclaimer clauses from our Company

Our Company accepts no responsibility for the statements made otherwise than in this Draft Letter of Offer or in any advertisement or other materials issued by us or by any other persons at our instance and anyone placing reliance on any other source of information would be doing so at his/ her own risk.

Investors who invest in this Issue will be deemed to have represented by our Company and its 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.

Cautions

Our Company shall make all relevant information available to the Eligible Equity Shareholders in accordance with SEBI ICDR Regulations and no selective or additional information would be available for a section of the Eligible

Equity Shareholders in any manner whatsoever including at presentations, in research or sales reports etc. after filing of this Draft Letter of Offer.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Draft Letter of Offer. You must not rely on any unauthorized information or representations. This Draft Letter of Offer is an offer to sell only the Equity Shares and rights to purchase the Equity Shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this Draft Letter of Offer is current only as of its date.

Disclaimer with respect to jurisdiction

This Draft Letter of Offer has been prepared under the provisions of Indian laws and the applicable rules and regulations thereunder. Any disputes arising out of this Issue will be subject to the jurisdiction of the appropriate court(s) in Mumbai, India only

Designated Stock Exchange

The Designated Stock Exchange for the purpose of this Issue will be BSE Limited.

Listing

Our Company will apply to Stock Exchanges 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.

Disclaimer Clause of BSE

As required, a copy of this Draft Letter of Offer has been submitted to the BSE Limited. The Disclaimer Clause as shall be intimated by the BSE Limited to us, post-scrutiny of this Draft Letter of Offer, shall be included in the Letter of Offer prior to filing with BSE Limited.

Disclaimer Clause of NSE

As required, a copy of this Draft Letter of Offer has been submitted to the NSE. The Disclaimer Clause as shall be intimated by the NSE to us, post-scrutiny of this Draft Letter of Offer, shall be included in the Letter of Offer prior to filing with NSE.

Selling Restrictions

This Draft Letter of Offer is solely for the use of the person who has received it from our Company or from the Registrar. This Draft Letter of Offer is not to be reproduced or distributed to any other person.

The distribution of this Draft Letter of Offer, Abridged Letter of Offer, Application Form and the Rights Entitlement Letter (“**Issue Materials**”) and the issue of Rights Entitlements and Equity Shares 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 Issue Materials 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 of our Company and will dispatch the Issue Materials only to Eligible Equity Shareholders who have provided an Indian address to our Company/Registrar.

No action has been or will be taken to permit the Issue in any jurisdiction, or the possession, circulation, or distribution of the Issue Material or any other material relating to our Company, the Equity Shares or Rights Entitlement in any jurisdiction, where action would be required for that purpose, except that this Draft Letter of Offer has been filed with the Stock Exchange.

Accordingly, the Rights Entitlement or Equity Shares may not be offered or sold, directly or indirectly, and this Draft Letter of Offer or any offering materials or advertisements in connection with the Issue or Rights Entitlement may not be distributed or published in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer.

This Draft Letter of Offer and its accompanying documents are being supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose. If this Draft Letter of Offer is received by any person in any jurisdiction where to do so would or might contravene local securities laws or regulation, or by their agent or nominee, they must not seek to subscribe to the Equity Shares or the Rights Entitlement referred to in this Draft Letter of Offer. Investors are advised to consult their legal counsel prior to applying for the Rights Entitlement and Equity Shares or accepting any provisional allotment of Equity Shares, or making any offer, sale, resale, pledge or other transfer of the Equity Shares or Rights Entitlement.

Neither the delivery of this Draft Letter of Offer nor any sale 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 of any time subsequent to this date or the date of such information. Each person who exercises Rights Entitlements and subscribes for Equity Shares, or who purchases Rights Entitlements or Equity Shares shall do so in accordance with the restrictions set out below.

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 DRAFT LETTER OF OFFER ARE BEING OFFERED IN INDIA, BUT NOT IN THE UNITED STATES. THE OFFERING TO WHICH THE DRAFT 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, DRAFT LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME.

Our Company reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States or other jurisdictions where the offer and sale of the Rights Equity Shares and/ or the Rights Entitlements 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 not in the United States and eligible to subscribe for the Rights Equity Shares and/ or the Rights Entitlements under applicable securities laws, and such person is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Rights Equity Shares and/ or Rights Entitlements in respect of any such Application Form.

Our Company reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States of America; (ii) does not include the relevant certification set out in the Application Form headed "Overseas Shareholders" to the effect that the person accepting and/or renouncing the Application Form does not have a registered address (and is not otherwise located) in the United States, and such person is complying with laws of the jurisdictions applicable to such person in connection with the Issue, among others; (iii) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; or (iv) where a registered Indian address is not provided, and our Company shall not be bound to allot or issue any Equity Shares or Rights Entitlement in respect of any such Application Form.

The Rights Entitlements and the Rights Equity Shares have not been approved or disapproved by the U.S. Securities and Exchange Commission (the “Securities Act”), any state securities commission in the United States or any other U.S. regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Rights Entitlements, the Rights Equity Shares or the accuracy or adequacy of this Draft Letter of Offer. Any representation to the contrary is a criminal offence in the United States.

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 DRAFT 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 DRAFT 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, Registrar to the Issue and the Bankers to the Issue/ Refund Bank to act in their respective capacities, have been obtained and such consents have not been withdrawn up to the date of this Draft Letter of Offer.

Our Company has received written consent dated March 25, 2024 from our Statutory Auditor, namely, M/s. A.S. Bedmutha & Co., Chartered Accountants for inclusion of their (i) report dated May 30, 2023, on the Audited Financial for the Financial Year ended March 31, 2023 and March 31, 2022 and report dated February 05, 2024 on Un-Audited Financial Results for the period ended December 31, 2023 subject to Limited Review Report in this Draft Letter of Offer, (ii) and to include their name in this Draft Letter of Offer and as an ‘expert’ as defined under Section 2(38) of the Companies Act, 2013 in relation to their report on the Statement of Special Tax Benefits dated March 25, 2024 in the form and context in which it appears in this Draft Letter of Offer. Such consent has not been withdrawn up to the date of this Draft Letter of Offer.

Expert Opinion

Our Company has received written consent dated March 25, 2024 from our Statutory Auditor to include their name as required in this Draft Letter of Offer and as an ‘expert’ as defined under Section 2(38) of the Companies Act, 2013 on the Financial Information and the Statement of Tax Benefits dated March 25, 2024 and such consent has not been withdrawn as of the date of this Draft Letter of Offer. The term ‘expert’ and consent thereof, does not represent an expert or consent within the meaning under the U.S. Securities Act.

Except for the abovementioned documents, provided by our Auditors, 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 rights issues or public issues during the five years immediately preceding the date of this Draft Letter of Offer. There have been no instances in the past, wherein our Company has failed to achieve the objects in its previous issues.

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 the Stock Exchange and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with the Stock Exchange.

Mechanism for Redressal of Investor Grievances

Our Company has made adequate arrangements for redressal of investor complaints in compliance with the corporate governance requirements under the SEBI (LODR) Regulations as well as a well-arranged correspondence system developed for letters of routine nature. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular bearing reference number 'CIR/OIAE/2/2011 dated June 3, 2011'. Consequently, investor grievances are also tracked online by our Company through the SCORES mechanism.

Our Company has a Stakeholders Relationship Committee comprising which meets at least once a year and as and when required. Its terms of reference include considering and resolving grievances of shareholders in relation to transfer of shares and effective exercise of voting rights. All investor grievances received by us have been handled by the Company Secretary and Compliance Officer.

The Investor complaints received by our Company are generally disposed of within 15 (Fifteen) days from the date of receipt of the complaint.

1. Investor Grievances arising out of this Issue

Investors may contact the Registrar to the Issue at:

Link Intime India Private Limited

C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400083, Maharashtra, India.

Tel No.: +91 8108114949

Email: atalrealtech.rights2024@linkintime.co.in

Website: www.linkintime.co.in

Investor Grievance Email: atalrealtech.rights2024@linkintime.co.in

Contact Person: Ms. Shanti Gopalakrishnan

SEBI Registration No.: INR000004058

Validity of Registration: Permanent

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue/post- Issue related matter such as non-receipt of letter of Allotment, credit of Rights Equity Shares, refund and such other matters. The contact details of the Compliance Officer are as follows:

Company Secretary & Compliance Officer

Alok Singh

Unit No. 301 and 302, ABH Developers Town Square,

S No. 744, Nashik MH 422002 IN

Telephone: 0253 231 2627

Fax No: NA

Email: atalrealtech@gmail.com

SECTION IX – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained in this Draft Letter of Offer, the 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 correctly filled up. Unless otherwise permitted under the SEBI (ICDR) Regulations read with SEBI Rights Issue Circulars, Investors proposing to apply in this Issue can apply only through ASBA.

Investors are requested to note that application in this Issue can only be made through ASBA.

Please note that in accordance with the provisions of the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (“SEBI-Rights issue Circular”), all investors (including renounce) shall make an application for a rights issue only through ASBA facility.

OVERVIEW

This Issue and the Right Shares proposed to be issued on a rights basis, are subject to the terms and conditions contained in this Draft Letter of Offer, the 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, FEMA, FEMA Rules, 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, approvals, if any, from the RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with the Stock Exchanges and the terms and conditions as stipulated in the Allotment advice.

IMPORTANT

1. Dispatch and availability of Issue materials

In accordance with the SEBI ICDR Regulations, ASBA Circular, our Company will send/dispatch at least three days before the Issue Opening Date, the Abridged Letter of Offer, the Entitlement Letter, Application Form and other issue material (“**Issue Materials**”) only to the Eligible Shareholders who have provided an India address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Right Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the India addresses provided by them.

Investors can access 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 Right Shares under applicable securities laws) on the websites of:

- a. Our Company’s website at www.atalrealtech.com
- b. Registrar to the Issue’s website at www.linkintime.co.in
- c. BSE Limited’s website at www.bseindia.com; and NSE at www.nseindia.com
- d. Eligible Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue’s website at www.linkintime.co.in by entering their DP-ID and Client-ID and PAN. The link for the same shall also be available on the website of our Company at www.atalrealtech.com

Further, our Company will undertake all adequate steps to reach out the Eligible Shareholders who have provided their Indian address through other means, as may be feasible. **Please note that, our Company and the Registrar to the Issue will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form attributable to**

the non- availability of the e-mail addresses of Eligible Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in transit.

The distribution of the Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of 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 this Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer is being filed with the Stock Exchange. Accordingly, the Rights Entitlements and Equity Shares may not be offered or sold, directly or indirectly, and 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 this 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 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 authorised 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 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 redistributed.

Accordingly, persons receiving a copy of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Common Application Form should not, in connection with the issue of the Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Common 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 Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Common Application Forms 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 Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Common Application Form. Any person who makes an application to acquire Rights Entitlements and the 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 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).

2. Facilities for Application in this Issue

In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI - Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA For details, please refer to the Paragraph titled '*Procedure for Application through the ASBA Process*' on page 152 of this Draft Letter of Offer.

a. ASBA facility

Investors can submit either the Application Form in physical mode to the Designated Branches of the SCSBs or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) authorizing the SCSB to block the Application Money in an ASBA Account maintained with the SCSB. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process. For details, Paragraph titled '*Procedure for Application through the ASBA Process*' on page 152 of this Draft Letter of Offer.

Please note that subject to SCSBs complying with the requirements of 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 02, 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 this Issue and clear demarcated funds should be available in such account for such an Application.

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 this Issue by making plain paper Applications. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see “*Application on Plain Paper under ASBA process*”.

b. Credit of Rights Entitlements in demat accounts of Eligible Shareholders

In accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI - Rights Issue Circular, the credit of Rights Entitlements and Allotment of Right Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to:

- a. The demat accounts of the Eligible Shareholders holding the Equity Shares in dematerialised form;
- b. A demat suspense escrow account (namely, ‘[●]’) opened by our Company, for the Eligible Shareholders which would comprise Rights Entitlements relating to:
 - i. Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI (LODR) Regulations; or
 - ii. Equity Shares held in the account of IEPF authority; or
 - iii. The demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or
 - iv. Credit of the Rights Entitlements returned/ reversed/ failed; or
 - v. The ownership of the Equity Shares currently under dispute, including any court proceedings, as applicable.
 - vi. Eligible Equity Shareholders who have not provided their Indian addresses.
 - vii. 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

Eligible Shareholders as on Record Date 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 the Company or the Registrar to the Issue not later than 2 (Two) Working Days prior to the Issue Closing Date, i.e., by [●] to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least 1 (One) day before the Issue Closing Date, to enable such Eligible Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Shareholders in this regard. Such Eligible Shareholders are also requested to ensure that their demat account is active, details of which have been provided to the Company or the Registrar to the Issue, to facilitate the aforementioned transfer.

Eligible Equity Shareholders can obtain the details of their Rights Entitlements from the website of the Registrar i.e., www.linkintime.co.in by entering their DP ID and Client ID or Folio Number (in case of

Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company www.atalrealtech.com

OTHER IMPORTANT LINKS AND HELPLINE

The Investors can visit following links for the below-mentioned purposes:

1. Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.linkintime.co.in;
2. Updating of Indian address/ e-mail address/ mobile number in the records maintained by the Registrar to the Issue or our Company: atalrealtech.rights2024@linkintime.co.in;
3. Updation of demat account details by Eligible Equity Shareholders holding shares in physical form; atalrealtech.rights2024@linkintime.co.in;
4. Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Shareholders: www.linkintime.co.in;

RENOUNCEES

All rights and obligations of the Eligible Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renouncee(s) as well.

AUTHORITY FOR THE ISSUE

The Board of Directors and Shareholders in its meeting dated January 29, 2024 has authorised this Issue under Section 62(1)(a) of the Companies Act, 2013.

The Board of Directors in their meeting held on [●] have determined the Issue Price at ₹ [●] per Equity Share and the Rights Entitlement as [●] Rights Equity Share(s) for every [●] fully paid-up Equity Share(s) held on the Record Date.

Our Company has received in-principal approval from BSE and NSE in accordance with Regulation 28 of the SEBI Listing Regulations for listing of the Rights Equity Shares to be allotted in the Issue pursuant to letter dated [●] and [●] respectively.

BASIS FOR THIS ISSUE

The Right Shares are being offered for subscription for cash to the Eligible 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 at the close of business hours on the Record Date i.e. [●]

RIGHTS ENTITLEMENTS

Eligible Shareholders whose names appear as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form may be entitled to subscribe to the number of Right Shares as set out in the Rights Entitlement Letter.

Eligible Shareholders can also obtain the details of their respective Rights Entitlements from the Registrar to the Issue's website at www.linkintime.co.in by entering their DP-ID and Client-ID and PAN. The link for the same shall also be available on our Company's website at www.atalrealtech.com.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Shareholders before the Issue Opening Date only in dematerialised form. 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

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.linkintime.co.in). Such Eligible Equity Shareholders can make an application only after the Rights Entitlements is credited to their respective demat accounts.

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will send/ dispatch the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Common Application Form only to Eligible Equity Shareholders who have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. In case such Eligible Equity Shareholders have provided their valid e-mail address, 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 will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. For further details, see “*Notice to Investors*” on page 9 of this Draft Letter of Offer

PRINCIPAL TERMS OF THIS ISSUE

1. Face Value

Each Right Shares will be having face value of ₹ 2.00 (Rupees Two Only).

2. Issue Price

Each Rights Equity Share is being offered at a price of ₹ [●] (Rupees [●] only) per Rights Equity Share (including a premium of ₹ [●] (Rupees [●] only) per Rights Equity Share) in this Issue.

The Issue Price for Right Shares has been arrived at prior to the determination of the Record Date, i.e. [●]

3. Rights Entitlements Ratio

The Right Shares are being offered on a rights basis to the Eligible Shareholders in the ratio of [●] Rights Equity Share(s) for every [●] fully paid-up Equity Share(s) held by the Eligible Shareholders as on the Record Date, i.e. [●]

4. Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible 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 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 Exchanges or through an off-market transfer. For details, see ‘Procedure for Renunciation of Rights Entitlements’ on page 153 of this Draft Letter of Offer.

In accordance with SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date 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, will not be able to renounce their Rights Entitlements.

5. Terms of Payment

The entire amount of the Issue Price of [●] shall be payable at the time of Application.

6. Process of Credit of Rights Entitlements in dematerialized account

In accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI Issue Circulars, the credit of Rights Entitlements and Allotment of Right Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to:

- a) The demat accounts of the Eligible Shareholders holding the Equity Shares in dematerialized form; and
- b) A demat suspense escrow account (namely, '[●]') opened by our Company, for the Eligible Shareholders which would comprise Rights Entitlements relating to:
 - i. Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI (LODR) Regulations; or
 - ii. Equity Shares held in the account of IEPF authority; or
 - iii. The demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or
 - iv. Credit of the Rights Entitlements returned/ reversed/ failed; or
 - v. The ownership of the Equity Shares currently under dispute, including any court proceedings, as applicable
 - vi. 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.

In this regard, our Company has made necessary arrangements with NSDL and CDSL for the crediting of the Rights Entitlements to the demat accounts of the Eligible 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) till the Issue Opening Date and shall become active on the Issue Opening Date and remain active for renunciation or transfer during the Renunciation Period. It is clarified that the Rights Entitlements shall not be available for transfer or trading post the Renunciation Period. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Eligible 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 the Company or the Registrar not later than 2 (Two) Working Days prior to the Issue Closing Date, i.e., by [●] to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least 1 (One) day before the Issue Closing Date, to enable such Eligible Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Shareholders in this regard. Such Eligible Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the aforementioned transfer.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Shareholders and the demat suspense escrow account to the Stock Exchanges after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Shareholders can be accessed by such respective Eligible Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, PER SE, ENTITLE THE INVESTORS TO THE RIGHTS EQUITY SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS EQUITY SHARES ON OR

BEFORE THE ISSUE CLOSING DATE I.E., [●] AND MAKE PAYMENT OF THE APPLICATION MONEY. FOR DETAILS, SEE “PROCEDURE FOR APPLICATION” ON PAGE 150 OF THIS DRAFT LETTER OF OFFER.

7. Fractional Entitlements

The Right Shares are being offered on a rights basis to existing Eligible Shareholders in the ratio of [●] Right Shares for every [●] Equity Shares held as on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Shareholders is less than [●] Equity Shares or is not in the multiple of [●] Equity Shares, the fractional entitlements of such Eligible Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Rights Security if they apply for additional Right Shares over and above their Rights Entitlements, if any, subject to availability of Right Shares in this Issue post allocation towards Rights Entitlements applied for.

For example, if an Eligible Equity Shareholder holds [●] Equity Shares, such Equity Shareholder will be entitled to [●] Rights Equity Share(s) 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 Right Shares, over and above his/ her Rights Entitlements, subject to availability of Right Shares in this Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Shareholders holding less than [●] Equity Shares shall have ‘zero’ entitlement for the Right Shares. Such Eligible Shareholders are entitled to apply for additional Right Shares and will be given preference in the Allotment of one Right Shares, if such Eligible Shareholders apply for additional Right Shares, subject to availability of Right Shares in this Issue post allocation towards Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties.

8. Credit Rating

As this Issue is a rights issue of Rights Equity Shares, there is no requirement of credit rating for this Issue.

9. Ranking of Equity Shares

The Right Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of the 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 Right Shares being issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association. The Right Shares shall rank pari-passu, in all respects including dividend, with our existing Equity Shares.

The voting rights in a poll, whether present in person or by representative or by proxy shall be in proportion to the paid-up value of the Shares held, and no voting rights shall be exercisable in respect of moneys paid in advance, if any.

10. Trading of the Rights Entitlements

In accordance with the ASBA Circulars and SEBI Rights Issue Circulars, the Rights Entitlements credited shall be admitted for trading on the BSE Limited and NSE under ISIN [●]. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. Investors shall be able to trade their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

The On Market Renunciation shall take place electronically on the secondary market platform of the Stock Exchanges on T+2 rolling settlement basis, where T refers to the date of trading. The transactions will be settled on trade-for-trade basis. The Rights Entitlements shall be tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlement.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from [●] to [●] (both days inclusive). No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. Eligible 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. For details, see 'Procedure for Renunciation of Rights Entitlements – On Market Renunciation' and 'Procedure for Renunciation of Rights Entitlements – Off Market Renunciation' on page 153 of this Draft Letter of Offer.

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.

11. Listing and trading of the Right Shares to be issued pursuant to this Issue

Subject to receipt of the listing and trading approvals, the Right Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchange. Unless otherwise permitted by the SEBI (ICDR) Regulations, the Right Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary procedures for listing and commencement of trading in the Right Shares will be taken within such period prescribed under the SEBI (ICDR) Regulations. Our Company has received in-principal approval from the BSE and NSE through letter bearing reference number [●] dated [●] and [●] dated [●] respectively. Our Company will apply to the Stock Exchanges for final approvals for the listing and trading of the Right Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Right Shares or the price at which the Right Shares offered under this Issue will trade after the listing thereof.

The Right Shares shall be listed and admitted for trading on the Stock Exchanges under separate ISINs for Right Shares. The procedures for listing and trading of Right Shares shall be completed within 7 (Seven) Working Days from the date of finalization of the Basis of Allotment.

The existing Equity Shares are listed and traded on BSE Limited bearing Scrip Code '543911' and NSE (Symbol: ATALREAL) under ISIN 'INE0ALR01029'. The Rights Equity shall be credited to temporary ISINs 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 Right Shares shall be debited from such temporary ISINs and credited to the existing ISIN as fully paid-up Equity share of our company.

The listing and trading of the Right Shares issued pursuant to this 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 the Stock Exchanges, we shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within four days of receipt of intimation from the Stock Exchanges, rejecting the application for listing of the Right Shares, and if any such money is not refunded/ unblocked within 4 (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 eighth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

12. Subscription to this Issue by our Promoter and our Promoter Group

For details of the intent and extent of subscription by our Promoter and the Promoter Group, see the paragraph titled '*Intention and extent of participation by our Promoter and Promoter Group*' under the section titled '*Capital Structure*' on page 41 of this Draft Letter of Offer.

13. Rights of holders of Right Shares of our Company

Subject to applicable laws, holders of the Right Shares shall have the following rights:

- a. The Right Shares shall rank *pari-passu* with the existing Equity Shares in all respects;
- b. The right to received dividend if declared;
- c. The right to vote in person, or by proxy, except in case of Right Shares credited to the demat suspense account for resident Eligible Shareholders;
- d. The right to receive surplus on liquidation;
- e. The right to free transferability of Right Shares;
- f. The right to attend general meetings of our Company and exercise voting powers in accordance with law; and
- g. Such other rights as may be available to a shareholder of a listed public Company under the Companies Act, 2013, the Memorandum of Association and the Articles of Association.

Subject to applicable law and Articles of Association, holders of Right Shares shall be entitled to the above rights in proportion to amount paid-up on such Right Shares in this Issue.

GENERAL TERMS OF THE ISSUE

1. Market Lot

The Right Shares of our Company shall be tradable only in dematerialized form. The market lot for the Right Shares in dematerialized mode is 1 (One) Equity Share.

2. 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 Right Shares offered in this Issue.

3. Nomination

Nomination facility is available in respect of the Right 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 dematerialized form, there is no need to make a separate nomination for the Right Shares to be allotted in this Issue. Nominations registered with the respective Depository Participants of the Investors would prevail. Any Investor holding Equity Shares in dematerialized form and desirous of changing the existing nomination is requested to inform its Depository Participant.

4. Arrangements for Disposal of Odd Lots

The Right Shares are traded in dematerialized form only and therefore the marketable lot is 1 (One) Equity Share and hence no arrangements for disposal of odd lots are required.

5. 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 be affected unless the securities are held in the dematerialized form with a depository.

6. Notices

In accordance with the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars and MCA General Circular No. 21/2020, our Company will send the Issue Materials only to the Eligible Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Right 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 the Eligible Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

The Letter of Offer will be provided by the Registrar to the Issue on behalf of our Company to the Eligible Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. In case the Eligible Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case the Eligible Shareholders have not provided their email address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

All notices to the Eligible 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 Marathi language daily newspaper with wide circulation (Marathi being the regional language of Nashik where our Registered Office is situated).

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 their website.

OFFER TO NON-RESIDENT ELIGIBLE SHAREHOLDERS/INVESTORS

As per Rule 7 of the FEMA Rules, the RBI has given general permission to Indian companies to issue rights equity shares to non-resident shareholders including additional rights equity shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by the RBI, non-residents may, amongst other things, (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 the 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, 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 by email on atalrealtech.rights2024@linkintime.co.in physically/postal means at the address of the Registrar mentioned on the cover page of the Letter of Offer. 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 Common Application Form shall be sent/dispatched to the email addresses and Indian addresses of non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company and are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions. Investors can access the Letter of Offer, the Abridged Letter of Offer and the Common 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 Exchanges. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by the 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 their patriation 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.

PROCEDURE FOR APPLICATION

How to Apply

In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this 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.

For details of procedure for application by the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date, i.e. [●] see “Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form” on page 157 of this Draft Letter of Offer.

Our Company, its directors, its employees, affiliates, associates 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.

Application Form

The Application Form for the Right Shares offered as part of this Issue would be sent to the Eligible Shareholders only to

- i. E-mail addresses of resident Eligible Shareholders who have provided their e-mail addresses;
- ii. Indian addresses of the resident Eligible Shareholders, on a reasonable effort basis, whose e-mail addresses are not available with our Company or the Eligible Shareholders have not provided the valid email address to our Company;
- iii. Indian addresses of the non-resident Eligible Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company; and
- iv. E-mail addresses of foreign corporate or institutional shareholders.

The Common Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent/ dispatched at least three days before the Issue Opening Date. The Renounees and Eligible Equity Shareholders who have not received the Common Application Form can download the same from the website of the Registrar, our Company or Stock Exchanges. In case of non-resident Eligible Equity Shareholders, the Common Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through email-to-email address if they have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions.

In case of non-resident Eligible Shareholders, the Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through e-mail address if they have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Right Shares is permitted under laws of such jurisdictions.

Please note that neither our Company nor the Registrar shall be responsible for delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non- availability of the e-mail addresses of Eligible Shareholders or electronic transmission

delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit or there is a delay in physical delivery (where applicable).

To update the respective e-mail addresses/ mobile numbers in the records maintained by the Registrar or our Company, Eligible Shareholders should visit www.linkintime.co.in; Investors can access 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 Right Shares under applicable securities laws) from the websites of:

- a. Our Company at www.atalrealtech.com;
- b. The Registrar at www.linkintime.co.in;
- c. The Stock Exchange at www.bseindia.com; and www.nseindia.com

The Eligible Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at www.linkintime.co.in by entering their DP-ID and Client-ID and PAN. The link for the same shall also be available on the website of our Company at www.linkintime.co.in.

The Application Form can be used by the Eligible Shareholders as well as the Renounees, to make Applications in this Issue on the basis of the Rights Entitlements credited in their respective demat accounts or demat suspense escrow account, as applicable. Please note that one single Application Form shall be used by the 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 Shareholders applying in this 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 Right 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 accept this Issue and apply for the Right Shares by:

- i. 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 authorizing such SCSB to block Application Money payable on the Application in the irrespective ASBA Accounts
- ii. **Please note that Applications made with payment using third party bank accounts are liable to be rejected.**

Investors are also advised to ensure that the Application Form is correctly filled up stating therein:

- a) The ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB;

Please note that Applications without depository account details shall be treated as incomplete and shall be rejected.

Applicants should note that they should very carefully fill-in their depository account details and PAN number in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Incorrect depository account details or PAN number could lead to rejection of the Application. For details see 'Grounds for Technical Rejection' on page 160 of this Draft Letter of Offer. Our Company, the Registrar and the SCSB shall not be liable for any 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 this Issue by making an application that is available on the website of the Registrar, Stock Exchanges or on a plain paper with the same details as per the Application Form available online. Please

note that Eligible Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see '*Application on Plain Paper under ASBA process*' on page 154 of this Draft Letter of Offer.

OPTIONS AVAILABLE TO THE ELIGIBLE SHAREHOLDERS

The Rights Entitlement Letter will clearly indicate the number of Right Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

1. Apply for its Right Shares to the full extent of its Rights Entitlements; or
2. Apply for its Right Shares to the extent of part of its Rights Entitlements (without renouncing the other part);
or
3. Apply for Right Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
4. Apply for its Right Shares to the full extent of its Rights Entitlements and apply for additional Right Shares;
or
5. Renounce its Rights Entitlements in full.

PROCEDURE FOR APPLICATION THROUGH THE ASBA PROCESS

Investors desiring to make an Application in this Issue through ASBA process, may submit 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 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, or have otherwise provided an authorization 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 Syndicate Banks

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular bearing reference number '*CIR/CFD/DIL/13/2012*' dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility.

ACCEPTANCE OF THIS ISSUE

Investors may accept this Issue and apply for the Right Shares:

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 authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts,

Please note that on the Issue Closing Date:

1. Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchange.

Applications submitted to anyone other than the Designated Branches of the SCSB are liable to be rejected.

Investors can also make Application on plain paper under ASBA process mentioning all necessary details as mentioned under the section '*Application on Plain Paper under ASBA processes*' on page 154 of this Draft Letter of Offer.

ADDITIONAL RIGHT SHARES

Investors are eligible to apply for additional Right Shares over and above their Rights Entitlements, provided that they are eligible to apply for Right Shares under applicable law and they have applied for all the Right Shares forming part of their Rights Entitlements without renouncing them in whole or in part. The Rights Entitlements comprise of 1 Rights Equity. Where the number of additional Right Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalized in consultation with the Designated Stock Exchange. Applications for additional Right Shares shall be considered and Allotment shall be made in accordance with the SEBI (ICDR) Regulations and in the manner prescribed under the section '*Basis of Allotment*' on page 165 of this Draft Letter of Offer.

Eligible Shareholders who renounce their Rights Entitlements cannot apply for additional Right Shares.

Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for additional Rights Equity Shares.

Resident Eligible Shareholders whose dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Right Shares while submitting the Application through ASBA process.

PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS

The Investors 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 Exchanges; or (b) through an off -market transfer, during the Renunciation Period. Such renunciation shall result in renouncement of the Right Shares. 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.

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.

OUR COMPANY ACCEPT 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.

1. On Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges 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 Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Shareholders shall be admitted for trading on the Stock Exchanges under the ISIN that shall be allotted for the Rights Entitlement subject to requisite approvals. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from [●] to [●] (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 [●] (for Rights Entitlement) that shall be allotted for the Rights Entitlement and indicating the details of the Rights Entitlements they intend to sell. 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 Stock Exchanges under automatic order matching mechanism and on 'T+2 rolling settlement bases, 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 Exchanges and the SEBI.

2. Off Market Renunciation

The Investors 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 dematerialized form only.

Eligible 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.

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 (for Rights Entitlement) that shall be allotted for the Rights Entitlement, 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.

APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS

An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an application to subscribe to this Issue on plain paper. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorizing 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 address outside India. Please note that the Eligible 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 bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- a) Name of our Company, being '*Atal Realtech Limited*';
- b) 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);

- c) Registered Folio No./DP and Client ID No.;
- d) Number of Equity Shares held as on Record Date;
- e) Allotment option – only dematerialized form;
- f) Number of Right Shares entitled to;
- g) Total number of Right Shares applied for;
- h) Number of additional Right Shares applied for, if any;
- i) Total number of Right Shares applied for;
- j) Total amount paid at the rate of ₹ [●]/- for Right Shares issued in one Rights Entitlement;
- k) Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- l) In case of non-resident Eligible Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address, branch of the SCSB with which the account is maintained and a copy of the RBI approval obtained pursuant to Rule 7 of the FEMA Rules.
- m) 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 Right Shares applied for pursuant to this Issue;
- n) Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- o) 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
- p) In addition, all such Eligible Shareholders are deemed to have accepted the following:

“I/ We understand that neither the Rights Entitlement nor the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the “US Securities Act”) or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the “United States”) except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand that this application should not be forwarded to or transmitted in or to the United States at any time. I/ we understand that none of the Company, the Registrar or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, or any other person acting on behalf of the Company has reason to believe is in the United States, or if such person is outside India and the United States, such person is not a corporate shareholder, or is ineligible to participate in the Issue under the securities laws of their jurisdiction. I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.”

*I/ We understand and agree that the Rights Entitlement and Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S under the US Securities Act (hereinafter referred to as ‘**Regulation S**’), or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States, and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S.*

I/ We acknowledge that the Company and their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”

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, 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.linkintime.co.in.

I/ We acknowledge that Our Company and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors’ ASBA Accounts on or before the Issue Closing Date.

MODE OF PAYMENT

All payments against the Application Forms shall be made only through

1. ASBA facility;

The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility

In case of Application 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, 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 which shall be a separate bank account maintained by our Company, other than the bank account referred to in subsection (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalization 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.

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. After the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth hereinafter.

APPLICATION BY ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised 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 this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two 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 resident 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. In the event, the relevant details of the demat accounts of such Eligible Equity Shareholders are not received during the Issue Period, then their Rights Entitlements kept in the suspense escrow demat account shall lapse.

To update respective email addresses/ mobile numbers in the records maintained by the Registrar of our Company, Eligible Equity Shareholders should visit www.linkintime.co.in.

PROCEDURE FOR APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date, i.e. [●] and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- a. The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, email 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 email, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two 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 Eligible Equity Shareholders can access the Common Application Form from:
 - Our Company at www.atalrealtech.com;
 - The Registrar at www.linkintime.co.in;
 - The Stock Exchange at www.bseindia.com; and www.nseindia.com

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar www.atalrealtech.com by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (www.atalrealtech.com)

- d. The Eligible Equity Shareholders shall, on or before the Issue Closing Date, submit the Common 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.

PLEASE NOTE THAT NON-RESIDENT ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE, i.e. [●] 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.

ALLOTMENT OF THE RIGHT SHARES IN DEMATERIALIZED FORM

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THIS 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 OR THE ISSUE CLOSING DATE, AS THE CASE MAY BE.

GENERAL INSTRUCTIONS FOR INVESTORS

- I. Please read this Draft Letter of Offer carefully to understand the Application process and applicable settlement process;
- II. Please read the instructions on the Application Form sent to you;
- III. The Application Form can be used by both the Eligible Shareholders and the Renounees;
- IV. Application should be made only through the ASBA facility;
- V. 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 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;
- VI. In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section '*Application on Plain Paper under ASBA processes*' on page 154 of this Draft Letter of Offer;
- VII. In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this 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.
- VIII. An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application.
- IX. Applications should be (i) 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 authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, please note that the applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchange,
- X. Applications should not be submitted to the Bankers to the Issue or Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar;
- XI. In case of Application through ASBA facility, Investors are required to provide necessary details, including details of the ASBA Account, authorization to the SCSB to block an amount equal to the Application Money in the ASBA Account mentioned in the Application Form;
- XII. 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 Right Shares pursuant to this Issue shall be made into the accounts of such Investors;
- XIII. In case of Application through ASBA facility, all payments will be made only by blocking the amount in the ASBA Account. Cash payment or payment by cheque or demand draft or pay order or NEFT or RTGS or through any other mode is not acceptable for application through ASBA process. In case payment is made in contravention of this, the Application will be deemed invalid and the Application Money will be refunded and no interest will be paid thereon;
- XIV. 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;

- XV. In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. 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;
- XVI. All communication in connection with Application for the Right Shares, including any change in address of the Eligible Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, folio numbers/DP ID and Client ID and Application Form number, as applicable; In case of any change in address of the Eligible Shareholders, the Eligible Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar;
- XVII. Please note that subject to SCSBs complying with the requirements of SEBI Circular bearing reference number 'CIR/CFD/DIL/13/2012 dated September 25, 2012' within the periods stipulated therein, Applications made through ASBA facility may be submitted at the Designated Branches of the SCSBs. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility;
- XVIII. In terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making applications by banks on their own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public/ rights issues and clear demarcated funds should be available in such account for ASBA applications;
- XIX. Investors are required to ensure that the number of Right Shares applied for by them do not exceed the prescribed limits under the applicable law;
- XX. An Applicant being an OCB is required not to be under the adverse notice of the RBI and must submit approval from RBI for applying in this Issue;

Do's:

1. 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;
2. Except for Application submitted on behalf of the Central or the State Government, residents of Sikkim and the officials appointed by the courts, each Applicant should mention their PAN allotted under the Income-tax Act;
3. Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ("Demographic Details") are updated, true and correct, in all respects;
4. Investors should provide correct DP-ID and client-ID/ folio number while submitting the Application. Such DP-ID and Client-ID/ folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. 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.

Don'ts:

1. Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction;
2. Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
3. Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application;
4. Do not pay the Application Money in cash, by money order, pay order or postal order;
5. Do not submit multiple Applications.

Dos for Investors applying through ASBA:

1. Ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as the Right Shares will be Allotted in the dematerialized form only;

2. 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;
3. Ensure that there are sufficient funds (equal to {number of Right Shares (including additional Right Shares) applied for} X {Application Money of Right Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB;
4. Ensure that you have authorized 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 and have signed the same;
5. Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location;
6. Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form on a plain paper Application;
7. 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;

Don'ts for Investors applying through ASBA:

1. Do not apply if you are not eligible to participate in this Issue under the securities laws applicable to your jurisdiction;
2. Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa;
3. Do not send your physical Application to the Registrar, the Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), 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;
4. Do not instruct the SCSBs to unblock the funds blocked under the ASBA process;

Grounds for Technical Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

1. DP-ID and Client-ID mentioned in Application not matching with the DP-ID and Client ID records available with the Registrar;
2. Sending an Application to the Registrar, Escrow Collection Banks (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB or our Company;
3. Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money;
4. Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders;
5. Account holder not signing the Application or declaration mentioned therein;
6. Submission of more than one Application Forms for Rights Entitlements available in a particular demat account;
7. Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application;

8. 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);
9. 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;
10. Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB;
11. Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and this Draft Letter of Offer;
12. Physical Application Forms not duly signed by the sole or joint Investors;
13. Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, and money order, postal order or outstation demand drafts;
14. 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;
15. 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) or other jurisdictions where the offer and sale of the Right 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) outside India and the United States and is a foreign corporate or institutional shareholder eligible to subscribe for the Rights Equity Share under the applicable securities laws or (b) a U.S. QIB in the United States, and in each case such person is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Right Shares in respect of any such Application Form;
16. Applications which have evidence of being executed or made in contravention of applicable securities laws;
17. Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar;
18. Applications by a non-resident without the approval from RBI with respect to Rule 7 of the FEMA Rules;

DEPOSITORY ACCOUNT AND BANK DETAILS FOR INVESTORS HOLDING SHARES IN DEMAT ACCOUNTS AND APPLYING IN THIS ISSUE

IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS TO RECEIVE THEIR RIGHT SHARES 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.

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.

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.

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 Right 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) the DP ID, and (c) the beneficiary account number, then such Application Forms are liable to be rejected.

MODES 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. **In case of Application through ASBA facility, the Investor agrees to block the amount payable on Application with the submission of the Common Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account.**

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Common Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Common Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, of the receipt of minimum subscription 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 which shall be a separate bank account maintained by our Company, other than the bank account referred to in 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.

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.

The Investors would be required to give instructions to the respective SCSBs to block the entire amount payable on their application at the time of the submission of the Common Application Form.

The SCSB may reject the application at the time of acceptance of Common Application Form if the ASBA Account, details of which have been provided by the Investor in the Common Application Form does not have

sufficient funds equivalent to the amount payable on Application mentioned in the Common 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 hereinafter.

Mode of payment for Resident Investors

All payments on the Application Forms shall be made only through ASBA facility.

Mode of payment for non-resident Investors

As regards the Application by non-resident Investors, payment must be made only through the ASBA facility and using permissible accounts in accordance with the FEMA, FEMA Rules and requirements prescribed by the RBI and subject to the following conditions:

- i. Individual non-resident Indian Applicants who are permitted to subscribe to Rights Equity Shares by applicable local securities laws can obtain Common Application Forms on the websites of the Registrar, our Company.

Note: In case of non-resident Eligible Equity Shareholders, the Abridged Letter of Offer, the Rights Entitlement Letter and the Common Application Form shall be sent to their email addresses if they have provided their Indian address to our Company or if they are located in certain jurisdictions (other than the United States and India) where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering such jurisdiction. The Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions and in each case who make a request in this regard.

- ii. Common Application Forms will not be accepted from non-resident Investors in any jurisdiction where the offer or sale of the Rights Entitlements and Rights Equity Shares may be restricted by applicable securities laws.
- iii. Payment by non-residents must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by the RBI.

Notes

- (i) In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Right Shares can be remitted outside India, subject to tax, as applicable according to the Income-tax Act;
- (ii) In case Right Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Right Shares cannot be remitted outside India;
- (iii) 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 the RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals;
- (iv) Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Right 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;
- (v) 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;

(vi) Non-resident Renounees who are not Eligible Shareholders must submit regulatory approval for applying for additional Right Shares;

MULTIPLE APPLICATIONS

In case where multiple Applications are made in respect the Rights Entitlements using same demat account, such Applications shall be liable to be rejected. However supplementary applications in relation to further Right Shares with/without using additional Rights Entitlements will not be treated as multiple applications. 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. For details, see '*Procedure for Applications by Mutual Funds*' below. Cases where Investor submits Application Forms along with plain paper or multiple plain paper Applications for same Rights Entitlements shall be treated as multiple applications.

In cases where multiple Application Forms are submitted, such Applications shall be treated as multiple applications and are liable to be rejected.

LAST DATE FOR APPLICATION

The last date for submission of the duly filled in the Application Form or a plain paper Application is [●] day, [●], 2024, i.e., Issue Closing Date. The Board of Directors 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 the Board of Directors, the invitation to offer contained in this Draft Letter of Offer shall be deemed to have been declined and the Board of Directors shall be at liberty to dispose of the Right Shares hereby offered, as provided under the section, '*Basis of Allotment*' on page 165 of this Draft Letter of Offer.

Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

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 this Issue may withdraw their application at any time during Issue Period by approaching the SCSB where application is submitted facility. However, no Investor, whether applying through ASBA facility may withdraw their application post the Issue Closing Date.

ISSUE SCHEDULE

Last date for Credit of Rights Entitlements	[●]
Issue Opening Date	[●]
Last Date for On Market Renunciation*	[●]
Issue Closing Date	[●]
Finalisation 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 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 of Directors may however decide 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 Opening Date).

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 Right Shares in the following order of priority:

1. Full Allotment to those Eligible Shareholders who have applied for their Rights Entitlements of Right Shares either in full or in part and also to the Renouncee(s) who has or have applied for Right Shares renounced in their favour, in full or in part.
2. Eligible Shareholders whose fractional entitlements are being ignored and Eligible Shareholders with zero entitlement, would be given preference in allotment of one additional Rights Equity Share each if they apply for additional Right Shares. Allotment under this head shall be considered if there are any unsubscribed Right Shares after allotment under (a) above. If number of Right Shares required for Allotment under this head are more than the number of Right 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.
3. Allotment to the Eligible Shareholders who having applied for all the Right Shares offered to them as part of this Issue, have also applied for additional Right Shares. The Allotment of such additional Right 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 Right Shares after making full Allotment in (1) and (2) above. The Allotment of such Right Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
4. Allotment to Renouncees who having applied for all the Right Shares renounced in their favour, have applied for additional Right Shares provided there is surplus available after making full Allotment under (1), (2) and (3) above. The Allotment of such Right Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
5. Allotment to any other person, that our Board may deem fit, provided there is surplus available after making Allotment under (1), (2), (3) and (4) above, and the decision of our Board in this regard shall be final and binding. After taking into account Allotment to be made under (1) to (4) 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 Right Shares in this Issue, along with:

- a) The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application;
- b) The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
- c) The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

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 on or before T+1 day (T: Basis of allotment day). In case of failure to do so, our Company shall pay interest at 15% p.a. or such other rate as specified under applicable law from the expiry of such 15 days' 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 email, to the email 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, 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 Equity Shares in the Issue and is allotted a lesser number of 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.

PAYMENT OF REFUND

Mode of making refunds

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

1. Unblocking amounts blocked using ASBA facility.
2. National Automated Clearing House (hereinafter referred to as '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 the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including 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 the 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.
3. National Electronic Fund Transfer (hereinafter referred to as 'NEFT') – Payment of refund shall be undertaken through NEFT wherever the Investors' bank has been assigned the Indian Financial System Code (hereinafter referred to as '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.
4. Direct Credit – Investors having bank accounts with the Bankers 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.

5. 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(s) 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.
6. 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.
7. 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.

ALLOTMENT ADVICE OR DEMAT CREDIT OF SHARES

The demat credit of Shares to the respective beneficiary accounts or the demat suspense account (pending receipt of demat account details for Eligible Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, etc.) will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

RECEIPT OF THE RIGHT SHARES IN DEMATERIALIZED FORM

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR UNDER THIS 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 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 WHERE THE CREDIT OF THE RIGHTS EQUITY SHARES RETURNED/REVERSED/FAILED.

Investors shall be allotted the Right Shares in dematerialized (electronic) form.

INVESTORS MAY PLEASE NOTE THAT THE RIGHT SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM

The procedure for availing the facility for Allotment of Right Shares in this 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 Right Shares and the Application Form will be rejected.
5. The Right 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 Shareholders with IEPF authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent directly to the Applicant by email and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Right Shares to the Applicant's depository account.
6. Non-transferable Allotment advice/ refund intimation will be directly sent to the Investors by the Registrar, by email and, if the printing is feasible, through physical dispatch.
7. Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Right Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

PROCEDURE FOR APPLICATION BY CERTAIN CATEGORIES OF INVESTORS

1. Procedure for Applications by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post -Offer Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will also be required to comply with applicable reporting requirements. Further, the aggregate limit of all FPIs investments, with effect from April 1, 2020, is up to the sectoral cap applicable to the sector in which our Company operates.

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. The FPIs who wish to participate in the Offer 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 Shares held by it that are listed or proposed to be listed on any recognized 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.

2. Procedure for Applications by AIFs, FVCIs and VCFs

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 this Issue. 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 this Issue. Other categories of AIFs are permitted to apply in this 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.

3. 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 this 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 recognized 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 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 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 recently amended to state that all investments by entities incorporated in a country which shares land border with India or where the 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 issuance of the Right Shares to Restricted Investors will also require a 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 of the Government of India is required and such approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

4. Procedure for Applications by Mutual Funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

5. Procedure for Applications by Systemically Important Non-Banking Financial Companies (“NBFC-SI”)

In case of an application made by NBFC-SI registered with the RBI, (a) the certificate of registration issued by the RBI under Section 45IA of the RBI Act, 1934 and (b) net-worth 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.

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 makes or abets making of an application in a fictitious name to a Company for acquiring, or subscribing for, its Shares; or 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 Shares; or otherwise induces directly or indirectly a Company to allot, or register any transfer of, Shares 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 for fraud involving an amount of at least ₹ 10 lakhs or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term of not less than six months extending up to 10 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.

In case the fraud involves (i) an amount which is less than ₹10 lakhs or 1% of the turnover of the company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹50 lakhs or with both.

PAYMENT BY STOCKINVEST

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 this Rights Issue.

DISPOSAL OF APPLICATION AND APPLICATION MONEY

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branch 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 of Directors of the Company 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, in case of Applications through ASBA. 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 4 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.

UTILISATION OF ISSUE PROCEEDS

Our Board declares that:

- a) All monies received out of this Issue shall be transferred to a separate bank account.
- b) Details of all monies utilized out of this Issue referred to under (a) shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies had been utilized; and.
- c) Details of all unutilized monies out of this Issue referred to under (a) above, 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.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

1. The complaints received in respect of the issue shall be attended to by our Company expeditiously and satisfactorily;
2. All steps for completion of the necessary formalities for listing and commencement of trading at Stock Exchanges, where the Right Shares are to be listed are taken within the time limit specified by the SEBI;
3. 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;
4. Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 (Fifteen) days of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. Where release of block on the application amount for unsuccessful bidders or part of the application amount in case of proportionate allotment, a suitable communication shall be sent to the applicants;
6. Adequate arrangements shall be made to collect all ASBA applications

Minimum Subscription

In accordance with Regulation 86 of the SEBI ICDR Regulations, if our Company does not receive the minimum subscription of 90% of the Issue Size, our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date. If there is any delay in the refund of the subscription amount beyond such period as prescribed by applicable laws, our Company and Directors shall pay interest for the delayed period, at such rates as prescribed under the applicable laws.

Filing of Draft Letter of Offer/Letter of Offer

The Draft Letter of Offer shall not be filed with SEBI, nor will SEBI issue any observation on the Draft Letter of Offer as the size of issue is less than ₹ 50 Crores.

The Draft Letter of Offer has been filed with the BSE and NSE for obtaining in-principal approval.

However, a copy of the Letter of Offer shall be filed with the SEBI for the purpose of their information and dissemination on its website to the e-mail address: cfdil@sebi.gov.in

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.

The 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

1. 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 this Draft Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected.
2. All enquiries in connection with this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number or the DP ID 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 '**ATAL REALTECH LIMITED – RIGHT ISSUE**' on the envelope and postmarked in India or in the email) to the Registrar at the following address:

LINK INTIME INDIA PRIVATE LIMITED

C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400083, Maharashtra, India.

Tel No.: +91 8108114949

Email: atalrealtech.rights2024@linkintime.co.in

Website: www.linkintime.co.in

Investor Grievance Email: atalrealtech.rights2024@linkintime.co.in

Contact Person: Ms. Shanti Gopalakrishnan

SEBI Registration No.: INR000004058

Validity of Registration: Permanent

In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar (www.linkintime.co.in). Further, helpline numbers provided by the Registrar for guidance on the Application process and resolution of difficulties are 022-62638200.

3. This Issue will remain open for a minimum 7 (seven) days. However, the Board of Directors 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).

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 way 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 Circular**”) 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 falls 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 X – OTHER INFORMATION

Please note that the Right Shares applied for under this Issue can be allotted only in dematerialised 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 working days prior to the Issue Closing Date by the Eligible Equity Shareholder, or (c) demat suspense account where the credit of the Rights Entitlements returned/reversed/failed.

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (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 contracts and 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.

Material Contracts

1. Registrar Agreement dated May 14, 2024 between our Company and the Registrar to the Issue;
2. Bankers to the Issue Agreement dated [●] among our Company, the Registrar to the Issue and the Bankers to the Issue;

Material Documents

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Copy of Certificates of Incorporation of Atal Realtech Limited.
3. Resolution passed by our Board of Directors dated January 29, 2024 authorizing the Issue.
4. Resolution of our Board of Directors dated May 16, 2024 approving and adopting this Draft Letter of Offer.
5. Resolution of our Board of Directors dated [●], finalizing the terms of the Issue including Issue Price, Record Date and the Rights Entitlement Ratio.
6. Consents of our Directors, Bankers to the Issue*, Statutory Auditor and the Registrar to the Issue for inclusion of their names in the Draft Letter of Offer to act in their respective capacities;
**To be obtained prior to filing of the Letter of Offer*
7. Copies of Annual Reports of our Company for Fiscals 2023, 2022 and Un-Audited financial results for Nine months period ended December 31, 2023.
8. Report on Statement of Special Tax Benefits dated March 25, 2024 for our Company from the Statutory Auditors of our Company;
9. Tripartite Agreement between our Company, Central Depository Services (India) Limited (CDSL) and Registrar.
10. Tripartite Agreement between our Company, National Securities Depository Limited (NSDL) and Registrar.
11. In-principle approval issued by BSE Limited and NSE dated [●] and [●] respectively.

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 notice to the Eligible Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby declare that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. We further certify that all the legal requirements connected with the Issue as also the guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with. We further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

<p>SD/-</p> <p>_____</p> <p>Vijaygopal Parasram Atal Managing Director</p>	<p>SD/-</p> <p>_____</p> <p>Kuntal Manoj Badiyani Non-Executive Independent Director</p>
<p>SD/-</p> <p>_____</p> <p>Amit Sureshchandra Atal Executive Director</p>	<p>SD/-</p> <p>_____</p> <p>Sharanya Shashikanth Shetty Non-Executive Independent Director</p>
<p>SD/-</p> <p>_____</p> <p>Akshay Vinod Dhongade Non-Executive Independent Director</p>	<p>SD/-</p> <p>_____</p> <p>Tanvi Vijaygopal Atal Non-Executive Non Independent Director</p>

SIGNED BY OUR CHIEF FINANCIAL OFFICER

SD/-

Uday Laxman Satve

Date: May 16, 2024

Place: Nashik