




## TRANS INDIA HOUSE IMPEX LTD

Our Company was originally incorporated in the name and style of “GBC HI-TECH (INDIA) LIMITED” as a Public Limited Company under the Companies Act, 1956 pursuant to a Certificate of Incorporation granted by the Registrar of Companies, Uttar Pradesh (RoC) at Kanpur on May 25, 1987. The name of our Company was subsequently changed to MODI GBC LIMITED pursuant to special resolution on January 31, 1992, and a fresh Certificate of Incorporation was issued by the RoC, further Changed to GBC MODICORP LIMITED pursuant to special resolution on June 10, 2000, further changed to SPICE SYSTEMS LIMITED pursuant to special resolution on November 25, 2002, further Changed to IO SYSTEMS LIMITED pursuant to special resolution on August 8, 2007, further Changed to “TRANS INDIA HOUSE IMPEX LIMITED” (Our Company) pursuant to special resolution on July 25, 2022. The Registered Office was shifted from the State of Uttar Pradesh to Gujarat on June 12, 2024, vide the Order of the Regional Director dated November 24, 2023. For details of changes in Name of our Company and our Registered Office of our Company, please see “General Information” on page 39 of this Draft Letter of Offer.

**Registered Office:** B-1101, Titanium Square, B/h Sarveshwar Tower, Opp. B. M. W. Show, Room, Thaltej, Ahmedabad, Gujarat – 380 054, India. **Tel:** 079 – 4600 8108  
**Contact Person:** Mr. Mrugesh A. Vyas, Company Secretary & Compliance Officer  
**Email:** compliance@tihil.co.in; info@tihil.co.in **Website:** www.tihil.co.in  
**Corporate Identity Number:** L74110GJ1987PLC152434

<b>OUR PROMOTERS: IRFAN ABDULRAHIMBHAI QURESHI, MAYANK SURESH JOLLY, M/S. SUNSOURCE CAPITAL SERVICES INDIA LIMITED</b>			
<b>FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR “COMPANY” ONLY</b>			
Issue of up to [●] fully paid-up equity shares of face value of ₹10/- each of our company (the “rights equity shares”) for cash at a price of ₹[●] per rights equity share (including a premium of ₹[●] per rights equity share) aggregating up to ₹ 4950 lakhs* on a rights basis to the eligible equity shareholders of our company in the ratio of [●] rights equity shares for every [●] fully paid-up equity shares held by the eligible equity shareholders on the record date, that is on [●], 2024 (the “issue”). For further details, see “Terms Of The Issue” on page 180 of this draft letter of offer. *Assuming full subscription			
<b>PAYMENT SCHEDULE FOR THE RIGHTS EQUITY SHARES</b>			
<b>AMOUNT PAYABLE PER RIGHTS EQUITY SHARE*</b>	<b>Face Value (₹)</b>	<b>Premium (₹)</b>	<b>Total (₹)</b>
On Application	[●]	[●]	[●]
<b>Total (₹)</b>	10.00	[●]	[●]
* For further details on Payment Schedule, see “Terms of the Issue” on page 180 of this Draft Letter of Offer.			
<b>WILFUL DEFAULTERS OR FRAUDULENT BORROWERS</b>			
Neither our Company nor our Promoters or any of our Directors have been or are identified as Wilful Defaulters or Fraudulent Borrowers.			
<b>GENERAL RISKS</b>			
Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the 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 the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The securities being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India (the “SEBI”) nor does SEBI guarantee the accuracy or adequacy of this Draft Letter of Offer. Specific attention of investors is invited to the statement of “Risk Factors” on page 21 of this Draft Letter of Offer.			
<b>OUR COMPANY’S ABSOLUTE RESPONSIBILITY</b>			
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 Letter of Offer as a whole or any such information or the expression of any such opinions or intentions misleading in any material respect.			
<b>LISTING</b>			
The existing Equity Shares are listed on BSE Limited (“BSE”) (the “Stock Exchange”). Our Company has received the “in-principle” approvals from BSE for listing the Rights Equity Shares to be allotted pursuant to the Issue through its letter dated [●], 2024. Our Company will also make applications to the Stock Exchange to obtain trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of this Issue, the Designated Stock Exchange is BSE.			
<b>REGISTRAR TO THE ISSUE</b>			
	<b>MAS Services Limited</b> T 34, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi, Delhi – 110 020. Tel No: 011 - 26387281,82,83/ +91 11 4132 0335 Email: investor@masserv.com Website: <a href="http://www.masserv.com">www.masserv.com</a> Contact Person: Mr. Sharwan Mangla SEBI Registration Number: INR000000049		
<b>ISSUE OPENS ON</b>	<b>LAST DATE FOR ON MARKET RENUNCIATION*</b>	<b>ISSUE CLOSES ON**</b>	
[●], 2024	[●], 2024	[●], 2024	

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat accounts of the Renouncees on or prior to the Issue Closing Date. \*\*Our Board or the Securities Issue Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). 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

*This Draft Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification will be deemed to include all amendments, supplements, re-enactments and modifications thereto from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time thereunder. The words and expressions used but not defined in this Draft Letter of Offer will have the same meaning as assigned to such terms under the Companies Act, the SEBI Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder, as applicable.*

*The following list of capitalised terms used in this Draft Letter of Offer is intended for the convenience of the reader/prospective investor only and is not exhaustive.*

*Terms used in “Summary of Letter of Offer”, “Financial Statements”, “Statement of Special Tax Benefits”, “Outstanding Litigations and Defaults” and “Terms of the Issue” on pages 18, 103, 58, 171 and 180, respectively of this Draft Letter of Offer, shall, unless indicated otherwise, have the meanings ascribed to such terms in the respective sections.*

#### General Terms

Term	Description
Company, Our Company, the Company, or TIHIL	Trans India House Impex Limited incorporated under the Companies Act, 1956 and having its registered office at B-1101, Titanium Square, B/h Sarveshwar Tower, Opp. B. M. W. Show, Room, Thaltej, Ahmedabad, Gujarat – 380 054, India.
We, Our, Us, or our Group	Unless the context otherwise requires, indicates or implies or unless otherwise specified, our Company as at and during the relevant Fiscal

#### Company Related Terms

Term	Description
Articles of Association or Articles	Articles of Association of our Company, as amended from time to time
Audit Committee	The Audit Committee of our Board
Audited Financial Statements	The audited financial statements as at and for the financial year ended March 31, 2024 of our Company prepared in accordance with Ind AS and the Companies Act and which comprises the balance sheet as at March 31, 2024, and the statement of profit and loss, including other comprehensive income, the statement of cash flows and the statement of changes in equity for the year then ended, along with notes to the standalone financial statements, a summary of significant accounting policies and other explanatory information
Auditors or Statutory Auditors	The Statutory Auditors of our Company, namely Manoj Acharya & Associates, Chartered Accountants
Board of Directors, or Board or our Board	The Board of Directors of our Company or any duly constituted committee thereof.
Chief Executive Officer	The Chief Executive Officer of our Company – Mr. Ranjeet Madhukarrao Pawar
Chief Financial Officer	The Chief Financial Officer of our Company - Ms. Manisha K. Rajput
Director(s)	The Director(s) on our Board, as disclosed in “Our Management” on page 92 of this Draft Letter of Offer.
Equity Shares	Equity shares of face value of ₹10/- each of our Company
Group Companies	Group companies of our Company as determined in terms of Regulation 2(1)(t) of SEBI ICDR Regulations
Independent Directors	An Independent Director appointed as per the Companies Act, 2013 and the SEBI Listing Regulations. For details of the Independent Directors, see “Our Management” on page 92 of this Draft Letter of Offer.

<b>Term</b>	<b>Description</b>
Key Managerial Personnel or KMP	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, as disclosed in “Our Management” on page 92 of this Draft Letter of Offer
Memorandum of Association	Memorandum of Association of our Company, as amended from time to time
Non-Executive Director(s)	A Director, not being an Executive Director of our Company.
Promoter Group	Unless the context requires otherwise, the promoter group of our Company as determined in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations. For further details, see “Capital Structure” on page 44 of this Draft Letter of Offer.
Promoters	The Promoters of our Company, being Mr. Irfan Abdulrahimbhai Qureshi, Mr. Mayank Suresh Jolly and M/s. Sunsorce Capital Services India Limited
Registered Office	Registered office of our Company situated at B-1101, Titanium Square, B/h Sarveshwar Tower, Opp. B. M. W. Show, Room, Thaltej, Ahmedabad, Gujarat – 380 054, India. For details of changes in registered office of our Company, see “General Information” on page 39 of this Draft Letter of Offer.
Shareholders or Equity Shareholders	The holders of the Equity Shares from time to time
Subsidiaries	We do not have any subsidiary
Whole-Time Director(s)	The Whole-time Directors of our Company – Mr. Mayank Suresh Jolly and Mr. Irfan Abdulrahimbhai Qureshi respectively.

#### **Issue Related Terms**

<b>Term</b>	<b>Description</b>
Abridged Letter of Offer or ALOF	The abridged letter of offer to be sent to the Eligible Equity Shareholders of our Company with respect to the Issue in accordance with the provisions of the SEBI ICDR Regulations and the Companies Act
Additional Rights Equity Shares	The Rights Equity Shares applied or allotted under this Issue in addition to the Rights Entitlement
Allotment or Allot or Allotted	Allotment of Rights Equity Shares pursuant to the Issue
Allotment Accounts	The accounts opened with the Banker(s) to the Issue, into which the Application Money lying credit to the escrow account and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act
Allotment Account Bank(s)	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being, [●]
Allotment Advice	The note or advice or intimation of Allotment sent to each successful Applicant who has been or is to be Allotted the Rights Equity Shares pursuant to the Issue
Allotment Date	Date on which the Allotment is made pursuant to the Issue
Allottee(s)	Person(s) to whom the Rights Equity Shares are Allotted pursuant to the Issue
Applicant(s) or Investor(s)	Eligible Equity Shareholder(s) and/or Renouncee(s) who are entitled to make an application for the Rights Equity Shares pursuant to the Issue in terms of the Letter of Offer
Application	Application made through submission of the Application Form or plain paper Application to the Designated Branch(es) 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
Application Form	Unless the context otherwise requires, an application form used by an Applicant to make an application for the Allotment of Rights Equity Shares in this Issue
Application Money	Aggregate amount payable at the time of Application, <i>i.e.</i> , ₹[●] per Rights Equity Share in respect of the Rights Equity Shares applied for in this Issue
Application Supported by Blocked Amount or ASBA	Application (whether physical or electronic) used by Applicant(s) to make an application authorising the SCSB to block the Application Money in a specified bank account maintained with the SCSB

<b>Term</b>	<b>Description</b>
ASBA Account	An account maintained with SCSBs and as specified in the Application Form or plain paper Application, as the case may be, by the Applicant for blocking the amount mentioned in the Application Form or in the plain paper Application
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, and the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020
Banker(s) to the Issue	Collectively, Escrow Collection Bank, Allotment Account Bank and the Refund Bank, being [●]
Banker(s) to the Issue Agreement	Agreement dated [●], 2024 entered into by and among our Company, the Registrar to the Issue and the Banker(s) to the Issue for collection of the Application Money from Applicants/Investors, transfer of funds to the Allotment Account and where applicable, refunds of the amounts collected from Applicants/Investors, on the terms and conditions thereof
Basis of Allotment	The basis on which the Rights Equity Shares will be Allotted to successful Applicants in consultation with the Designated Stock Exchange in this Issue, as described in “ <i>Terms of the Issue</i> ” on page 180 of this Draft Letter of Offer.
Controlling Branches / Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Registrar to the Issue and the Stock Exchange, a list of which is available on SEBI updated from time to time, or at such other website(s) as may be prescribed by the SEBI from time to time.
Demographic Details	Details of Investors including the Investor’s address, PAN, DP ID, Client ID, bank account details and occupation, where applicable.
Designated Branch(es)	Such branches of the SCSBs which shall collect the Applications, as the case may be, used by the ASBA Investors and a list of which is available on the website of SEBI and/or such other website(s) as may be prescribed by the SEBI from time to time
Designated Stock Exchange	BSE Limited
Eligible Equity Shareholder(s)	Existing Equity Shareholders as at the Record Date. Please note that the investors eligible to participate in the Issue exclude certain overseas shareholders. For further details, please see “ <i>Notice to Investors</i> ” on page 13 of this Draft Letter of Offer
Escrow Collection Bank	Bank(s) which are clearing members and registered with SEBI as banker to an issue and with whom the escrow account will be opened, in this case being [●]
FPIs	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
Fraudulent Borrower	Fraudulent Borrower(s) as defined under Regulations 2(1)(III) of the SEBI ICDR Regulations
Issue or Rights Issue	<p>This issue of up to [●] fully paid-up Equity Shares of face value of ₹10/- each of our Company for cash at a price of ₹[●] (including a premium of ₹[●] per Rights Equity Share) aggregating up to ₹[●] Lakhs on a rights basis to the Eligible Equity Shareholders of our Company in the ratio of [●] Rights Equity Share for every [●] fully paid-up Equity Shares held by the Eligible Equity Shareholders on the Record Date.</p> <p>On Application, Investors will have to pay ₹[●] per Rights Equity Share which constitutes 100% of the Issue.</p> <p><i>*Assuming full subscription with respect to Rights Equity Shares</i></p>
Issue Closing Date	[●], 2024
Issue Materials	Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and any other material relating to the Issue
Issue Opening Date	[●], 2024
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 application, in accordance with the SEBI ICDR Regulations.

Term	Description
Issue Price	₹[●] per Equity Share  On Application, investors will have to pay ₹[●] per Rights Equity Share which constitutes 100% of the Issue Price
Issue Proceeds	The gross proceeds raised through the Issue
Issue Size	The issue of up to [●] Rights Equity Shares aggregating to ₹ 4950.00 Lakhs* *Assuming full subscription with respect to Rights Equity Shares
Letter of Offer	The Letter of Offer dated [●] to be filed with the Stock Exchange and SEBI
Listing Agreement	The uniform listing agreements entered into between our Company and the Stock Exchange in terms of the SEBI Listing Regulations
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 see “Objects of the Issue” on page 52 of this Draft Letter of Offer
Non-ASBA Investor	Investors other than ASBA Investors who apply in the Issue otherwise than through the ASBA process
Non-Institutional Investors	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1)(jj) of the SEBI ICDR Regulations
Payment Schedule	Payment schedule under which 100% of the Issue Price is payable on Application, i.e. ₹[●] per Rights Equity Share
Qualified Institutional Buyers or QIBs	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 Rights Equity Shares in the Issue, being [●], 2024
Refund Bank	The Bankers to the Issue with whom the refund account will be opened, in this case being [●]
Registrar Agreement	Agreement dated [●] between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue
Registrar to the Company	MAS Services Limited
Registrar to the Issue / Registrar	MAS Services Limited
Renouncee(s)	Person(s) who has/have acquired Rights Entitlements from the Eligible Equity Shareholders on renunciation
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on [●], 2024 in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date
Rights Entitlement(s)	Number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by the Eligible Equity Shareholder on the Record Date, in this case being [●] Rights Equity Shares for every [●] Equity Shares held by an Eligible Equity Shareholder
Rights Equity Shares	Equity Shares to be Allotted pursuant to this Issue
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders. The Rights Entitlements are also accessible on the website of our Company
SCSB(s)	Self-certified syndicate banks registered with SEBI, which acts as a banker to the Issue, and which offers the facility of ASBA. A list of all SCSBs is available at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a>
Stock Exchange	Stock Exchange where the Equity Shares are presently listed, being, BSE Limited

<b>Term</b>	<b>Description</b>
Transfer Date	The date on which the Application Money held in the escrow account and the Application Money blocked in the ASBA Account will be transferred to the Allotment Account(s) in respect of successful Applications, upon finalisation of the Basis of Allotment, in consultation with the Designated Stock Exchange
Wilful Defaulter	Company or person, as the case may be, categorised as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by RBI
Working Days	In terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, 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 Equity 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

### Industry Related Terms

<b>Term/Abbreviation</b>	<b>Description/ Full Form</b>
B2B	Business to Business
B2C	Business to Consumer
CIF	Cost, Insurance and Freight
ECGC	Export Credit Guarantee Corporation
FOB	Free On Board
ISO	International Organisation for Standardization
MT	Metric Tonnes
TPD	Tonnes Per Day

### Conventional and General Terms or Abbreviations

<b>Term/Abbreviation</b>	<b>Description/ Full Form</b>
AIF(s)	Alternative Investment Funds, as defined and registered with SEBI under the SEBI AIF Regulations
AS or Accounting Standards	Accounting standards issued by the ICAI
BSE	BSE Limited
CAGR	Compounded annual growth rate
Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
Category II FPIs	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
CBDT	Central Board of Direct Taxes, Government of India
CDSL	Central Depository Services (India) Limited
Central Government	Central Government of India
CGU	Cash Generating Unit
CIN	Corporate Identity Number
Civil Code	Code of Civil Procedure, 1908



<b>Term/Abbreviation</b>	<b>Description/ Full Form</b>
Client ID	The client identification number maintained with one of the Depositories in relation to the demat account
Companies Act 1956	The Companies Act, 1956, read with the rules, regulations, clarifications and modifications notified thereunder
Companies Act or Companies Act, 2013	The Companies Act, 2013, read with the rules, regulations, clarifications and modifications notified thereunder
Depositories Act	Depositories Act, 1996
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DIN	Director Identification Number
DP ID	Depository Participant Identity
“DP” or “Depository Participant”	Depository participant as defined under the Depositories Act
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (formerly Department of Industrial Policy and Promotion), Government of India
EBIT	Earnings before interest and taxes
EBITDA	Earnings before interest, taxes, depreciation and amortisation
ECB	External Commercial Borrowings
ECB Guidelines	The FEMA Borrowing and Lending Regulations, the ECB Master Directions and the FEMA Reporting Master Directions, taken together
ECB Master Directions	Master Direction – External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, issued by the RBI, as amended from time to time.
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
EUR	Euro
FCCB Scheme	The Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and the clarifications issued thereunder by the Government of India from time to time, including a notification dated November 27, 2008, issued by the Government of India.
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FDI Circular 2020	Consolidated FDI Policy Circular of 2020
FDI Policy	Consolidated Foreign Direct Investment Policy notified by DPIIT through notification dated October 28, 2020, issued by DPIIT, effective from October 15, 2020
FEMA	The Foreign Exchange Management Act, 1999
FEMA Borrowing and Lending Regulations	The Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, as amended from time to time
FEMA Reporting Master Directions	The Master Direction on Reporting under the FEMA dated January 1, 2016, as amended from time to time
FEMA Rules	The Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended from time to time
“Financial Year” or “Fiscal Year” or “Fiscal” or “FY	Period of 12 months ending March 31 of that particular year
FIR	First Information Report
FPI	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors registered under the SEBI FVCI Regulations
GAAP	Generally Accepted Accounting Principles in India
Gazette	Official Gazette of India
GDP	Gross Domestic Product
GIR	General Index Register
GOI	Government of India

<b>Term/Abbreviation</b>	<b>Description/ Full Form</b>
Government	Central Government and/ or the State Government, as applicable
GST	Goods and Service Tax
IBC	The Insolvency and Bankruptcy Code, 2016
ICAI	Institute of Chartered Accountants of India
IEPF	Investor Education and Protection Fund
IFRS	International Financial Reporting Standards
Income-tax Act	Income Tax Act, 1961
Ind AS	Indian Accounting Standards as specified under section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules 2015
Ind AS 34	Indian Accounting Standard 34 “Interim Financial Reporting” prescribed under section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules 2015
India	Republic of India
ISIN	International Securities Identification Number
IST	Indian Standard Time
IT	Information Technology
KYC	Know Your Customer
LOC	Letter of Comfort
MCA	Ministry of Corporate Affairs, Government of India
Mutual Fund	Mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
NACH	National Automated Clearing House
NAV	Net Asset Value per Equity Share at a particular date computed based on total equity divided by number of Equity Shares
NEFT	National Electronic Fund Transfer
Net Retail NPA	Represents closing balance of the Net NPA of our Retail AUM as at the last day of the relevant year or period.
Net Worth	Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation
NOF	Net Owned Funds
NPCI	National Payments Corporation of India
NR	Non-Resident or person(s) resident outside India, as defined under the FEMA
NRE	Non- Residential External
NRE Account	Non-Resident External account
NRI	A person resident outside India, who is a citizen of India and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016
NRO	Non- Resident Ordinary
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCBs or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
OCI	Overseas Citizen of India
ODI	Off-shore Derivate Instruments

<b>Term/Abbreviation</b>	<b>Description/ Full Form</b>
p.a.	Per annum
P/E Ratio	Price to Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PMLA	Prevention of Money Laundering Act, 2002
PSU	Public Sector Undertaking
RBI	Reserve Bank of India
RBI Stressed Asset Resolution Circular	The Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by the RBI through its circular dated June 7, 2019 which sets out a framework for early recognition, reporting, and time bound resolution of stressed assets
Regulations	Regulations under the Securities Act
RoC	Registrar of Companies, Gujarat at Ahmedabad
RoCE	Return on Capital Employed
ROE	Return on Equity
RoNW	Return on Net Worth
RoW	Rest of the World
“Rs.” “₹” or “Rupees” or “INR”	Indian Rupee
RTGS	Real Time Gross Settlement
SBI	State Bank of India
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 as amended
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 as amended
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 as amended
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 as amended
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended
SEBI Rights Issue Circulars	SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 and 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
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended
SEBI VCF Regulations	The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as repealed and replaced by the SEBI AIF Regulations
Securities Act	U.S. Securities Act of 1933
SRE 2410	Standard on Review Engagements (SRE) 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by ICAI
State Government	Government of a State of India
STT	Securities Transaction Tax
TAN	Tax deduction Account Number
TDS	Tax Deductible at Source
Trademarks Act	Trade Marks Act, 1999

<b>Term/Abbreviation</b>	<b>Description/ Full Form</b>
“US” or “U.S.” or “USA” or “United States”	The United States of America and its territories and possessions, including any state of the United States of America, Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands and the District of Columbia
“USD” or “U.S.\$” or “US\$” or “\$”	United States Dollar, the official currency of the United States
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations
WDV	Written Down Value method of valuation

## NOTICE TO INVESTORS

The distribution of this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter and the issue of Rights Entitlement and Rights Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Letter of Offer, the Abridged Letter of Offer or Application Form may come are required to inform themselves about and observe such restrictions. For details, see “*Restrictions on Purchases and Resales*” on page 208 of this Draft Letter of Offer.

The Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and any other material relating to the Issue (collectively, the “**Issue Materials**”) will be sent/ dispatched only to the Eligible Equity Shareholders who have provided an Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address to us, 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 Material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorised representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent the Issue Materials.

Investors can also access this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of our Company, the Registrar, and the Stock Exchange.

Our Company and the Registrar 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) in the event the Issue Materials have been sent on the registered e-mail addresses of such Eligible Equity Shareholders or if there are electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in transit.

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

Any person who makes an application to acquire the Rights Entitlements or the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorised to acquire the Rights Entitlements or the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction. Our Company, the Registrar or any other person acting on behalf of our Company reserves the right to treat any Application Form as invalid where they believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form. 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 at any time subsequent to the date of this Draft Letter of Offer or the date of such information.

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 the date of such information 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 THIS DRAFT LETTER OF OFFER SHOULD NOT BE CONSTRUED AS 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 RIGHTS OF EQUITY SHARES OR RIGHTS ENTITLEMENTS. ACCORDINGLY, 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 EQUITY SHARES. IN ADDITION, OUR COMPANY IS NOT MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE EQUITY SHARES REGARDING THE LEGALITY OF AN INVESTMENT IN THE EQUITY 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 an 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 Application Form as invalid which: (i) does not include the certification set out in the 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 Application Form is incomplete or acceptance of such 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 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 WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.**

## PRESENTATION OF FINANCIAL INFORMATION AND OTHER INFORMATION

### Certain Conventions

All references to “India” contained in this Draft Letter of Offer are to the Republic of India and its territories and possessions and all references herein to the “Government”, “Indian Government”, “GoI”, Central Government” or the “State Government” are to the Government of India, central or state, as applicable.

Unless otherwise specified or the context otherwise requires, all references in this Draft Letter of Offer to the ‘US’ or ‘U.S.’ or the ‘United States’ are to the United States of America and its territories and possessions.

Unless otherwise specified, any time mentioned in this Draft Letter of Offer is in Indian Standard Time. Unless indicated otherwise, all references to a year in this Draft Letter of Offer are to a calendar year.

A reference to the singular also refers to the plural and one gender also refers to any other gender, wherever applicable.

Unless stated otherwise, all references to page numbers in this Draft Letter of Offer are to the page numbers of this Draft Letter of Offer.

### Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Draft Letter of Offer have been derived from our Audited Financial Statements. For details, please see “*Financial Information*” on page 103 of this Draft Letter of Offer. Our Company’s financial year commences on April 1 and ends on March 31 of the following calendar year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ending on March 31 of the following calendar year.

The GoI has adopted the Ind AS, which are converged with the IFRS and notified under Section 133 of the Companies Act, 2013 read with the Ind AS Rules. The Financial Statements of our Company for the Financial Years ended March 2024 and March 2024 have been prepared in accordance with Ind AS read with the Ind AS Rules and other the relevant provisions of the Companies Act, 2013. Our Company publishes its financial statements in Indian Rupees.

In this Draft Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off and unless otherwise specified all financial numbers in parenthesis represent negative figures. Our Company has presented all numerical information in the Financial Statements in whole numbers and in this Draft Letter of Offer in “Lakh” units or in whole numbers where the numbers have been too small to represent in Lakh. One Lakh represents 1,00,000 and one million represents 10,00,000.

There are significant differences between Ind AS, US GAAP and IFRS. We have not provided a reconciliation of the financial information to IFRS or US GAAP. Our Company has not attempted to also explain those differences or quantify their impact on the financial data included in this Draft Letter of Offer, and you are urged to consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Letter of Offer will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with these accounting principles and regulations on our financial disclosures presented in this Draft Letter of Offer should accordingly be limited. For further information, see “*Financial Information*” on page 103 of this Draft Letter of Offer.

Certain figures contained in this Draft Letter of Offer, including financial information, have been subject to rounding off adjustments. All figures in decimals (including percentages) have been rounded off to one or two decimals. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Letter of Offer rounded-off to such number of decimal points as provided in such respective sources. In this Draft Letter of Offer, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Any such discrepancies are due to rounding off.

### Currency and Units of Presentation

All references to:

- “Rupees” or “₹” or “INR” or “Rs.” or “Re.” are to Indian Rupee, the official currency of the Republic of India;
- “USD” or “US\$” or “\$” are to United States Dollar, the official currency of the United States of America; and
- “Euro” or “€” are to Euro, the official currency of the European Union.

Our Company has presented certain numerical information in this Draft Letter of Offer in “lakh” or “Lac” units or in whole numbers. One Lakh represents 1,00,000 and one million represents 10,00,000. 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 Information for the year ended March 31, 2024.

## Exchange Rates

This Draft Letter of Offer contains 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. The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

Currency	March 28, 2024*	March 31, 2023	March 31, 2022	March 21, 2022
1 USD	83.37	82.22	75.81	73.50
1 Euro	90.21	89.61	84.66	86.10

(Source: [www.rbi.org.in](http://www.rbi.org.in) and [www.fbil.org.in](http://www.fbil.org.in))

\* *March 29, 2024, was a bank holiday on account of Good Friday celebration. Further, March 30, 2024, and March 31, 2024, being Saturday and Sunday respectively and exchange rate was not available.*

## Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Letter of Offer has been obtained or derived from publicly available information as well as industry publications and sources.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable, but their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although we believe the industry and market data used in this Draft Letter of Offer is reliable, it has not been independently verified by us. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “*Risk Factors*” on page 21 of this Draft Letter of Offer. Accordingly, investment decisions should not be based solely on such information.

The extent to which the market and industry data used 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 no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.



## FORWARD LOOKING STATEMENTS

Certain statements contained in this Draft Letter of Offer that are not statements of historical fact constitute ‘forward-looking statements’. Investors can generally identify forward-looking statements by terminology such as ‘aim’, ‘anticipate’, ‘believe’, ‘continue’, ‘can’, ‘could’, ‘estimate’, ‘expect’, ‘expected to’, ‘intend’, ‘is likely’, ‘may’, ‘objective’, ‘plan’, ‘potential’, ‘project’, ‘pursue’, ‘shall’, ‘should’, ‘will’, ‘would’, or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

All statements regarding our Company’s expected financial conditions, result of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our Company’s business strategy, planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Draft Letter of Offer that are not historical facts. These forward-looking statements contained in this Draft Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. All forward-looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our Company’s expectations include, among others:

- Adverse effect of competition on our market share and profits;
- Volatility in the price of raw materials;
- Any adverse changes in central or state government policies;
- Any adverse development that may affect our operations of our manufacturing units;
- General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
- Changes in technology and our ability to manage any disruption or failure of our technology systems;
- our ability to:
  - manage our growth effectively;
  - manage our credit risk;
  - manage our quality of services;
  - hire and retain senior management personnel and other skilled manpower;
  - manage cost of compliance with labour laws or other regulatory developments;
  - successfully implement our business strategies and expansion plans;
  - maintain effective internal controls;

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” beginning on pages 21, 86 and 164 respectively of this Draft Letter of Offer. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Draft Letter of Offer and are not a guarantee of future performance. These statements are based on the 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. Neither our Company, nor our Directors, our Promoters, or any of their respective affiliates or advisors 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 the SEBI ICDR Regulations, our Company will ensure that investors are informed of material developments from the date of this Draft Letter of Offer until the time of receipt of the listing and trading permissions from the Stock Exchange.

## SUMMARY OF LETTER OF OFFER

The following is a general summary of certain disclosures and terms of the Issue included in this Draft Letter of Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Letter of Offer or all details relevant to the prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Letter of Offer, including “*Risk Factors*”, “*Objects of the Issue*”, “*Our Business*” and “*Outstanding Litigation and Defaults*” on pages 21, 52, 86 and 171, respectively of this Draft Letter of Offer.

### SUMMARY OF INDUSTRY IN WHICH WE OPERATE

We operate in the export sector exporting ceramic tiles, textiles and fabrics, packaging items and FMCG products. We also operate in sector which provides services relating end to end solutions for Import and export, logistics and merchandising.

For further details, please refer to the chapter titled “*Industry Overview*” at page 60 of this Draft Letter of Offer.

### PRIMARY BUSINESS OF OUR COMPANY

Our Company is a service-oriented export trading company providing domestic and international companies, the opportunity to import and export products to new and existing markets. With a philosophy deeply rooted in extensive market knowledge and personal relationships, the objectives of all the business entities involved are always carefully evaluated in order to execute flawless and profitable transactions.

Through comprehensive business relationships worldwide, varying from shipping logistics to government-backed trade finance, Trans India House Impex Ltd (TIHIL) has developed unparalleled networking capabilities for profitable international business.

For further details, please refer to the chapter titled “*Our Business*” at page 86 of this Draft Letter of Offer.

### OUR PROMOTERS

The promoters of our Company are Mr. Irfan Abdulrahimbhai Qureshi, Mr. Mayank Suresh Jolly and Sunsource Capital Services India Limited.

### OBJECTS OF THE ISSUE

Our Company intends to utilise the Net Proceeds from the Issue towards funding of the following objects:

Particulars	Estimated amount (up to) (₹ Lakhs)
To augment our working capital requirements	4500.00
General corporate purposes*	400.00
<b>Total Net Proceeds**</b>	<b>4900.00</b>

\* Subject to the finalisation of the Basis of Allotment and the Allotment, the amount utilised for general corporate purpose shall not exceed 25% of the gross Proceeds.

\*\* Assuming full subscription with respect to the Rights Equity Shares and subject to finalisation of the Basis of Allotment.

For further details, please see “*Objects of the Issue*” on page 52 of this Draft Letter of Offer.

### FINANCIAL INFORMATION

Following are the details as per the Restated Financial Information as at and for the Financial Years ended on March 31, 2022, March 31, 2023, and March 31, 2024:

(₹ in lakhs)

Particulars	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
	Limited Reviewed	Restated		
Authorised Share Capital	6000.00	5100.00	2500.00	2500.00
Paid-up Capital	3552.60	3552.60	1690.00	1690.00

Net Worth attributable to Equity Shareholders (including OCI items in other equity)	2018.59	1964.57	788.06	(435.34)
Total Revenue	657.44	8111.44	3446.66	0.01
Profit after tax	24.02	245.21	292.09	(83.33)
Earnings per Share	0.07	0.09	0.17	(0.05)
Net Asset Value per equity share	5.68	5.53	4.66	(2.58)
Total Borrowings	2820.32	2820.32	1244.61	416.30

### SUMMARY TABLE OF OUTSTANDING LITIGATIONS AND DEFAULTS

Summary of outstanding litigation proceedings involving our Company, our Promoters, Directors, and Subsidiaries and Group Companies as on the date of this Draft Letter of Offer as disclosed in the section titled “Outstanding Litigations and Defaults” on page 171 of this Draft Letter of Offer in terms of the SEBI ICDR Regulations and the materiality policy is provided below:

(₹ in Lakhs)

Name of the Entity	Criminal Proceedings	Tax Proceedings	Statutory and Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved
<b>Company</b>						
By the Company	Nil	Nil	Nil	Nil	Nil	Nil
Against the Company	Nil	14	Nil	Nil	Nil	82,15,940/-
<b>Promoters</b>						
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
<b>Directors</b>						
By the Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	1	Nil	Nil	Nil	Nil	NA
<b>Group Companies / Joint Venture</b>						
By Group Companies / Joint Venture	Nil	Nil	Nil	Nil	Nil	Nil
Against Group Companies / Joint Venture	Nil	Nil	Nil	Nil	Nil	Nil

### RISK FACTORS

For details of potential risks associated with our ongoing business activities and industry, investment in Equity Shares of the Company, material litigations which impact the business of the Company and other economic factors please see “Risk Factors” on page 21 of this Draft Letter of Offer.

### SUMMARY OF CONTINGENT LIABILITIES

There are no contingent liabilities as on June 30, 2024.

### SUMMARY OF RELATED PARTY TRANSACTIONS

For details regarding related party transactions as per Ind AS 24 entered into by our Company in Fiscals 2022, 2023 and 2024, please see “Restated Financial Information- Annexure Bv- Notes to Restated Financial Statements- Note No.28 Related Party Disclosures” at page 152 of this Draft Letter of Offer.

## **ISSUE OF EQUITY SHARES MADE IN LAST ONE YEAR FOR CONSIDERATION OTHER THAN CASH**

Our Company has not made any issuances of Equity Shares in the last one year for consideration other than cash.

## **SPLIT OR CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR**

Our Company has not made any Split or consolidation of Equity Shares in the last one year.

## **INTENTION AND EXTENT OF PARTICIPATION BY OUR PROMOTER**

Pursuant to letter dated August 18, 2024, our Promoter Sunsource Capital Services India Limited has consented to fully subscribe to its rights entitlement. The remaining promoters namely Mr. Irfan Abdulrahimbhai Qureshi and Mr. Mayank Suresh Jolly will be renouncing their rights entitlement in favour of Sunsource Capital Services India Limited. Accordingly, Sunsource Capital Services India Limited will be subscribing to the rights entitlements of Mr. Irfan Abdulrahimbhai Qureshi and Mr. Mayank Suresh Jolly in addition to its own entitlement. Thereby Sunsource Capital Services India Limited will be subscribing to the full rights entitlement of the promoter and promoter group and to any unsubscribed portion in this Issue, subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR and the SEBI Listing Regulations, at the time of Allotment.

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 Issue. Such subscription for Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding. Any such acquisition of additional Rights Equity Shares (including any unsubscribed portion of the Issue) is exempt in terms of Regulation 10 (4) (b) of the SEBI Takeover Regulations as conditions mentioned therein have been fulfilled and shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI Takeover Regulations.

## SECTION II – RISK FACTORS

*An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Letter of Offer, including the risks and uncertainties described below, before making an investment in the Equity Shares. In making an investment decision, prospective investors must rely on their own examination and the terms of the Issue including the merits and risks involved. The risks described below are not the only ones relevant to us, our Equity Shares, the industry or the segment in which we operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may arise or may become material in the future and may also impair our business, results of operations and financial condition. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the trading price of our Equity Shares could decline, and as prospective investors, you may lose all or part of your investment. You should consult your tax, financial and legal advisors about particular consequences to you of an investment in this Issue. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors.*

To obtain a complete understanding, you should read this section in conjunction with the sections “Industry Overview”, “Our Business” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” on pages 60, 86 and 164 respectively of this Draft Letter of Offer. The industry-related information disclosed in this section has been derived from publicly available documents from various sources believed to be reliable, but their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Neither our Company, nor any other person connected with the Issue have independently verified the information in the industry report or other publicly available information cited in this section.

This Draft Letter of Offer also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and, in the section titled “Forward-Looking Statements” on page 17 of this Draft Letter of Offer.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context requires otherwise, the financial information of our Company has been derived from the Audited Financial Information, prepared in accordance with Ind AS and the Companies Act and restated in accordance with the SEBI ICDR Regulations.

Materiality:

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

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

The financial and other related implications of risks concerned, wherever quantifiable have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence, the same has not been disclosed in such risk factors. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk over another. In this Draft Letter of Offer, any discrepancies in any table between total and sums of the amount listed are due to rounding off.

### INTERNAL RISK FACTORS

- 1. *Our Company’s business operations are done throughout the globe and any downturn and/ or any economic, regulatory, social and political change in the global markets in which we operate or seek to operate may affect our market share and/ or may adversely affect our business, financial condition and results of operations.***

Our products are sold within Indian markets and International markets like USA, Asia Continental, Africa Region, Far East Asia, Europe Australia and Middle East. For details, please refer to “Our Business Overview- product wise and location wise sales as derived from the Restated Financial Statements for FY 2023-24”, on page no. 86 of the Draft

Letter of Offer. Thus, the sales of the Company are widely dispersed throughout the globe and any failure to maintain such dispersion may impact sales, revenues, and consequently, the financial performance of the Company. Further, any failure in expanding our geographical presence in the international market may lead to loss of opportunity in earning higher revenue, thereby effect our growth and profit in the Company.

Further, our business is also subject to diverse and constantly changing economic, regulatory, social and political conditions in the jurisdictions in which we operate and seek to operate. Operating in the international market exposes us to a number of risks, including, but not limited to, compliance with local laws and regulations, which can be onerous and costly as the magnitude and complexity of, and continual amendments to, those laws and regulations are difficult to keep abreast with and the liabilities, penalties, costs, obligations and requirements associated with these laws and regulations can be substantial. Our failure to comply with and adapt to changing international regulations and/or trends may result in us failing to maintain and/or expand our international sales operations, which could adversely affect our business, financial condition and results of operations.

In case of any contingencies in the future, due to which we are unable to operate effectively in these markets, our results of operations, revenues and profitability may be adversely affected. Due to this, we may not be able to expand our business effectively in the international market, thereby affecting our business, results of operations and financial condition.

- 2. We depend significantly on domestic supplies, and various factors may result in an inadequate supply of raw materials/finished goods or result in an increase in our cost in order to secure sufficient raw materials/finished goods to meet our operational requirements.***

Much of our raw materials/finished goods is sourced from domestic suppliers which are typically reliable suppliers, it is nevertheless possible for an inadequate supply of raw materials/finished goods of sufficient quality to be caused by the default of the supplier, restrictions imposed by the Indian authorities or for any other reason, which could hamper our operations. Additionally, we have to estimate the transportation time for receipt of raw materials/finished goods (especially raw materials/finished goods from distant states) several months in advance of the actual time that they are required by us, and any error in our estimate or any change in market conditions by the time the raw materials/finished goods arrive may lead to a shortfall in raw materials/finished goods. In such situations, it may not be possible to meet the raw material/finished goods requirements for our edible oil production operations due to the low domestic production of edible oil raw materials/finished goods in India. Even in situations where it is possible to meet our raw material/finished goods requirements through non-regular suppliers, this may result in an increase in our cost. Although we may seek to pass on some or all of the additional costs of raw materials/finished goods to customers, we cannot assure you that we will be successful in doing so. This may adversely affect our results of operations, and consequently our sales and profitability.

- 3. Our inability to manage our inventory and foresee accurate demand for our products for a future period may adversely affect our reputation, business, results of operation and our financial performance.***

The estimations on demands of our products are typically based on our projections, inventory levels at our distribution networks, our understanding of the anticipation of consumption and spending by our consumers. If we overestimate demand for our products, we may face difficulty on storage of such products due to lower shelf life and complications with respect to storage of perishable products. Further, if we are unable to provide our products to our consumers due to any disruptions of our manufacturing facilities or shortage of raw materials, we may incur the risk of customers choosing other products over our products. While we closely monitor our inventory requirements for our product, we may be exposed to various risks including the aforementioned risks.

- 4. The improper handling, storage or processing of commodities and products, or any spoilage thereof, or any real or perceived contamination in our products, could adversely affect our business, results of operations and financial condition.***

The products that we export are subject to risks such as contamination, adulteration and product tampering during their transport or storage. We face inherent business risks of exposure to product liability or recall claims in the event that our products fail to meet the required quality standards.

- 5. A slowdown, shutdown or under-utilization in the suppliers manufacturing/ processing operations, could have an adverse effect on our export business, results of operations and financial condition.***

Manufacturing and processing facilities, are subject to various operating risks, including those beyond our control, such as the breakdown and failure of equipment or industrial accidents, severe weather conditions and natural disasters. Any significant malfunction or breakdown of their machinery may entail repair and maintenance costs and cause delays in operations of our suppliers and impact our export orders. Inability to effectively respond to such events and rectify any disruption, in a timely manner and at an acceptable cost, could lead to slowdown or shut-down of our export operations, which in turn may have an adverse effect on our business, results of operations and financial condition.

**6. *The availability of spurious, look-alikes, counterfeit products primarily in market could lead to losses in revenues and harm the reputation of our business.***

We are exposed to the risk that entities in India and elsewhere could pass off their products as ours, including spurious or pirated products. For example, certain entities could imitate our brand name, packaging material or attempt to create look-alike products or brands. This would not only reduce our market share due to customers confusing spurious products for our products whereby we may not be able to recover our initial development costs or experience loss in revenues but could also harm the reputation of our business.

**7. *Currency Fluctuations shall impact the profitability of the company as below:***

Sudden changes in exchange rates can increase the cost of imported raw materials or reduce the revenue from exports when converted to the home currency. Frequent adjustments in product pricing to reflect currency changes can make products less competitive or affect profit margins. Budgeting and financial forecasting become difficult, impacting long-term planning and investment decisions.

**8. *Demand Fluctuations shall impact the business of the company as follows:***

Unexpected drops in demand can lead to excess inventory and reduced sales volumes. Difficulty in predicting demand can cause overproduction or underproduction, affecting supply chain efficiency. Lower sales volumes can lead to cash flow problems, affecting the ability to meet operational expenses and invest in growth.

**9. *Impact of Competition***

Increased competition can erode the market share of the company, making it harder to maintain current sales levels. Also to stay competitive, exporters might need to lower prices, which can reduce profit margins of the company. The Competitors offering similar or better products can attract customers away, affecting long-term business relationships and Customer Loyalty of our company.

**10. *Logistics and Transportation:***

Delay in shipping can lead to missed deadlines and penalties, damaging relationships with buyers. Any physical damages or loss of goods in transit can result in financial losses and customer dissatisfaction. Increased Costs in transportation can disrupt and can increase costs due to the need for expedited shipping or alternative routes.

**11. *Quality Control***

Maintaining consistent quality across different markets can be challenging, leading to variations that affect customer satisfaction. There could be Regulatory Compliance in Different markets having varying standards and regulations and non-compliance can result in legal issues or product recalls. There can be reputation risk due to failure to meet quality expectations can harm the company's reputation, leading to a loss of trust and future business

**12. *We are dependent upon the pricing and continued supply of products. Any shortage in supply or increase in the price including the taxes and levies of the products could have adverse impact on our Company's business, financial condition and profitability.***

Our major products include Ceramic Tiles, Packaging items, Textiles and Fabrics, etc. The timely availability, cost and quality of these products being supplied to us plays an important role in building strong foundation for our business operations and client retention and/ or acquisitions. If any disruption is there in either of the factors mentioned above which are not under our control, including general economic conditions, competition, production levels, transportation

costs, government taxes and levies, and import-export duties and if, for any reason, our regular/primary suppliers refuse or delay or discontinue the delivery of all or certain products to us in the quantities we need and at prices that are competitive, our ability to meet our order requirements shall come to a temporary standstill and our delivery schedules could be disrupted, and we may not be able to complete and execute our projects as per schedule or at estimated costs. Further, we may also not be able to pass on any increase in the prices of these products to our customers which could affect our results of operations and impact our financial condition.

Further, we currently do not have any long term tie-ups or agreements for supply of any of products and this may expose us to the changes in the prices of ceramic and textiles products. The increase in prices of the products increases our expenditure hence our profitability if we are not able to pass the expenses on to our customers. Any decrease in the availability of these products for whatever reason could adversely affect our execution capacity and profitability.

- 13. *Any failure in our quality control and procurement processes may adversely affect our business, results of operations and financial condition. We may face product liability claims and legal proceedings if the quality of our products does not meet our customers' expectations.***

Our textiles, ceramic products, sanitary ware and other export commodities may suffer from certain quality issues due to inadvertent lapses in procurement leading to purchase of low-quality commodities. We believe that we have implemented quality control processes for our products on the basis of internal and international quality standards. We are engaged in export operations and have to fulfill the quality conditions and processes prescribed by the importing jurisdictions. However, we cannot assure you that our quality control processes, or our products will pass the quality tests and inspections conducted by various international and domestic agencies as per their prescribed standards. It is imperative for us to meet the international quality standards set by our international customers and agencies as deviation from the same can cause them to reject our products and can also cause damage to our reputation, market standing and brand value. There was no failure of quality control in the last three fiscal and no consequent impact on the financials of the Company.

In the event the quality of products is sub-standard and suffer from defects and are returned by our customers due to quality complaints, we might be compelled to take back the products and reimburse the cost paid by our customers. Such quality lapses could strain our longstanding relationship with our domestic and international customers and our reputation and brand image may suffer, which in turn may adversely affect our business, results of operations and financial condition. Our customers may lose faith in the quality of our products and could in turn refuse to further deal in our products, which could have a severe impact on our revenue and business operations. We also face the risk of legal proceedings and product liability claims being brought against us by our customers for low quality products sold. We cannot assure you that we will not experience any material product liability losses in the future or that we will not incur significant costs to defend any such claims. A product liability claim may adversely affect our reputation and brand image, as well as entail significant costs.

- 14. *Our inability to anticipate, respond to and meet the preferences or consistent quality requirements of our consumers or our inability to accurately predict and successfully adapt to changes in market demand or consumer preference could reduce demand for our products and in turn, impact our sales.***

Our results of operations and future growth plans are largely dependent upon the demand for our products. Demand for our products depends primarily on consumer-related factors such as demographics, local preferences, fashion trends, the level of consumer confidence as well as on macroeconomic factors such as the condition of the economy and per capita income. Over a period of time, there have been significant changes in consumers' preferences in apparel and garments. Our success depends on our ability to anticipate fashion trends viz. the trends of wearing apparel in consumers and to offer affordable products that appeal to their needs and preferences in a timely manner. Consumer fashion trends and preferences often change over time, and if we are not able to anticipate, identify or develop and market products that respond to changes in consumer fashion trends and preferences, demand for our products may decline. We must, on a regular basis, keep pace with the preferences and quality requirements of our consumers, invest continuously in new technology and processes to provide products having the desired qualities and characteristics, and continually monitor and adapt to the changing market demand. An unanticipated change in consumer demand and any sudden change in Government regulations may adversely affect our liquidity and financial condition.

- 15. *We require certain approvals, licenses, registrations and permits to operate our business, and failure to obtain or renew them in a timely manner or maintain the statutory and regulatory permits and approvals required to operate our business may adversely affect our operations and financial conditions.***



We require certain statutory and regulatory permits, licenses and approvals to operate our business. Though we believe that we have obtained those permits and licenses which are adequate to run our business there is no assurance that there are no other statutory/regulatory requirements which we are required to comply with. However, some of the approvals are granted for a fixed period of time and need renewal from time to time. We are required to renew such permits, licenses and approvals in time. Further, certain licenses and registrations obtained by our Company contain certain terms and conditions, which are required to be complied with. Any default by our Company in complying with the same, may result in inter alia the cancellation of such licenses, consents, authorizations and/or registrations, which may adversely affect our operations. There can be no assurance that the relevant authorities will issue or renew any of such permits or approvals in time or at all. Failure to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may have a material adverse effect on our business.

**16. *We depend significantly on domestic supplies, and various factors may result in an inadequate supply of finished goods or result in an increase in our cost in order to secure sufficient finished goods to meet our operational requirements.***

Much of our finished goods is sourced from domestic suppliers which are typically reliable suppliers, it is nevertheless possible for an inadequate supply of finished goods of sufficient quality to be caused by the default of the supplier, restrictions imposed by the Indian authorities or for any other reason, which could hamper our operations. Additionally, we have to estimate the transportation time for receipt of finished goods (especially finished goods from distant states) several months in advance of the actual time that they are required by us, and any error in our estimate or any change in market conditions by the time the finished goods arrive may lead to a shortfall in finished goods. Even in situations where it is possible to meet our /finished goods requirements through non-regular suppliers, this may result in an increase in our cost. Although we may seek to pass on some or all of the additional costs of finished goods to customers, we cannot assure you that we will be successful in doing so. This may adversely affect our results of operations, and consequently our sales and profitability.

**17. *We rely on third parties to transport for our products to our facilities and our depots and customers, and any disruption in our transportation arrangements or increases in transportation costs may adversely affect our business, results of operations and financial condition.***

We rely on third parties, for transport of our products to our depots and customers. A delay in the delivery of our products may result in the slowdown or shutdown of our operations. For supply of our products to our institutional customers, we rely on our transporters with whom we have built long term relations. In addition, products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. Also, if the terms offered to such logistic providers by our competitors are more favourable than those offered by us, they may decline to provide their services to us. A failure to maintain a continuous supply of our products or to deliver the products to our clients in an efficient and reliable manner could have a material and adverse effect on our business, financial condition and results of operations. Although we have insurance or transit of goods, for damages, since the cost of our goods carried by third party transporters is typically much higher than the consideration paid for transportation. Any disruption or inefficiencies in the operations of these third parties may adversely affect our business and results of operations.

**18. *The improper handling, storage or processing of commodities and products, or any spoilage thereof, or any real or perceived contamination in our products, could adversely affect our business, results of operations and financial condition.***

The products that we export are subject to risks, such as breakage, damage and product tampering during their transport or storage. We face inherent business risks of exposure to product liability or recall claims in the event that our products fail to meet the required quality standards.

Our products need to be stored, handled and transported under certain safety conditions. Such risks may be controlled, but not eliminated, by adherence to finished product testing. Any product recall, product liability claim, or adverse regulatory action may adversely affect our reputation and brand image, business, results of operations and financial condition.

**19. *Our inability to manage our inventory and foresee accurate demand for our products for a future period may adversely affect our reputation, business, results of operation and our financial performance.***

The estimations on demands of our products are typically based on our projections, inventory levels at our distribution networks, our understanding of the anticipation of consumption and spending by our consumers. If we overestimate

demand for our products, we may face difficulty on storage of such products due to lower shelf life and complications with respect to storage of perishable products. Further, if we are unable to provide our products to our consumers due to any disruptions of our manufacturing facilities or shortage of raw materials, we may incur the risk of customers choosing other products over our products. While we closely monitor our inventory requirements for our product, we may be exposed to various risks including the aforementioned risks.

**20. *The availability of spurious, look-alikes, counterfeit products primarily in our domestic market could lead to losses in revenues and harm the reputation of our products.***

We are exposed to the risk that entities in India and elsewhere could pass off their products as ours, including spurious or pirated products. For example, certain entities could imitate our brand name, packaging material or attempt to create look-alike products or brands. This would not only reduce our market share due to customers confusing spurious products for our products whereby we may not be able to recover our initial development costs or experience loss in revenues but could also harm the reputation of our brands. The proliferation of unauthorised copies of our products, and the time lost in defending claims and complaints about spurious products could have a material adverse effect on our reputation, business prospects and results of operations.

**21. *We face significant competitive pressures in our business. Our inability to compete effectively would be detrimental to our business and prospects for future growth.***

We face significant competition in our business from other Exporters. For details, see “Our Business - Competition” on page 86 of this Draft Letter of Offer. The industry and markets for our products are characterized by factors such as the shift towards branded play and new premium products. The textile and ceramicware industry is highly competitive with the presence of many national and regional players (manufacturers, traders, suppliers and importers etc.), competing on the basis of factors such as products, price, and quality. Due to the fragmented nature of the industry and price advantage that the unbranded players generally enjoy, there can be no assurance that we will maintain our competitiveness with respect to any of our products. While we work consistently to offset pricing pressures, produce new products, advance our technological capability, improve our services or enhance our production efficiency to reduce costs, such efforts may not be successful. Also, as we plan to expand our offerings to launch new products, we may face strong competition from other players in the same markets. Many of our existing and potential competitors may seek to equal or exceed us in terms of their financial, production, sales, marketing and other resources. If we fail to compete effectively in the future, our business and prospects could be materially and adversely affected.

**22. *Our inability to maintain a distribution network can adversely affect our revenues.***

Our products are sold by our sales team and the distributors who further take help of retailers/wholesalers to sell our products to final consumers. Therefore, it's a long chain to maintain and keep a check on our sales team along with the distributors. Our inability to maintain our existing distribution network or to expand it further as per the requirement of our proposed increased capacities, can adversely affect our revenues. In case, if we are not able to market our manufactured and /or traded products, it may affect our operations and profitability adversely. Additionally, if we are not able to maintain the chain or simplify the process of distribution, our business and profitability will be adversely affected.

**23. *Unfavorable local and global weather patterns may have an adverse effect on our business, results of operations and financial condition.***

Our businesses are sensitive to weather conditions, including extremes such as drought and natural disasters. There is growing concern that carbon dioxide and other greenhouse gases in the atmosphere may have an adverse impact on global temperatures, weather patterns and the frequency and severity of extreme weather and natural disasters. The availability of raw materials that we require for our operations and the demand for our products may be adversely affected by longer than usual periods of heavy rainfall in certain regions or a drought in India caused by weather patterns such as the El Nino. For example, natural disasters, excessive rainfall or extended periods of dry weather will lead to a decrease in the overall germination and growth of paddy or cotton to which we have access. Excessive rainfall may lead to poor pollination, decrease the effectiveness of fertilizers and affect harvesting, while drought results in decreased production. Adverse weather conditions may also cause volatility in the prices of commodities, which may affect growers' decisions about the types and quantum of crops to plant and may consequently affect the sales of our crop protection products. Consequently, the occurrence of any such unfavourable weather patterns may adversely affect our business, results of operations and financial condition.

**24. *Non-compliance with and changes in safety, health, environmental and labour laws and other applicable regulations may adversely affect our business, results of operations, financial condition and cash flows.***

Our products, including the process of manufacture, storage and distribution of such products, are subject to numerous laws and regulations in relation to quality, safety and health. We are required to obtain and maintain various regulatory approvals and registrations for our operations, including consents from the local pollution control board in India to establish and operate manufacturing facilities. There can be no assurance that these relevant authorities will issue such permits or approvals, or renewals thereof, in the time frame anticipated by us. While we believe we currently have all the permits and approvals required for operating our manufacturing facility, certain of these approvals require to be renewed periodically, and we cannot assure you that we would be successful in renewing them in a timely manner or at all. These laws, rules and regulations also prescribe for penalties in case of any violations, and such permits or approvals may impose certain additional conditions on our Company.

We are also subject to the laws and regulations governing employees, including in relation to minimum wage and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labour and work permits. These laws and regulations have, however, become increasingly stringent and it is possible that they will become significantly more stringent in the future. We cannot assure you that we will not be found to be in non-compliance with, or remain in compliance with all applicable environmental, health and safety and labour laws and regulations or the terms and conditions of any consents or permits in the future or that such compliance will not result in a curtailment of production, or a material increase in the costs of production.

**25. *Any dispute for our products with consumers, regarding the quality of our products, may adversely affect the image and reputation of our Company.***

Our operations involve the acquiring export products and commodities, checking the quality as per the prescribed standards, storing and final packing. Although we have had no such incidents till the date of this Draft Letter of Offer, occurrence of any such event may expose our Company to liabilities and claims which could adversely affect the brand image and reputation of our Company and our future growth, operations and profitability may be adversely affected.

**26. *Our business is working capital intensive. We require substantial financing for our business operations. Our indebtedness and the conditions and restrictions imposed on us by our financing arrangements could adversely affect our ability to conduct our business.***

Our operations are typically working capital intensive in nature and involve long implementation periods. This requires us to obtain financing through various means. As on March 31, 2024, our total short-term borrowings stood at ₹ 2,820.32 lacs and the total long-term borrowings of the company is Nil. We may incur additional indebtedness in the future. 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 working capital requirements may be affected due to factors beyond our control including force majeure conditions, delay or default of payment by our clients, non-availability of funding from banks or financial institutions. Accordingly, such working capital requirements may not be indicative of the actual requirements of our Company in the future and investors are advised to not place undue reliance on such estimates of future working capital requirements.

In the last three (3) financial years our Company has been able to raise additional working capital funding from bank as and when the need has arisen and has never delayed and defaulted its financial commitments. However, any failure to service our indebtedness, perform any condition or covenant or comply with the restrictive covenants could lead to a termination of one or more of our credit facilities, acceleration of amounts due under such facilities and cross-defaults under certain of our other financing agreements, any of which may adversely affect our ability to conduct our business and have a material adverse effect on our financial condition and results of operations. 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.

**27. *We have entered into, and will continue to enter into, related party transactions.***

We have in the course of our business entered into transactions with related parties. While we believe that all such transactions have been conducted on an arms-length basis, there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we

may enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have adversely affect our business, prospects, financial condition, and results of operations.

For details regarding our related party transactions as per Ind AS 24 entered by our Company in Fiscal 2024, please see “Financial Statements”— Related party transactions” on page 152 of this Draft Letter of Offer

**28. Our Company has experienced negative cash flow in the past and may continue to do so in the future, which could have a material adverse effect on our business, prospects, financial condition, cash flows and results of operations.**

Our Company has experienced negative net cash flow in operating, investing and financing activities in the past, the details of which are provided below:

(₹ in lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
	Restated (Audited)		
Net Cash Flow from/ (used in) Operating Activities	(1532.27)	(578.83)	(61.60)
Net Cash Flow from / (used in) Investing Activities	(3.87)	(0.22)	0.00
Net Cash Flow from / (used in) Financing Activities	1610.93	716.79	62.31

We may incur negative cash flows in the future which may have a material adverse effect on our business, prospects, results of operations and financial condition.

**29. We have not been paying dividends in the past and our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.**

Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements in respect of our operations, financial condition and results of operations. We have not paid dividends in the past and there can be no assurance that our Company will declare dividends in the future also.

**30. Our promoters will continue to retain a significant shareholding in our Company after the issue, which will enable them to exercise significant control over us.**

After the completion of the Issue, our Promoter, will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and affect the outcome of shareholder voting. As a result, our Promoter may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholders.

**31. There have been certain observations in the secretarial audit report issued by our secretarial auditor in the recent past.**

During the financial years 2023-24 our secretarial auditor has made certain observation wrt penalties imposed on the Company by the Stock Exchange for the Late Submission/Non-Compliances of the LODR Regulations:

1. Regulation 18 for quarter ended June 2023 – BSE levied penalty of Rs.80,000/- + GST
2. Regulation 19 for quarter ended June 2023 – BSE levied penalty of Rs.80,000/- + GST

While no show cause notices have been received for any regulatory action against the Company.

**32. We may not be able to adequately protect our intellectual property, which could harm the value of our brand and services.**

Our business is dependent upon successfully protecting our intellectual property, including but not limited to our trademarks and copyrights. As part of our efforts towards ensuring their protection, we have successfully applied for



and registered several trademarks including our logo and variations and formatives. As on the date of this Draft Letter of Offer, we have applied for registration of trademark and word mark with the regulatory authorities and our application is pending with the authorities for disposal. We do not have any control over the registration of a trademark

and a pending mark may not be granted registration for various reasons including being descriptive, non-distinctive, identical or similar to other mark. Furthermore, a trademark may also be opposed by third parties that claim to have prior or superior rights after receipt of certain objections from third parties. Such actions are not within our control and can severely impact business and may result in requirement to undertake rebranding exercises, all of which result in additional costs for us and could also impact our reputation. A party could also proceed against a registered trademark and request for its cancellation on various grounds which include bad faith use and non-use for a continuous period of five years and three months from the date of entry into the register of trademarks.

Generating and maintaining recognition for our brand is critical to our business. The success of our business depends on our ability to use our trademarks in order to compete effectively in existing markets and increase penetration and awareness for our brand and further promote our business in newer markets. If we are unable to maintain or enhance viewer and subscriber awareness of our brand and generate demand in a cost-effective manner, it would adversely affect our ability to compete in the industry and would have an adverse effect on our business and results of operations.

While we have endeavoured to register most of the trademarks that we use or have used in the past, even if these trademarks are not registered, those that have garnered a reputation over the years and are associated with us are protected under common law allowing us to prevent a third party from using a deceptively similar or identical mark and from any unauthorized use of the mark. This, however, is subject to us taking action against such a third-party trademark and proving that the rights in our mark are superior. The use of a deceptively similar or identical third-party mark may result in a loss/injury to us. Such an action may also become a lengthy and costly exercise for us and may not always be in our favour. While for registered trademarks, we have greater protection because of the statutory protection afforded against similar marks being used /registered for similar goods and services, we may not be able to adequately protect unregistered marks that are not as well recognized.

### 33. *We may infringe on the intellectual property rights of others.*

While we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we or our technology providers are infringing upon any existing third-party intellectual property rights which may force us to alter our technologies, obtain additional licenses or significantly cease some portions of our operations. We may also be susceptible to claims from third parties asserting infringement and other related claims. Regardless of whether such claims that we or our technology providers are infringing patents or other intellectual property rights have any merit, those claims could adversely affect our relationships with current or future clients, result in costly litigation, divert management's attention and resources, subject us to significant liabilities, require us to enter into additional royalty or licensing agreements or require us to cease certain activities.

An adverse ruling arising out of any intellectual property dispute could subject us to significant liability for damages, prevent us from using technologies or developing products, or require us to negotiate licenses to disputed rights from third parties. Although patent and intellectual property disputes in the technology area are often settled through licensing or similar arrangements, costs associated with these arrangements may be substantial and could include license fees and ongoing royalties, which could be prohibitively expensive. Furthermore, necessary licenses may not be available to us on satisfactory terms, if at all. Any of the foregoing could materially and adversely affect our business, results of operations and financial condition.

### 34. *There are trade receivables which are pending for more than 6 months.*

We have the following trade receivables which are pending for more than 6 months. Although we consider the amounts receivable as good, in the unforeseen event of not realising these amounts, our revenues and profitability could be adversely affected.

(Rs.in lakhs)

Particulars	March 31, 2024*		Mach 31, 2023*		March 31, 2022*	
	Less than 6 months	More than 6 months	Less than 6 months	More than 6 months	Less than 6 months	More than 6 months
Undisputed Trade Receivables	3361.73	4027.09	1194.63	754.94	Nil	Nil
Disputed Trade Receivables	Nil	Nil	Nil	Nil	Nil	Nil
Doubtful Trade Receivables	Nil	Nil	Nil	Nil	Nil	Nil

\* Audited

**35. *The management of our Company is dependent upon our senior management, directors and key personnel.***

We operate in an industry where the quality of our people is a critical asset. We benefit significantly from the vision, strategic guidance, experience and skills of several key members of our management team, which includes our Promoter, supported by the skills, efforts, expertise, continued performance and motivation of our Key Management Personnel, and other personnel. If any of our Promoter, Key Management Personnel cease to be associated with our Company and we fail to recruit suitable replacements in a timely manner, our ability to manage our growth and our business, results of operations and prospects may be adversely affected.

**36. *Insurance coverage has not taken by our company, as a result of which the loss or destruction of our assets could have a material adverse effect on our financial condition and results of operations.***

While we believe that the insurance policies taken by us are adequate, they may not be sufficient to cover all the risk involved. Such insurance policies are taken on the basis of estimated period of completion of the project and estimated costs and other projections. However, we cannot assure you that our company recover all our losses in case of any damage or adverse event. We may face uninsured risks to the extent of remaining assets of the company. Further, if we may suffer any losses, damages and liabilities in the course of our operations and in our project development. Any such uninsured losses or liabilities could result in a material adverse effect on our business operations, financial conditions and results of operations. Further, we may not carry insurance coverage for all our projects. We may have to bear the costs associated with any damage suffered by us in respect of these uninsured projects or uninsured events.

**37. *We are a listed company and are required to comply with rules and regulations imposed by the Stock Exchanges and SEBI with respect to continuous listing and the Companies Act. Any failure to comply with such rules and regulations or any wrong disclosure made to the Stock Exchange, or any statutory authority could result in penalties being imposed on us, which may adversely affect our business and operations.***

As a listed company, we are required to comply with certain conditions for continuous listing under the SEBI Listing Regulations and other rules and regulations imposed by SEBI, which require us to make certain periodic disclosures, including disclosures about any material events or occurrences with respect to our Company, disclosure of our financial statements and disclosure of our updated shareholding pattern. Any failure to comply with these continuous disclosure requirements or any wrongful disclosure made by us to the Stock Exchange, or any other statutory authority may lead to penalties being imposed on us.

We believe, we are in compliance with rules and regulations imposed by the BSE and SEBI with respect to continuous listing, any failure to comply with such rules and regulations or any wrong disclosure/ Non filing to the BSE or any statutory authority could result in penalties being imposed on us, which may adversely affect our business and operations.

**38. *Our funding requirements and the proposed deployment of Net Proceeds have not been appraised by a public financial institution or a scheduled commercial bank and our management will have broad discretion over utilization of the Net Proceeds.***

Our Company proposes to utilize the Net Proceeds for repayment of unsecured loan and general corporate purposes. Our proposed deployment of Net Proceeds has not been appraised by a public financial institution or a scheduled commercial bank and is based on management estimates. Our management will have broad discretion to use the Net Proceeds. Various risks and uncertainties, including those set forth in this section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. We cannot assure you that use of the Net Proceeds to meet our future capital requirements, fund our growth and for other purposes identified by our management would result in actual growth of our business, increased profitability or an increase in the value of our business.

**39. *The deployment of funds is entirely at our discretion and as per the details mentioned in the chapter titled “Objects of the Issue”.***

As the Issue size is not more than ₹ 4950 lakhs, under Regulation 82 of the SEBI ICDR Regulations it is not required that a monitoring agency be appointed by our Company, for overseeing the deployment and utilization of funds raised

through this Issue. Therefore, the deployment of the funds towards the Objects of this Issue is entirely at the discretion of our Board of Directors and is not subject to monitoring by external independent agency. Our Board of Directors along with the Audit Committee will monitor the utilization of Issue proceeds and shall have the flexibility in applying the proceeds of this Issue. However, the management of our Company shall not have the power to alter the objects of this Issue except with the approval of the Shareholders of the Company given by way of a special resolution in a general meeting, in the manner specified in Section 27 of the Companies Act, 2013. Additionally, the dissenting shareholders being those shareholders who have not agreed to the proposal to vary the objects of this Issue, our Promoters shall provide them with an opportunity to exit at such price, and in such manner and conditions as may be specified by the SEBI, in respect to the same.

**40. *We are subject to cyber security risks and security breaches and may incur increasing costs in an effort to minimize those risks and to respond to cyber incidents.***

A number of other companies have disclosed cyber-attacks and security breaches, some of which have involved intentional attacks. Attacks may be targeted at us, our customers, or both. Although we devote significant resources to maintain and regularly upgrade our systems and processes that are designed to protect the security of our computer systems, software, networks and other technology assets and the confidentiality, integrity and availability of information belonging to us and our customers, our security measures may not provide absolute security. Despite our efforts to ensure the integrity of our systems, it is possible that we may not be able to anticipate or to implement effective preventive measures against all security breaches of these types, especially because the techniques used change frequently or are not recognized until launched, and because cyber-attacks can originate from a wide variety of sources, including third parties outside the Company such as persons who are involved with organized crime or associated with external service providers or who may be linked to terrorist organizations or hostile foreign governments. A successful penetration or circumvention of the security of our systems could cause serious negative consequences, including significant disruption of our operations, misappropriation of our confidential information or that of our customers, or damage to our computers or systems or those of our customers and counterparties, and could result in violations of applicable privacy and other laws, financial loss to us or to our customers, loss of confidence in our security measures, customer dissatisfaction, significant litigation exposure, and affect to our reputation, all of which could have a material adverse effect on us.

Our servers are also vulnerable to computer viruses, physical or electronic break-ins, and similar disruptions. We may need to expend significant resources to protect against security breaches or to address problems caused by breaches. Security breaches, including any breach of our systems or by persons with whom we have commercial relationships that result in the unauthorized release of customers' or businesses' personal information, could damage our reputation and expose us to a risk of loss or litigation and possible liability.

**41. *Failure to stay up to date with technological changes, as well as the uses and regulation of the internet, might be detrimental to our Company.***

The industry is very dynamic and fresh. We must keep up with changing technical breakthroughs, customer and small company usage habits, internet security threats, system failure or inadequacy hazards, and governmental regulation and taxation, all of which could have a negative influence on our entity.

If we are unable to adequately react to such developments, decreased demand for our products could result in a loss of revenues or a fall in profitability. The demand for our products could fall as a result of a variety of factors, including regulatory restrictions that limit customer access to specific products, the availability of competing or alternative products, or changes in customers' financial circumstances, such as increases in income or savings. Our revenues could be severely reduced if we fail to adjust to a significant change in our clients' desire for, or access to, our products. Customers may refuse or reject products whose changes make them less appealing or less available, even if we make adjustments or launch new products to meet customer demand.

**42. *The COVID-19 pandemic has had, and may in the future continue to have, and any similar pandemic situations that may arise in the future, may have a material adverse impact on our business, results of operations, financial condition and cash flows.***

The global spread and unprecedented impact of the ongoing COVID-19 pandemic continues to create significant volatility, uncertainty and economic disruption. The pandemic has led governments and other authorities around the world to implement significant measures intended to control the spread of the virus, including lockdowns, shelter-in-place orders, social distancing measures, business closures or restrictions on operations, quarantines, travel bans and restrictions and multi-step policies with the goal of re-opening these markets. These responsive measures have severely disrupted economic and commercial activity tied to the production and sale of goods, which have impacted supply chains and routes, and, as a result, supply chain companies such as ours have experienced uncertainty and volatility. The scope, duration, and frequency of the measures implemented, and the adverse effects of COVID-19 remain uncertain and could be severe. If COVID-19 infection rates resurge and the pandemic intensifies and expands geographically, its negative impacts on our business, operating expenses, gross profit and gross margin could be more prolonged and may become more severe.

43. *We have not commissioned an industry report for the disclosures made in the chapter titled “Industry Overview” and made disclosures on the basis of the data available on the internet and such data has not been independently verified by us.*

We have neither commissioned an industry report, nor sought consent from the quoted website source for the disclosures which need to be made in the chapter titled “Industry Overview” of this Draft Letter of Offer. We have made disclosures in the said chapter on the basis of the relevant industry related data available online for which relevant consents have not been obtained. We have not independently verified such data. We cannot assure you that any assumptions made are correct or will not change and, accordingly, our position in the market may differ from that presented in this Draft Letter of Offer. Further, the industry data mentioned in this Draft Letter of Offer or sources from which the data has been collected are not recommendations to invest in our Company. Accordingly, investors should read the industry related disclosure in this Draft Letter of Offer in this context.

#### **EXTERNAL RISK FACTORS**

44. *Significant differences exist between Ind AS, Indian GAAP and other accounting principles, such as US GAAP and IFRS, which investors may be more familiar with and consider material to their assessment of our financial condition.*

Our audited summary statements of assets and liabilities as at March 31, 2024, and audited summary statements of profit and loss (including other comprehensive income), cash flows and changes in equity for the Financial Year 2024 have been prepared in accordance with the Ind AS, read with the Ind AS Rules and restated in accordance with the SEBI ICDR Regulations, the SEBI Circular and the Prospectus Guidance Note.

We have not attempted to quantify the impact of US GAAP, IFRS or any other system of accounting principles on the financial data included in this Draft Letter of Offer, nor do we provide a reconciliation of our financial statements to those of US GAAP, IFRS or any other accounting principles. US GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP. Accordingly, the degree to which the Audited Financial Information included in this Draft Letter of Offer will provide meaningful information is entirely dependent on the reader’s level of familiarity with Ind AS, Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Letter of Offer should accordingly be limited.

45. *Political, economic or other factors that are beyond our control may have adversely affected our business and results of operations.*

The Indian economy is influenced by economic developments in other countries. These factors could depress economic activity which could have an adverse effect on our business, financial condition and results of operations. Any financial disruption could have an adverse effect on our business and future financial performance.

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our services may be adversely affected by an economic downturn in domestic, regional, and global economies.



Economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production.

Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

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

We are incorporated in India, and all of our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. A slowdown in the Indian economy could adversely affect our business, including our ability to grow our assets, the quality of our assets, and our ability to implement our strategy.

Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- any increase in Indian interest rates or inflation;
- any scarcity of credit or other financing in India;
- prevailing income conditions among Indian consumers and Indian corporations;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighboring countries;
- prevailing regional or global economic conditions; and
- other significant regulatory or economic developments in or affecting India.

Any slowdown in the Indian economy or in the growth of the sectors we participate in or future volatility in global commodity prices could adversely affect our borrowers and contractual counterparties. This in turn could adversely affect our business and financial performance and the price of our Equity Shares.

**47. *Financial instability in both Indian and international financial markets could adversely affect our results of operations and financial condition.***

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have an adverse effect on the securities of companies in other countries. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in the Indian economy in general. Any global financial instability, including further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

The Indian economy is also influenced by economic and market conditions in other countries. This is, but not limited to, the conditions in the United States, Europe and certain economies in Asia. Financial turmoil in Asia and elsewhere in the world in recent years has affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and its business.

Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby impact the Indian economy. Financial disruptions in the future could adversely affect our business, prospects, financial condition and results of operations. The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections.

There are concerns that a tightening of monetary policy in emerging markets and some developed markets will lead to a moderation in global growth. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have had the intended stabilizing effects. Any significant financial disruption in the future could have an adverse effect on our cost of funding, loan portfolio, business, future financial performance and the trading price of the Equity Shares.

**48. *Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.***

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of salaries, and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to pass on to our customers, whether entirely or in part, and the same may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase our rates to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

Further, the GoI has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

**49. *Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.***

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA. Such regulatory restrictions limit our financing sources for our projects under development and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business growth, results of operations and financial condition.

Further, under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

**50. *The Company does not own the premises on which its registered office is situated. Any failure on the part of the lessee to renew the lease agreement or any disruption of our rights as a lessee or termination of the agreements with the lessors would adversely impact our business.***

The premises on which the Registered Office of the Company is situated is not owned by us. The premises belong to our promoters and we do not have a formal lease agreement or pay rent for the occupation of the premises. The owners may demand that we vacate the premises at any point and in that event, the Company would need to arrange for the Registered office on an urgent basis at such rent as may be applicable as per the market rate applicable upon happening of such event which may adversely affect our profitability as additional expenditure would need to be incurred for the same.

There is no assurance that our Company will be able to enter into the lease agreements with third parties in a timely manner and in favourable terms or at all. Further, there is no assurance that we will not face any disruption in our activities which could adversely affect our business operations.

**51. Any downgrading of India's debt rating by an independent agency may harm our ability to raise financing.**

Any adverse revisions to India's credit ratings international debt by international rating agencies may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

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

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions including wars amongst nations like the current Russia Ukraine conflict could adversely affect our results of operations, cash flows or financial condition. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years, and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business.

Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

#### **ISSUE SPECIFIC RISKS**

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

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

**54. SEBI has by way of circulars dated January 22, 2020, May 6, 2020, January 19, 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 Draft 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 180 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 which the ownership of the Equity Shares currently under dispute, including any court proceedings.

**55. *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. Renouncee(s) 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 Renouncee(s) 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 Renouncee will not be able to apply in this Issue with respect to such Rights Entitlements.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. However, any gain realized on the sale of listed equity shares on or before March 31, 2018 on a stock exchange held for more than 12 months was not subject to long term capital gains tax in India if STT was paid on the sale transaction and, additionally, as stipulated by the Finance Act, 2017, STT had been paid at the time of acquisition of such equity shares on or after October 1, 2004, except in the case of such acquisitions of equity shares which are not subject to STT, as notified by the Central Government under notification no. 43/2017/F.No. 370142/09/2017-TPL on June 5, 2017. However, the Finance Act, 2018, has now levied taxes on long-term capital gains arising from sale of equity shares. However, where specified conditions are met, such long-term capital gains are only taxed to the extent they exceed Rs. 100,000.00 and unrealized capital gains earned up to January 31, 2018, continue to be exempt. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Capital gains arising from the sale of the equity shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the equity Shares.

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

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

**58. *There is no guarantee that our Equity Shares will be listed in a timely manner or at all, which may adversely affect the trading price of our Equity Shares.***

In accordance with Indian law and practice, final approval for listing and trading of the Equity Shares will not be granted by the Stock Exchange until after those Equity Shares have been issued and allotted. Approval will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on Stock Exchanges. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares. Further, historical trading prices, therefore, may not be indicative of the prices at which the

Equity Shares will trade in the future which may adversely impact the ability of our shareholders to sell the Equity Shares or the price at which shareholders may be able to sell their Equity Shares at that point of time.

**59. *Holders of Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.***

Under the Companies Act, 2013, any company incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the shares voted on such resolution, unless our Company has obtained government approval to issue without such rights. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in us would be reduced.

**60. *Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may adversely affect the value of our Equity Shares, independent of our operating results.***

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchange. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by equity shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may adversely affect the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

**61. *The sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.***

Any instance of disinvestments of equity shares by our Promoter or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur.

**62. *Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.***

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

## SECTION III: INTRODUCTION

### THE ISSUE

The Issue has been authorised by way of resolution passed by our Board on May 30, 2024, pursuant to section 62(1)(a) of the Companies Act, 2013 and other applicable provisions. The terms of the Issue including the Record Date and Rights Entitlement Ratio have been approved by the Board of Directors at their meeting held on [●], 2024.

The following is a summary of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, more detailed information in “*Terms of the Issue*” on page 180 of this Draft Letter of Offer.

<b>Rights Equity Shares being offered by our Company</b>	[●] Rights Equity Shares
<b>Rights Entitlement for the Rights Equity Shares</b>	[●] Rights Equity Share for every [●] Equity Shares held on the Record Date
<b>Record Date</b>	[●]
<b>Face Value per Equity Share</b>	₹10/- each
<b>Issue Price</b>	₹ [●] per Rights Equity Share (including a premium of ₹ [●] per Rights Equity Share). On Application, Investors will have to pay ₹ [●] per Rights Equity Share, which constitutes 100% of the Issue price including premium.
<b>Issue Size</b>	[●] Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ [●] per Rights Equity Share up to an amount of ₹ [●]*, Lakhs * <i>Assuming full subscription</i>
<b>Voting Rights and Dividend</b>	The Equity Shares issued pursuant to this Issue shall rank <i>pari-passu</i> in all respects with the Equity Shares of our Company.
<b>Fractional Entitlement</b>	For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] ([●]) Equity Shares or is not in multiples of [●] ([●]), the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlement. However, Eligible Equity shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one additional Equity Share each, if such Eligible Equity Shareholders have applied for additional Equity Shares over and above their Rights Entitlement, if any.
<b>Equity Shares issued, subscribed and paid up and outstanding prior to the Issue</b>	3,55,26,000 Equity Shares issued subscribed and paid-up. For details, please see “Capital Structure” on page 44 of this Draft Letter of Offer.
<b>Equity Shares outstanding after the Issue (assuming full subscription for and Allotment of the Rights Equity Shares)</b>	[●] Equity Shares* * <i>assuming full subscription</i>
<b>Security Codes for the Equity Shares</b>	ISIN: INE502D01011 BSE Code: 523752
<b>ISIN for Rights Entitlements</b>	[●]
<b>Terms of the Issue</b>	For details, please see “ <i>Terms of the Issue</i> ” on page 180 of this Draft Letter of Offer.
<b>Use of Issue Proceeds</b>	For details, please see “ <i>Objects of the Issue</i> ” on page 52 of this Draft Letter of Offer

## GENERAL INFORMATION

Our Company was originally incorporated in the name and style of “GBC HI-TECH (INDIA) LIMITED” as a Public Limited Company under the Companies Act, 1956 pursuant to a Certificate of Incorporation granted by the Registrar of Companies, Uttar Pradesh (RoC) at Kanpur on May 25, 1987. The name of our Company was subsequently changed to MODI GBC LIMITED pursuant to special / shareholders resolution on January 31, 1992, and a fresh Certificate of Incorporation was issued by the RoC, further Changed to GBC MODICORP LIMITED pursuant to special / shareholders resolution on June 10, 2000, further Changed to SPICE SYSTEMS LIMITED pursuant to special / shareholders resolution on November 25, 2002, further Changed to IO SYSTEMS LIMITED pursuant to special / shareholders resolution on August 8, 2007, further Changed to “TRANS INDIA HOUSE IMPEX LIMITED” (Our Company) pursuant to special / shareholders resolution on July 25, 2022. The main objects of our Memorandum of Association was altered and our company has been in the business of July 25, 2022 since then. The Registered Office was shifted from the State of Uttar Pradesh to Gujarat on June 12, 2024, vide the Order of the Regional Director No: AA186635 dated November 24, 2023. The Corporate Identity Number of our Company is L74110GJ1987PLC152434.

### Registered Office of our Company

#### Trans India House Impex Limited

B-1101, Titanium Square, B/h Sarveshwar Tower, Opp. B. M. W. Show, Room, Thaltej, Ahmedabad, Gujarat – 380 054, India

Tel: 079-46008108

Fax: -

Website: [www.tihil.co.in](http://www.tihil.co.in)

CIN: L74110GJ1987PLC152434

### Registrar of Companies

Our Company is registered with the Registrar of Companies, Ahmedabad, Gujarat at the following address:

Registrar of Companies, Ahmedabad

Harishchandra Park Society, Vijaynagar,

Naranpura, Ahmedabad, Gujarat – 380 013. India

Website: [www.mca.gov.in](http://www.mca.gov.in)

### Board of Directors of our Company

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

Name	Age	Designation	Address	DIN
Mayank Suresh Jolly	32	Executive Director- Chairperson	904, Eden N, Godrej Garden City, Jagatpur, Ahmedabad – 382470, Gujarat, India	09366175
Irfan Abdulrahimbhai Qureshi	40	Executive Director	railway station road, Ahamad Sidik Shop, B/H Gujarat Hardwar, Bhavnagar, Gujarat – 364 001	09494589
Mitesh Surendrasinh Rajput	35	Non-Executive Non- Independent Director	1, Saamil Bunglows, Foundation City, Bodakdev, Ahmedabad, Gujarat – 380 054	06772154
Aditya Vikrambhai Patel	31	Non-Executive Independent Director	606, Motovas, Nava Vadaj, Ahmedabad – 380 013	09121052
Nidhi Bansal	32	Non-Executive Independent Director	99-Bansal Bhavan, Pali Road, Near Mela Ground, Ward Number 8, Sheopur, Madhya Pradesh – 476 337	09693120
Ankitkumar Surendrakumar Agrawal	35	Non-Executive Independent Director	F-44, Takshshila Apartment, Near Mansi Circle, Vastrapur, Ahmedabad – 380 015	10118085

For detailed profile of our directors, please refer to the chapter titled “Our Management” on page 92 of this Draft Letter of Offer.

**Chief Financial Officer**

**Name:** Ms. Manisha Kansingh Rajput

**Address:** 18-B Pratibha Co-Op Housing Societ, Behind Tima Hospital, Boisar Palghar Road, khairafatak, Boisar Maharashtra – 401 501.

**Tel:** 079-46008108

**Email:** manisharajput22@gmail.com

**Company Secretary and Compliance Officer**

**Name:** Mr. Mrugesh A. Vyas

**Address:** 66 Shayona Prasad bungalows, Shayona city Ghatlodia, Ahmedabad, Gujarat – 380 061

**Tel:** 079-46008108

**Email:** mrugesh99@gmail.com

**Legal Advisor**

**Name:** Samvitti Legal

**Address:** 408-B, Premium House, Near Gandhigram Metro Station, Ashram Road, Ahmedabad – 380 009

**Tel:** 079-4891-6521.

**Email:** gargivyas@samvittilegal.com

**Details of Key Intermediaries pertaining to this Issue:****Registrar to the Company / Issue****MAS Services Limited**

**Address:** T 34, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi, Delhi – 110 020.

**Tel No:** 011 - 26387281,82,83 /+91 11 4132 0335

**Email:** investor@masserv.com

**Website:** [www.masserv.com](http://www.masserv.com)

**Contact Person:** Mr Sharwan Mangla

**SEBI Registration Number:** INR000000049

**Bankers to the Issue/ Refund Bank**

**Names:** [●]

**Address:** [●]

**Telephone:** [●]

**Contact person:** [●]

**Website:** [●]

**E-mail:** [●]

**Designated Intermediaries***Self-Certified Syndicate Banks*

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided 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 Application Forms, refer to the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. On Allotment, the amount will be unblocked, and the account will be debited only to the extent required to pay for the Rights Equity Shares Allotted.

**Statutory and Peer Review Auditor of our Company**

**Name:** M/s. Manoj Acharya & Associates

Chartered Accountants

**Address:** 219, 2<sup>nd</sup> Floor, Ashirwad Market, Kalupar, Ahmedad,380002

**Email:** camuditsinghal@gmail.com

**Tel:** 079-26589713

**Contact Person:** Mudit Singhal



**Firm Registration Number:** 114984W  
**Peer Review Certificate Number:** 014968

**Changes in the auditors during the last three years**

<b>Date of Change</b>	<b>Name, Address &amp; Email Id</b>	<b>Peer Review No.</b>	<b>Firm Registration No.</b>	<b>Reason for change</b>
30/09/2022	Gupta Garg & Agrawal Address: G-55, Royal Palace, IInd Floor, Laxmi Nagar, Vikas Marg, Delhi - 110 092 Email ID: caamitjain.btp@gmail.com	014572	505762C	Appointment
14/08/2023	Gupta Garg & Agrawal Address: G-55, Royal Palace, IInd Floor, Laxmi Nagar, Vikas Marg, Delhi - 110 092 Email ID: caamitjain.btp@gmail.com	014572	505762C	Due to takeover of the company, the management as well operations are being carried out from the State of Gujarat only. In view of the above and our firms having no operational office in the State of Gujarat, resignation has been placed.
14/08/2023	Manoj Acharya & Associates Address: 219. 2nd Floor, Ashirwad Market, Kalupar, Ahmedad,380002 Email: camuditsinghal@gmail.com	014968	114984W	Appointment for operational efficiency in the State of Gujarat.

**Inter-se Allocation of Responsibilities**

Since there are no lead managers, a statement of inter se allocation of responsibilities is not required.

**Expert Opinion**

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated August \_\_, 2024, from the Statutory Auditors to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Letter of Offer as an “Expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its

- (i) Restated Audit Report dated 10<sup>th</sup> August 2024 on our Restated Financial Statements for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022, and
- (ii) Statement of Special Tax Benefits dated October 23, 2024 in this Draft Letter of Offer and such consent has not been withdrawn as on the date of this Letter of Offer.

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. Such consent has not been withdrawn up to the date of this Draft Letter of Offer.

**Investor grievances**

Investors may contact the Company Secretary and Compliance Officer for any pre-Issue/ post-Issue related matters such as non-receipt of Letters of Allotment/ share certificates/ demat credit/ Refund Orders, etc.

Investors are advised to contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related problems such as non-receipt of Abridged Letter of Offer/ Application Form and Rights Entitlement Letter/ Letter of Allotment, Split Application Forms, Share Certificate(s) or Refund Orders, etc. All grievances relating to the

ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs, giving full details such as name, address of the applicant, ASBA Account number and the Designated Branch of the SCSBs, number of Equity Shares applied for, amount blocked, where the Application Form and Rights Entitlement Letter or the plain paper application, in case of Eligible Equity Shareholder, was submitted by the ASBA Investors through ASBA process.

### **Credit Rating**

As this is a Rights Issue of Equity Shares, credit rating is not required.

### **Debenture Trustees**

As this is a Rights Issue of Equity Shares, the appointment of Debenture trustees is not required.

### **Monitoring Agency**

Since the size of the issue is less than Rs.4950 lakhs, under Regulation 82 of the SEBI ICDR Regulations, a monitoring agency is not required to be appointed by our Company.

### **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 Letter of Offer with SEBI for rights issues has been increased to Rupees fifty crores. Since the size of this Issue falls below this threshold, the Draft Letter of Offer has been 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.

### **Underwriting Agreement**

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

### **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:

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

\* *The Board of Directors or the Rights Issue Committee 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.*

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

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two (2) 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 one day before the Issue Closing Date, being [●],[●] 2024.

Investors are advised to ensure that the Applications are submitted on or before the Issue Closing Date. Neither our Company nor the Registrar to the Issue will be liable for any loss on account of non-submission of Applications on or before the Issue Closing Date. For details on submitting Application Forms, see “Terms of the Issue” on page 180 of this Draft Letter of Offer.

Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall lapse and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and

purchaser will lose the amount 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 Issue

### **Minimum Subscription**

Our Promoter Sunsource Capital Services India Limited has consented to fully subscribe to its rights entitlement. The remaining promoters namely Mr. Irfan Abdulrahimbhai Qureshi and Mr. Mayank Suresh Jolly will be renouncing their rights entitlement in favour of Sunsource Capital Services India Limited. Accordingly, Sunsource Capital Services India Limited will be subscribing to the rights entitlements of Mr. Irfan Abdulrahimbhai Qureshi and Mr. Mayank Suresh Jolly in addition to its own entitlement. Thereby Sunsource Capital Services India Limited will be subscribing to the full rights entitlement of the promoter and promoter group.

Accordingly, in terms of the SEBI ICDR Regulations, the requirement of minimum subscription in the Issue shall not be applicable.

## CAPITAL STRUCTURE

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

(₹ Lakhs except share data)

		Aggregate Value at Face Value	Aggregate Value at Issue Price
<b>A</b>	<b>AUTHORISED SHARE CAPITAL*</b>		
	6,00,00,000 Equity Shares of ₹10 each	6,000.00	
<b>B</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE ISSUE</b>		
	3,55,26,000 Equity Shares of ₹10 each	3,552.60	
<b>C</b>	<b>PRESENT ISSUE IN TERMS OF THIS LETTER OF OFFER<sup>(1)</sup></b>		
	Up to [●] Rights Equity Shares, at a premium of ₹[●] per Rights Equity Share, <i>i.e.</i> , at a price of ₹[●] per Rights Equity Share <sup>(2)</sup>	[●]	[●]
<b>D</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE <sup>(3)(4)</sup></b>		
	Up to [●] Equity Shares	[●]	
<b>E</b>	<b>SECURITIES PREMIUM ACCOUNT</b>		
	Before the Issue		Nil
	After the Issue		[●] <sup>(3)</sup>

(1) & (2) The present Issue has been authorised vide a resolution passed at the meeting of the Board of Directors dated 29th May 2024.

(2) On Application, Investors will have to pay [●] per Rights Equity Share which constitutes 100% of the Issue Price.

(3) Assuming full subscription for and Allotment of the Rights Equity Shares.

(4) Subject to finalisation of Basis of Allotment.

### Notes to Capital Structure

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

Our Promoter Sunsource Capital Services India Limited has consented to fully subscribe to its rights entitlement. The remaining promoters namely Mr. Irfan Abdulrahimbhai Qureshi and Mr. Mayank Suresh Jolly will be renouncing their rights entitlement in favour of Sunsource Capital Services India Limited. Accordingly, Sunsource Capital Services India Limited will be subscribing to the rights entitlements of Mr. Irfan Abdulrahimbhai Qureshi and Mr. Mayank Suresh Jolly in addition to its own entitlement. Thereby Sunsource Capital Services India Limited will be subscribing to the full rights entitlement of the promoter and promoter group.

Our promoter Sunsource Capital Services India Limited has confirmed that it intends to subscribe, to the full extent of their Rights Entitlement of the promoter and promoter group and has also confirmed that it shall not renounce the Rights Entitlements however Mr. Irfan Abdulrahimbhai Qureshi and Mr. Mayank Suresh Jolly will be renouncing their rights entitlement in favour of Sunsource Capital Services India Limited; (ii) subscribe to the Rights Equity Shares for the Rights Entitlements, if any, which are renounced in their favour by any other Promoters, each as may be applicable; and (iii) its intention to apply for and subscribe to additional Rights Equity Shares and to any unsubscribed portion in this Issue, subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR and the SEBI Listing Regulations, at the time of Allotment.

2. The ex-rights price of the Rights Equity Shares as per Regulation 10(4)(b) of the Takeover Regulations is ₹ [●]/- per equity share.
3. At any given time, there shall be only one denomination of the Equity Shares of our Company.

4. All Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Letter of Offer. For details on the terms of this Issue, see “Terms of the Issue” on page 180 of this Draft Letter of Offer.
5. Shareholding Pattern of our Company as per the last filing with the Stock Exchange:



	Non-Public																
(C1)	Shares underlying deposit ory receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by employ ee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>		<b>5655</b>	<b>3,55,26,000</b>	<b>0</b>	<b>0</b>	<b>3,55,26,000</b>	<b>100.00</b>	<b>3,55,26,000</b>	<b>3,55,26,000</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>10600000</b>	<b>29.84</b>	<b>0</b>	<b>0</b>	<b>34981800</b>

i. The statement of the shareholding pattern of our Company as on September 30, 2024 is as follows:

Category of Shareholder	No. of Shareholders	No. of fully paid up Equity Shares held	Total no of Equity Shares held	Share holding as a % of total no. of Equity Shares (calculated as per SCRR, 1957) As a% of (A+B+C2)	No. of Voting Rights	Total as a % of Total Voting right	No. of locked-in Equity Shares	Number of Equity Shares held in dematerialized form
(A) Promoter & Promoter Group	3	1,96,48,201	1,96,48,201	55.31	1,96,48,201	55.31	70,00,000	1,96,48,201
(B) Public	5399	1,58,77,799	1,58,77,799	44.69	1,58,77,799	44.69	44,00,000	1,53,29,599
<b>Grand Total</b>	<b>5402</b>	<b>3,55,26,000</b>	<b>3,55,26,000</b>	<b>100.00</b>	<b>3,55,26,000</b>	<b>100.00</b>	<b>1,14,00,000</b>	<b>3,49,77,800</b>

ii. Statement showing holding securities of persons belonging to the category Promoters and Promoter Group” as at September 30, 2024:

Category of Shareholder	No. of Shareholders	No. of fully paid up Equity Shares held	Total no of Equity Shares held	Shareholding as a % of total no. of Equity Shares (calculated as per SCRR, 1957) As a% of (A+B+C2)	No. of Voting Rights	Total as a % of Total Voting right	Number of Locked in Shares		Number of Equity Shares held in dematerialized form
							No.	As a % of total Shares held	
<b>A1) Indian</b>									
<b>a. Individuals/ Hindu Undivided Family</b>									
Irfan Abdulrahim bhai Qureshi	1	47,87,882	47,87,882	13.48	47,87,882	13.48	15,00,000	31.33	47,87,882
Mayank Suresh Jolly	1	46,80,026	46,80,026	13.17	46,80,026	13.17	15,00,000	32.16	46,80,026
<b>Any Other (specify) /</b>									



Category of Shareholder	No. of Shareholders	No. of fully paid up Equity Shares held	Total no of Equity Shares held	Shareholding as a % of total no. of Equity Shares (calculated as per SCRR, 1957) As a% of (A+B+C2)	No. of Voting Rights	Total as a % of Total Voting right	Number of Locked in Shares		Number of Equity Shares held in dematerialized form
							No.	As a % of total Shares held	
<b>Body Corporates</b>									
Sunsorce Capital Services India Limited	1	1,01,96,393	1,01,96,393	28.70	1,01,96,393	28.70	40,00,000	39.23	1,01,96,393
<b>Sub- total of A1</b>	<b>3</b>	<b>1,96,64,301</b>	<b>1,96,64,301</b>	<b>55.35</b>	<b>1,96,64,301</b>	<b>55.35</b>	<b>70,00,000</b>	<b>35.60</b>	<b>1,96,64,301</b>
<b>A2) Foreign</b>									
<b>Sub-total of A2</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>			<b>0</b>
<b>A= A1+ A2</b>	<b>3</b>	<b>1,96,64,301</b>	<b>1,96,64,301</b>	<b>55.35</b>	<b>1,96,64,301</b>	<b>55.35</b>	<b>70,00,000</b>	<b>35.60</b>	<b>1,96,64,301</b>

iii. Statement showing holding of securities of persons belonging to the "public" category as on September 30, 2024:

Category of Shareholder	Nos. of Shareholders	No. of fully paid up Equity Shares held	Total no of Equity Shares held	Shareholding as a % of total no. of Equity Shares (Calculated as per SCRR, 1957) As a% of (A+B+C2)	No. of Voting Rights	Total as a % of Total Voting right	Number of Locked in Shares		Number of Equity Shares held in dematerialized form
							No.	As a % of total Shares held	
<b>B1) Institutions</b>	-	-	-	-	-	-			-
Banks (Domestic)	-	-	-	-	-	-			-
Foreign Portfolio Investors Category II	1	9503	9503	0.03	9503	0.03	0	0	9503
<b>Sub Total B1</b>	<b>1</b>	<b>9503</b>	<b>9503</b>	<b>0.03</b>	<b>9503</b>	<b>0.03</b>	<b>0</b>	<b>0</b>	<b>9503</b>
<b>B2) Central Government/ State Government(</b>	-	-	-	-	-	-			-

<b>s) / President of India</b>									
<b>Sub Total B2</b>	-	-	-	-	-	-	-	-	-
<b>B3) Non-Institutions</b>									
Individual share capital up to ₹ 2 Lakhs	5537	2703563	2703563	7.61	2703563	7.61			2189963
Individual share capital in excess of ₹. 2 Lakhs	71	12386847	12386847	34.87	12386847	34.87	360000	29.06	12386847
<b>Any Other</b>									
IEPF	-	-	-	-	-	-	-	-	-
Non-Resident Indian (NRI)	10	24851	24851	0.07	24851	0.07			10751
Clearing Members	2	9605	9605	0.03	9605	0.03			9605
Bodies Corporate	31	727330	727330	2.05	727330	2.05			710830
HUF	-	-	-	-	-	-	-	-	-
Trust	-	-	-	-	-	-	-	-	-
<b>Sub-total B3</b>	<b>5651</b>	<b>15852196</b>	<b>15852196</b>	<b>44.63</b>	<b>15852196</b>	<b>44.63</b>	<b>360000</b>	<b>27.71</b>	<b>15307996</b>
<b>B=B1+B2+B3</b>	<b>5652</b>	<b>15861699</b>	<b>15861699</b>	<b>44.65</b>	<b>15861699</b>	<b>44.65</b>	<b>360000</b>	<b>27.70</b>	<b>15861699</b>

iv. Details of shareholders of our Company holding 1% or more of the paid-up capital of the issuer as last disclosed to the stock exchanges: i.e September 30, 2024

S. No.	Name of the Shareholders	No. of Equity Shares	% of Pre-Issue Equity Share Capital
1.	Imdadullah Abdulkarim Sheikh	500000	1.41
2.	Hiren Kirankumar Mala	2100000	5.91
3.	Payel Kabiraj	600000	1.69
4.	Patel Kripali Harikesh	501000	1.41
5.	Pravinaben Girishbhai Patel	500000	1.41
6.	Imran Abdulbhai Kureshi	443647	1.25
7.	Gayatriben Vipulkumar Thakkar	372282	1.05
8.	Pravinkumar Ganeshbhai Thakkar	500000	1.41
9.	Shiv Mittal	460528	1.30
10.	IPSAA Childcare Private Limited	400000	1.13
11.	Neha Dave	380347	1.07

v. Details of shares locked-in, pledged, encumbrance by the Promoters and the Promoter Group:

S. No.	Name of the Shareholders	No. of Equity Shares	No. of Shares Under Lock In
1.	Irfan Abdulrahimbhai Qureshi	47,87,882	15,00,000
2.	Mayank Suresh Jolly	46,80,026	15,00,000
3.	Sunsource Capital Services India Limited	1,01,96,393	40,00,000

As on date of this Draft Letter of Offer, none of the shares held by the promoters are locked-in, pledged or encumbered.

vi. *Details of shares acquired by Promoters in the last one year immediately preceding the date of filing of this Draft Letter of Offer:*

6. Shareholding Pattern of our Promoters as per the last filing with the Stock Exchange:

S. No.	Name of the Promoter and Promoter Group	Number of shares acquired	Mode of Acquisition	Date
1	Mayank Suresh Jolly	18601	Market Purchase	27/06/2024
2	Mayank Suresh Jolly	1500000	Preferential Offer	20/12/2023
3	Irfan Abdulrahimbhai Qureshi	1500000	Preferential Offer	20/12/2023
4	Sunsource Capital Services India Limited	4000000	Preferential Offer	27/01/2023

7. There are no outstanding options or convertible securities, including any outstanding warrants or rights to convert debentures, loans or other instruments convertible into the Equity Shares as on the date of filing of this Draft Letter of Offer. The Company has taken necessary approvals from the shareholders for granting stock options to the employees. Although necessary in-principle approvals have been taken from the Stock Exchange, the scheme is yet to be implemented.

## OBJECTS OF THE ISSUE

The Objects of the Issue are:

1. To augment our working capital requirements; and
2. General Corporate Purposes.

(Collectively, referred to hereinafter as the “Objects”)

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

The main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

### The details of objects of the Issue

Particulars	(₹ in lakhs)
	Amount
Gross proceeds from the Issue*	4,950.00#
Less: Issue related expenses	50.00
<b>Net Proceeds of the Issue</b>	<b>4900.00</b>

# Assuming full subscription in the Issue and subject to the finalisation of the basis of Allotment and the allotment of the Rights Equity Shares.

\*The Issue size will not exceed ₹5,000.00 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:

The intended use of the Net Proceeds of the Issue is as under: -

S. No.	Particulars	(₹ in lakhs)
		Total estimated amount to be utilized
1	To augment our working capital requirements	4500.00
2	General corporate purposes*	400.00
	<b>Total Net Proceeds**</b>	<b>4900.00</b>

# We intend to spend the entire rights issue proceeds in FY 2024-25

\*\*Assuming full subscription in the Issue and the allotment of the Rights Equity Shares. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

### Means of Finance

Our Company proposes to meet the entire requirement of funds for the proposed 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, excluding the amount to be raised from the Issue.

### Schedule of Implementation and Deployment of Funds

Our Company proposes to deploy the entire Net Proceeds towards the Objects as described herein during Fiscal 2024-25. 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 fund's requirements described herein.

### 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 Long Term Working Capital Requirements

Our business is predominantly working capital intensive. We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals, however this time to strengthen the margins and financials strength of the Company we propose to part fund the Working Capital Requirements from the net proceeds of proposed Right Issue as details herein below:

(₹ in lakhs)

S. No.	Particulars	Total estimated amount to be utilized
1	To augment our working capital requirements	4500.00
	Total	4500.00

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 Company's working capital as at March 31, 2023 and as at March 31, 2024 and the source of funding, on the basis of financial statements, as certified by our Statutory and Peer Review Auditor, M/s. Manoj Acharya & Associates, Chartered Accountants, vide their report dated October 23, 2024 are provided in the table below. Further, in light of the incremental business requirements, our Company requires additional working capital for funding its working capital requirements in the Financial Year ending March 31, 2025, and March 31, 2026. Accordingly, the business plan for the Financial Year ending March 31, 2025, and March 31, 2026, respectively and the proposed funding of such working capital requirements, The breakup of the working capital requirements year wise is given in the table below:

The details of Working Capital Requirement are as under:

(₹ in lakhs)

Particulars	Fiscal 2022 (Audited)	Fiscal 2023 (Audited)	Fiscal 2024 (Audited)	Fiscal 2025 (Projected)	Fiscal 2026 (Projected)
<b>Current Assets</b>					
Inventories	0	0.66	448.73	2226.50	2318.32
Trade Receivables	0	1947.73	7313.64	5392.37	2564.36
Cash and Bank Balance	1.92	1163.11	214.89	268.62	368.62
Other current assets	0.17	39.19	398.60	1242.52	2322.52
<b>Total (A)</b>	<b>2.09</b>	<b>3,150.69</b>	<b>8,375.87</b>	<b>9,130.02</b>	<b>7,573.83</b>
<b>Current Liabilities</b>					
Trade Payables	0	1106.77	5016.13	1700.44	900.44
Other Current Liabilities	28.12	91.88	155.32	170.85	78.85
Short Term Provision	3.33	5.26	74.80	292.72	129.72

<b>Total (B)</b>	<b>31.44</b>	<b>1,203.91</b>	<b>5,246.25</b>	<b>2,164.00</b>	<b>1,109.00</b>
<b>Total Working Capital (A)-(B)</b>	<b>(29.36)</b>	<b>1,946.78</b>	<b>3,129.63</b>	<b>6,966.01</b>	<b>6,464.82</b>
<b>Funding Pattern</b>					
<i>I) Borrowings for meeting working capital requirements</i>	-	-	2,820.32	1,327.61	827.61
<i>II) Networth / Internal Accruals</i>	-	1,946.78	309.31	1138.40	5637.21
<i>III) Proceeds from IPO</i>	-	-	-	4500.00	-

**Assumption for future working capital requirements**

<b>Particulars</b>	<b>Fiscal 2022 (Audited)</b>	<b>Fiscal 2023 (Audited)</b>	<b>Fiscal 2024 (Audited)</b>	<b>Fiscal 2025 (Projected)</b>	<b>Fiscal 2026 (Projected)</b>
Inventories (In Days)	-	-	11	30	44
Trade Receivable (In Days)	-	109	217	141	77
Other Current Assets (In Days)	-	2	10	18	35
Trade Payable (In Days)	-	71	164	85	29

**Justification for “Holding Period” levels**

The justifications for the holding levels mentioned in the table above are provided below:

<b>Particulars</b>	<b>Assumption made and Justification</b>
<b>Current Assests</b>	
<b>Inventories</b>	The company is considering extending the inventory holding period to better meet anticipated increases in product demand and improve our distribution network. Additionally, we plan to explore new markets to boost revenue, which will also require a longer inventory holding period. This strategic move aligns with our growth and expansion goals, necessitating an increase in the inventory holding period from 11 days to 30 days for the 2025 financial year, and further extending it to 44 days for the 2026 financial year to support the expected rise in sales.
<b>Trade Receivable</b>	Currently, trade receivable days were 109 days in the financial year 2023 and increased to 217 days in the financial year 2024. As sales continue to rise, the total amount of trade receivables will also increase. However, to meet our working capital needs, we aim to reduce trade receivable days to 141 days in the financial year 2025 and further down to 77 days in the financial year 2026. This reduction in trade receivable days would enhance our operating efficiency and strengthen our financial position.
<b>Other current assets</b>	Other Current Assets mainly comprise advances paid to suppliers and vendors. At present, our average holding period for these assets is between 2 to 10 days. We aim to pay our suppliers in advance to secure better pricing and discounts, which will ultimately lower our production costs. As a result, we plan to extend our holding period for other current assets to 18 days in the financial year 2025 and to 35 days in the financial year 2026.
<b>Current Liabilities</b>	
<b>Trade Payable</b>	The trade payables for our company are based on the average standard payment terms provided by our vendors, primarily for the procurement of goods. Operating trade payables were 71 days for the Financial Year 2023 and increased to 164 days in the Financial Year 2024. Looking ahead to the Financial Year 2025, we project an average

	operating trade payables payment period of 85 days for the cost of goods sold, with the goal of leveraging additional discounts and ensuring stock availability. This strategic approach is expected to help stabilize our purchasing rates with vendors. Additionally, we aim to reduce the payback period to 29 days for the Financial Year 2026, anticipating further discounts that will enhance our operating profit.
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**Justification of increase in working capital requirement:**

Working capital saw a significant increase from ₹1,946.78 lakhs in 2023 to ₹3,129.63 lakhs in 2024. This substantial rise can be attributed to several key factors. First, total sales surged from ₹3,248.01 lakhs in 2023 to ₹7,776.01 lakhs in 2024, necessitating higher working capital to support expanded operations, including increased material procurement and inventory management. Second, the cost of materials consumed rose sharply from ₹2,828.52 lakhs in 2023 to ₹6,801.91 lakhs in 2024, directly contributing to the increased working capital requirement. Additionally, rising employee benefit expenses and other operational costs further amplified the overall working capital needs in 2025.

In the fiscal year 2025, we anticipate an increase in working capital due to the expected rise in total sales. Higher sales volumes will necessitate more working capital to manage larger inventories, finance increased accounts receivable, and support expanded operations. To boost sales, we also plan to maintain a higher inventory of finished goods, ensuring smooth operations and timely deliveries during critical periods. This approach is likely to result in increased material costs in 2025, reflecting the larger inventory levels needed to meet rising demand. Additionally, other expenses, such as employee benefits and finance costs, will contribute to the overall increase in working capital requirements for the year.

Our company plans to negotiate with vendors to secure more favourable rates by paying them in advance or ahead of schedule. While this strategy may lead to improved terms and discounts, it will also require an increase in working capital to accommodate these prepayments. We will also need to maintain greater finished goods as part of our strategy to explore new markets. Furthermore, procuring materials in bulk to take advantage of better credit terms will require additional working capital for larger inventory purchases.

Our company heavily relies on bank limits for procuring materials from vendors, highlighting the importance of maintaining adequate working capital. We expect this reliance to diminish following the proceeds from the rights issue.

In summary, these factors collectively support the need for a larger investment in working capital to facilitate and enhance the company's growth trajectory.

**2. General Corporate Purpose**

In terms of Regulation 62 (2) of the SEBI ICDR Regulations, the extent of the Issue Proceeds proposed to be used for general corporate purposes shall not exceed 25% of the Gross proceeds of the Issue. Our Board will have flexibility in applying the balance amount towards general corporate purposes, including meeting expenses incurred in the ordinary course of business including salaries and wages, administration expenses, insurance related expenses, meeting of exigencies which our Company may face in course of business and any other purpose as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act.

Our management will have flexibility in utilizing any amounts for general corporate purposes under the overall guidance and policies of our Board. The quantum of utilization of funds towards any of the purposes will be determined by the Board, based on the amount actually available under this head and the business requirements of our Company, from time to time.

**3. Expenses for the issue**

The Issue related expenses include, among others, fees to various advisors, printing and distribution expenses, advertisement expenses and registrar and depository fees. The estimated Issue related expenses are as follows:

(₹ in lakhs)

Particulars	Amount	As a percentage of total expenses	As a percentage of Issue size*#
Fees of the Registrar to the Issue, Legal Advisor, Auditor's fees, Other Consultants including out of pocket expenses etc.	20.00	60	0.91
Expenses relating to advertising, printing, distribution, marketing and stationery expenses	15.00	20	0.31
Regulatory fees, filing fees, listing fees and other miscellaneous expenses	15.00	20	0.31
<b>Total estimated Issue expenses*^</b>	<b>50.00</b>	<b>100</b>	<b>1.53</b>

*\*Amount will be finalised at the time of filing of the Letter of Offer and determination of Issue Price and other details.*

*\* Subject to finalisation of Basis of 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 received at the time of receipt of the subscription amount to the Right Equity Shares.*

*^Excluding taxes*

*#Assuming full subscription.*

### **Bridge Financing Facilities**

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

### **Monitoring of Utilization of Funds**

Since the proceeds from the 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 Listing Regulations, the Rights Issue Committee appointed by the Board 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 Balance Sheet of the Company for the relevant Financial Years subsequent to receipt of listing and trading approvals from the Stock Exchange.

As per the requirements of Regulations 18(3) read with Part C of Schedule II of the SEBI Listing Regulations, we will disclose to the Audit Committee the uses / application of funds on a quarterly basis as part of our quarterly declaration of results. Further, on an annual basis, we shall prepare a statement of funds utilized for purposes other than those stated in the Letter of Offer and place it before the Audit Committee. The said disclosure shall be made till such time that the Gross Proceeds raised through the Issue have been fully spent. The statement shall be certified by our Statutory Auditor.

Further, pursuant to Regulation 32 of the SEBI Listing Regulations, 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 Listing Regulations, 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.

### **Interim Use of Proceeds**



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.

### **Strategic or financial partners**

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

### **Interest of Promoters and Directors in the objects of the Issue**

Our promoters are interested in the objects of the Issue to the extent of repayment of unsecured loan from the proceeds of the issue to the members of the Promoter group. No part of the Net Proceeds will be paid by our Company as consideration to our Promoter, Promoter Group, Directors and Key Managerial Personnel of our Company.

### **Appraisal**

None of the Objects of the Issue have been appraised by any bank or financial institution.

### **Undertaking by our Promoter**

Our promoter Sunsource Capital Services India Limited has confirmed that it intends to: subscribe, to the full extent of their Rights Entitlement of the promoter and promoter group and has also confirmed that it shall not renounce the Rights Entitlements however Mr. Irfan Abdulrahimbhai Qureshi and Mr. Mayank Suresh Jolly will be renouncing their rights entitlement in favour of Sunsource Capital Services India Limited; (ii) subscribe to the Rights Equity Shares for the Rights Entitlements, if any, which are renounced in their favour by any other Promoters, each as may be applicable; and (iii) its intention to apply for and subscribe to additional Rights Equity Shares and to any unsubscribed portion in this Issue, subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR and the SEBI Listing Regulations, at the time of Allotment. Such subscription for Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding. Any such acquisition of Additional Rights Equity Shares (including any unsubscribed portion of the Issue) is exempted in terms of Regulation 10(4)(b) of the SEBI Takeover Regulations as conditions mentioned therein have been fulfilled and shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI Takeover Regulations. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations.

Accordingly, in terms of the SEBI ICDR Regulations, the requirement of minimum subscription in the Issue shall be applicable. Pursuant to regulation 86(2) of the SEBI ICDR Regulations in case of non-receipt of minimum subscription, all application monies received shall be refunded to the applicants forthwith, but not later than four days from the closure of the Rights Issue.

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 Issue. The ex-rights price of the Rights Equity Shares as per Regulation 10(4)(b) of the SEBI Takeover Regulations is ₹ [●]/-.

## STATEMENT OF SPECIAL TAX BENEFITS

### STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS AS PER THE CERTIFICATE ISSUED BY STATUTORY AUDITORS OF THE COMPANY

The Board of Directors,  
**TRANS INDIA HOUSE IMPEX LTD**  
B-1101, Titanium Square, B/h Sarveshwar Tower,  
Opp. B. M. W. Showroom,  
Thaltej, Ahmedabad, Gujarat – 380 054, India.

Dear Sirs,

#### **Sub: Statement of possible special direct tax benefits available to “TRANS INDIA HOUSE IMPEX LTD” (“the Company”) and its shareholders (“the Statement”).**

We hereby confirm that the enclosed statement states the possible special direct tax benefits available to the Company and the shareholders of the Company under the Income Tax Act, 1961 (“Act”) as amended from time to time, presently in force in India. 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 tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company may or may not choose to fulfil.

This statement is only intended to provide general information to the investors and hence 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 rights issue of equity shares of the Company 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. Neither are we suggesting nor are we advising the investor to invest money based on this statement.

The contents of the enclosed statement 're based on the information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company. We do not express any opinion or provide any assurance as to whether:

- (a) The Company or its shareholders will continue to obtain these benefits in future; or
- (b) The conditions prescribed for availing the benefits, where applicable have been/would be met.

This statement is intended solely for information and for inclusion in the Letter of Offer in relation to the Issue of equity shares of the Company and is not to be used, circulated or referred to for any other purpose without our prior written consent. Our views are based on the existing provisions of law referred to earlier and its interpretation, which are subject to change from time to time.

We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this Statement.

**For M/s. Manoj Acharya & Associates**  
**Chartered Accountants**  
**Firm Registration No: 114984W**  
Sd/-  
**Name: Mudit Singhal**  
**Partner**  
**ICAI Mem No.: 187823**

**Place: Ahmedabad**

**Date: 23 October, 2024**

**UDIN: 24187823BKFQHY4488**

**Statement of Special Tax Benefits available to the Company & its Shareholder under the Income Tax Act, 1961 and other Direct Tax Laws presently in force in India**

**Special Tax Benefits**

**I. Benefits available to the Company**

There are no special tax benefits available to the Company.

**II. Benefits available to the Shareholders**

There are no special tax benefits available to the shareholders for investing in the proposed right issue of shares of the Company.

## SECTION IV: ABOUT OUR COMPANY

### INDUSTRY OVERVIEW

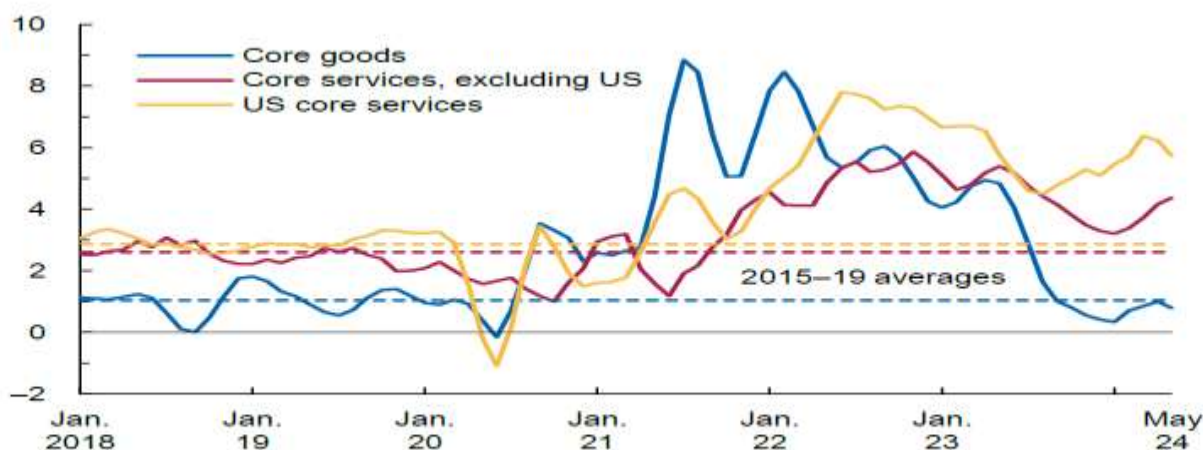
#### World Economic Outlook

Global growth is projected to be in line with the April 2024 World Economic Outlook (WEO) forecast, at 3.2 percent in 2024 and 3.3 percent in 2025. However, varied momentum in activity at the turn of the year has somewhat narrowed the output divergence across economies as cyclical factors wane and activity becomes better aligned with its potential. Services price inflation is holding up progress on disinflation, which is complicating monetary policy normalization. Upside risks to inflation have thus increased, raising the prospect of higher-for-ever-longer interest rates, in the context of escalating trade tensions and increased policy uncertainty. To manage these risks and preserve growth, the policy mix should be sequenced carefully to achieve price stability and replenish diminished buffers.

Global activity and world trade firmed up at the turn of the year, with trade spurred by strong exports from Asia, particularly in the technology sector. Relative to the April 2024 WEO, first quarter growth surprised on the upside in many countries, although downside surprises in Japan and the United States were notable. In the United States, after a sustained period of strong outperformance, a sharper-than-expected slowdown in growth reflected moderating consumption and a negative contribution from net trade. In Japan, the negative growth surprise stemmed from temporary supply disruptions linked to the shutdown of a major automobile plant in the first quarter. In contrast, shoots of economic recovery materialized in Europe, led by an improvement in services activity. In China, resurgent domestic consumption propelled the positive upside in the first quarter, aided by what looked to be a temporary surge in exports belatedly reconnecting with last year's rise in global demand. These developments have narrowed the output divergences somewhat across economies, as cyclical factors wane and activity becomes better aligned with its potential.

Meanwhile, the momentum on global disinflation is slowing, signaling bumps along the path. This reflects different sectoral dynamics: the persistence of higher-than-average inflation in services prices, tempered to some extent by stronger disinflation in the prices of goods (Figure 1).

**Figure 1. Sequential Core Inflation**  
(Percent; three-month-over-three-month, annualized)



Sources: Haver Analytics; and IMF staff calculations.

Note: The two aggregates are the purchasing-power-parity-weighted averages. Sample includes 11 advanced economies and 9 emerging market and developing economies that account for approximately 55 percent of 2021 world output at purchasing-power-parity weights.

Nominal wage growth remains brisk, above price inflation in some countries, partly reflecting the outcome of wage negotiations earlier this year and short-term inflation expectations that remain above target. The uptick in sequential inflation in the United States during the first quarter has delayed policy normalization. This has put other advanced economies, such as the euro area and Canada, where underlying inflation is cooling more in line with expectations, ahead of the United States in the easing cycle. At the same time, a number of central banks in emerging market economies remain cautious in regard to cutting rates owing to external risks triggered by changes in interest rate differentials and associated depreciation of those economies' currencies against the dollar.

### **Asia Economic Outlook**

The forecast for growth in emerging market and developing economies is revised upward; the projected increase is powered by stronger activity in Asia, particularly China and India. For China, the growth forecast is revised upward to 5 percent in 2024, primarily on account of a rebound in private consumption and strong exports in the first quarter. In 2025, GDP is projected to slow to 4.5 percent, and to continue to decelerate over the medium term to 3.3 percent by 2029, because of headwinds from aging and slowing productivity growth. The forecast for growth in India has also been revised upward, to 7.0 percent, this year, with the change reflecting carryover from upward revisions to growth in 2023 and improved prospects for private consumption, particularly in rural areas.

### **India Economic Outlook**

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP or GDP at Current Prices in the year 2023-24 is estimated at Rs. 295.36 lakh crores (US\$ 3.54 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 269.50 lakh crores (US\$ 3.23 trillion). The growth in nominal GDP during 2023-24 is estimated at 9.6% as compared to 14.2% in 2022-23. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the second half of FY24. During the period April-June 2025, India's exports stood at US\$ 109.11 billion, with Engineering Goods (25.35%), Petroleum Products (18.33%) and electronic goods (7.73%) being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

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

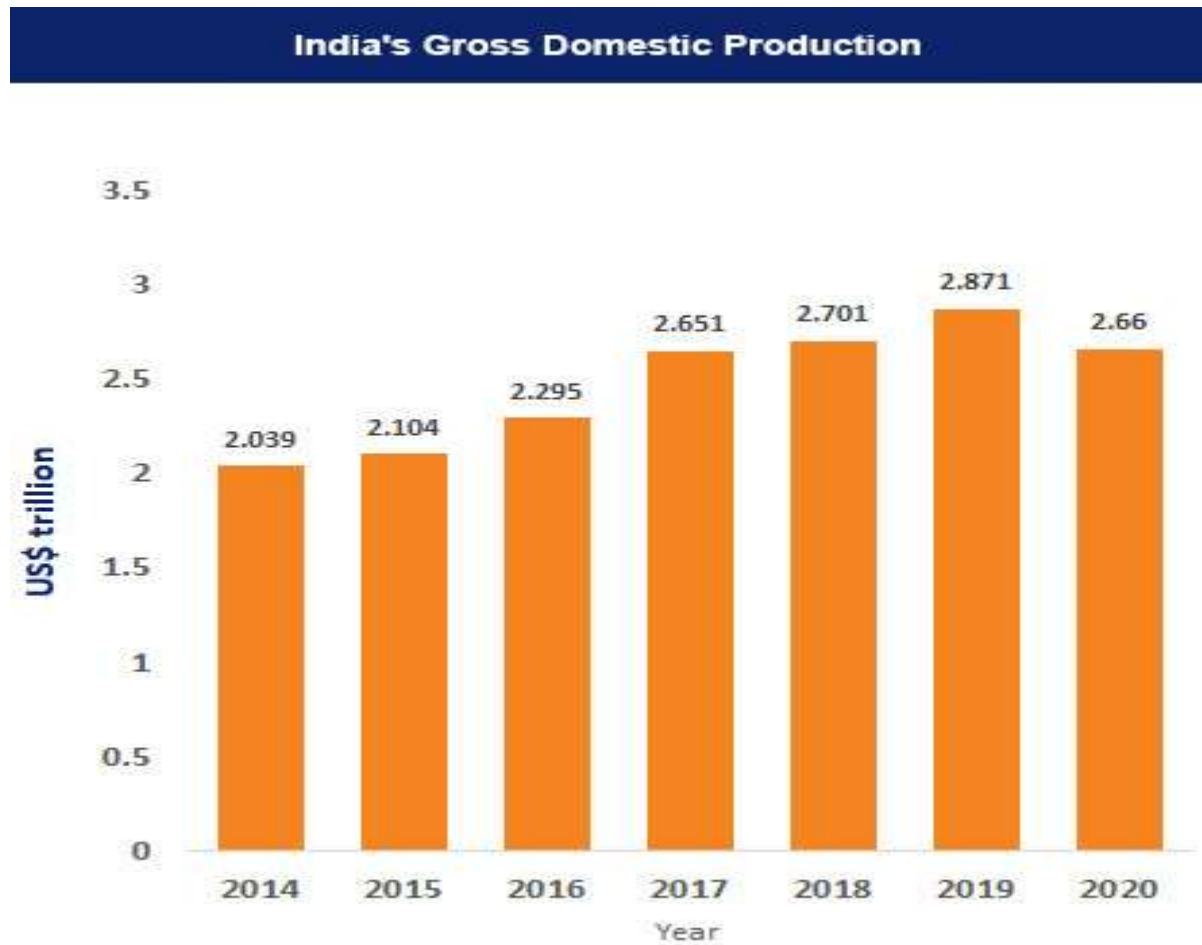
India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

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

### **Market size**

Real GDP or GDP at Constant (2011-12) Prices in the year 2023-24 is estimated at Rs. 173.82 lakh crores (US\$ 2.08 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 160.71 lakh crores (US\$ 1.92 trillion). The growth in real GDP during 2023-24 is estimated at 8.2% as compared to 7.0% in 2022-23. There are 113 unicorn startups in India, with a combined valuation of over US\$ 350 billion. As many as 14 tech startups are expected to list in 2024 Fintech sector poised to generate the largest number of future unicorns in India. With India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to

achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.



According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time periods. India's current account deficit (CAD) narrowed to 0.7% of GDP in FY24. The CAD stood at US\$ 23.2 billion for the 2023-24 compared to US\$ 67.0 billion or 2.0% of GDP in the preceding year. This was largely due to decrease in merchandise trade deficit.

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.

### **Export & Import**

#### **Import Export Industry**

The imports and exports industry is one of the main runners of the world economy. Other than the world economy, this industry is also responsible for uplifting domestic companies by giving them more experience in producing for foreign markets, leading to an increase in job creation. Through imports, goods and services are brought from one country to another, while goods and services are traded from one country to another through exports.

The imports and exports industry plays a major role in contributing to the expansion of the global market and making international trade possible. This industry affects some of the most critical aspects of the economy like the GDP, exchange rate, and inflation level. In other words, the imports and exports industry impact the world a great deal through factors like international trade which eventually has an impact on the domestic economy by providing employment, revenues, and production.

### **Indian Introduction to the Import-Export Business in India**

India has always been a land of opportunities, be it in terms of culture, geography, or business. The import-export business is no different and has been flourishing in India for centuries. With a population of over 1.3 billion people and a growing economy, there is a huge potential market for businesses to tap into.

The import-export business can be broadly classified into two categories: trade and non-trade. Trade includes the buying and selling of goods and services between two countries, while non-trade involves the movement of goods and services within a single country. There are various reasons why businesses engage in import-export activities. Some do it to secure raw materials or supplies that are not available locally, while others hope to capitalize on cheaper labor costs in another country. Whatever the reason may be, India provides ample opportunity for businesses to grow and succeed in the import-export business.

The first step for any business looking to get involved in the import-export business is to obtain the necessary licenses and permits from the relevant authorities. Once that is done, they can start sourcing for suppliers or customers in other countries. Research is key at this stage, as businesses need to identify which products or services are in demand and where they can get the best deals. Once all that is sorted out, businesses can start shipping their goods or services to their customers or clients. This is where logistics come into play, as businesses need to ensure that their shipments reach their destinations on time and in good condition.

All in all, the import-export business is a great way for businesses to expand their reach and scale up. It can be challenging and risky at times, but with careful planning and research, it can be a profitable venture for any business.

### **Understanding Exports & Scope**

Exports are goods and services that are produced in one country and sold to buyers in another. Exports, along with [imports](#), make up [international trade](#). Instead of confining themselves within their geographical borders, countries often intentionally seek external markets around the world for commerce, achieving greater revenue and transactional opportunities.



Exports are incredibly important to modern economies because they offer people and firms many more markets for their goods. One of the core functions of diplomacy and foreign policy between governments is to foster economic trade, [encouraging exports](#) and imports for the benefit of all trading parties.

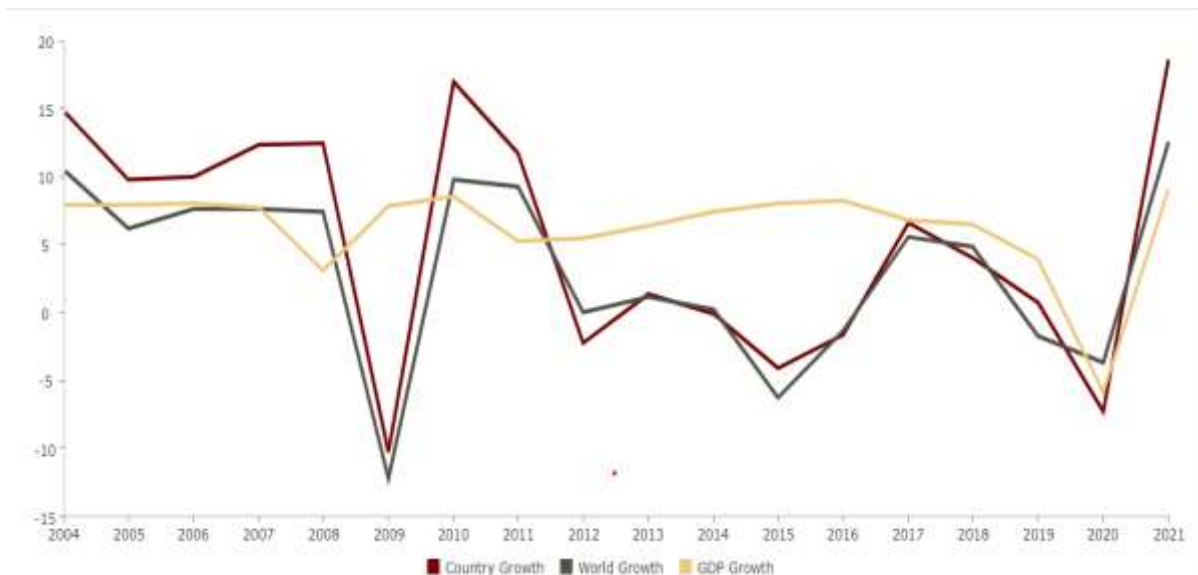
Net exports are a component of a country's [gross domestic product \(GDP\)](#), and exports play a factor in determining a country's financial and economic well-being.

### India's export growth in 2023-2024

EXPORT GROWTH (April 2023 - April 2024)	IMPORT GROWTH (April 2023 - April 2024)
<b>\$231M</b>	<b>\$4.21B</b>
(0.67%)	(8.44%)

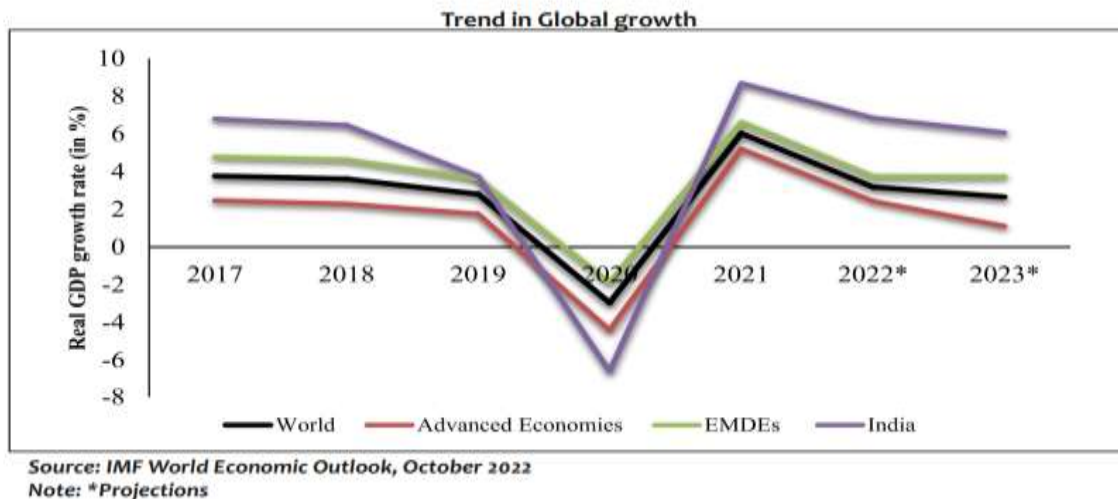
In April 2024, the increase in India's year-by-year exports was explained primarily by an increase in exports to United States (\$717M or 12.2%), Netherlands (\$661M or 37.9%), and Singapore (\$619M or 72.7%), and product exports increase in Telecom Instruments (\$410M or 34.2%), Residual Chemical And Allied Prod (\$239M or 40.3%), and Drug Formulations, Biologicals (\$181M or 10.1%).

### India Country Growth V/S World Growth V/S GDP Growth



India had a total export of 394,813,673.35 in thousands of US\$ and total imports of 570,402,004.49 in thousands of US\$ leading to a negative trade balance of -175,588,331.14 in thousands of US\$. The Effectively Applied Tariff Weighted Average (customs duty) for India is 5.87% and the Most Favored Nation (MFN) Weighted Average tariff is 7.31%. The trade growth is 18.61% compared to a [world growth](#) of 12.59%. The [GDP](#) of India is 3,150,306,834,279.65 in current US\$. India's [services export](#) is 240,655,457,527.77 in Bop, current US\$, and [services import](#) is 137,974,001,271.29 in Bop, current US\$. India's [exports of goods and services as a percentage of GDP](#) is 21.51% and [imports of goods and services as a percentage of GDP](#) is 24.15%.





Global trade after witnessing a strong recovery post-pandemic is slowing sharply, as the global economy faces multiple challenges. Trade patterns have varied across regions/ countries. On the export side, the Middle East is expected to record the strongest growth followed by Africa, North America, Asia, Europe, and South America in 2022. In contrast, CIS exports are expected to decline in 2022. On the import side too, the Middle East is expected to record the highest growth, followed by North America, Africa, South America, Europe and Asia. Later, all the predictions of the market turned out to be true. The facts of Merchandise Trade are stated below from the year 2022.

### **India's Merchandise Trade**

- ❖ India's merchandise exports showed resilience. Exports for the complete financial year i.e. 2021-22 were US\$ 422 billion as against US\$ 291.81 billion during 2020-21, registering a positive growth of 44.62 per cent.
- ❖ India's monthly merchandise exports remained in the range of US\$ 30 billion to US\$ 45 billion during FY 2021-22 with the highest-ever exports recorded in March 2022 at US\$ 44.57 billion
- ❖ The Department of Commerce had announced a Target of US\$ 400 billion in merchandise exports in 2021-22. India's merchandise exports surpassed the set target by recording exports of US\$ 422 billion in FY 2021-22. A national effort with a whole of Government approach and interaction with all stakeholders – line Ministries / Departments, State Governments, Indian missions abroad, Export Promotion Councils, Exporters, and Industry Associations was made to achieve this target. A similar approach has again been followed to monitor and boost exports in 2022-23. During April-December 2022 (QE) exports were US\$ 332.76 billion as against US\$ 305.04 billion during the period April-December 2021, registering a positive growth of 9.09 percent
- ❖ Merchandise export to GDP ratio, after a few years of decline, exhibited an increasing trend in 2021-22. A ratio of 13.92 percent was recorded in FY 2021-22.
- ❖ The broad trends of Merchandise Exports, Imports, and Trade Balance since 2011-12 are given in the table below:

### Merchandise Trade

(Values in US\$ billion)

S. No	Year	Exports	Growth%	Imports	Growth%	Trade Balance
1	2011-12	305.96	22.48	489.32	32.33	-183.36
2	2012-13	300.40	-1.82	490.74	0.29	-190.34
3	2013-14	314.41	4.66	450.20	-8.26	-135.79
4	2014-15	310.34	-1.29	448.03	-0.48	-137.69
5	2015-16	262.29	-15.48	381.01	-14.96	-118.72
6	2016-17	275.85	5.17	384.36	0.88	-108.50
7	2017-18	303.53	10.03	465.58	21.13	-162.05
8	2018-19	330.08	8.75	514.08	10.42	-184.00
9	2019-20	313.36	-5.06	474.71	-7.66	-161.35
10	2020-21	291.81	-6.88	394.44	-16.91	-102.63
11	2021-22	422.00	44.62	613.05	55.43	-191.05
	<b>April-December 2022 (QE)</b>	<b>332.76</b>	<b>9.09</b>	<b>551.70</b>	<b>24.96</b>	<b>-218.94</b>

Source: DGCI&S, QE stands for Quick Estimate

### India's Services Trade

- ❖ The services sector has been the dominant sector in India's GDP, with a significant contribution to exports and FDI. The pandemic has had a significant impact; however, the services sector has shown resilience to the economic disruptions. Services exports in 2021-22 stood at US\$ 254.53 billion as compared to US\$ 206.09 billion recorded in 2020-21, which is a positive growth of 23.50 percent.
- ❖ Services exports contribution to India's GDP has been exhibiting an increasing trend, from 7.70 percent in 2018-19 to 8.01 percent in 2021-22.
- ❖ India's services exports stood at US\$ 235.81 billion in April-December 2022\* as compared to US\$ 184.65 billion in April-December 2021, which is a positive growth of 27.71 percent.
- ❖ Services imports were US\$ 147.01 billion in 2021-22 as compared to US\$ 117.52 Billion in 2020-21, a positive growth of 25.09 percent. The cumulative value of imports during April-December 2022\* was US\$ 134.99 billion, registering a positive growth of 28.01 percent vis-à-vis April-December 2021.
- ❖ A surplus of US\$ 107.52 billion and US\$ 100.82 billion was generated in services trade in 2021-22 and April-December 2022\* respectively.
- ❖ The broad trends in Services Exports, Imports, and Trade Balance in the last ten years are given in the table below:

**Services Trade**

*(Values in US\$ billion)*

S.No	Year	Exports	Growth%	Imports	Growth %	Net of Services
1	2011-12	142.32	14.19	78.23	-2.89	64.10
2	2012-13	145.68	2.36	80.76	3.24	64.91
3	2013-14	151.81	4.21	78.75	-2.50	73.07
4	2014-15	158.11	4.15	81.58	3.59	76.53
5	2015-16	154.31	-2.40	84.63	3.75	69.68
6	2016-17	164.20	6.41	95.85	13.25	68.34
7	2017-18	195.09	18.81	117.53	22.61	77.56
8	2018-19	208.00	6.62	126.06	7.26	81.94
9	2019-20	213.19	2.50	128.27	1.75	84.92
10	2020-21	206.09	-3.33	117.52	-8.38	88.57
11	2021-22	254.53	23.5	147.01	25.09	107.52
	<b>April-December 2022*</b>	<b>235.81</b>	<b>27.71</b>	<b>134.99</b>	<b>28.01</b>	<b>100.82</b>

Source: RBI database and RBI Press Releases

\* Note: The latest data for services sector released by RBI is for November 2022. The data for December 2022 is an estimation, which will be revised based on RBI's subsequent release. (ii) Data for April-December 2021 and April-September 2022 has been revised on pro-rata basis using quarterly balance of payments data.

**Merchandise Exports from India Scheme (MEIS) and Service Exports from India Scheme (SEIS)**

Merchandise Exports from India Scheme (MEIS) for the export of specified goods to specified markets and Service Exports from India Scheme (SEIS) for increasing exports of notified services were introduced under Foreign Trade Policy 2015-20. MEIS was discontinued on 01.01.2021. SEIS scheme was in operation till 2019-20

*(Values in Rs. crore)*

Export Promotion Schemes			
		In FY 2021-2022	In FY 2022-23 (upto August 2022)
Merchandise Exports from India Scheme (MEIS)	Number of Scrips	186004	14748
	Value of Scrips	20976	879
Service Exports from India Scheme (SEIS)	Number of Scrips	4782	2181
	Value of Scrips	2299	1578

**What lies ahead for India's trade ambitions in the global economy -**

As India progresses towards making a mark on the global trade stage, the future holds a blend of ambitious targets and transformative policy that could redefine the country's economic landscape. The newly announced Foreign Trade Policy (FTP) 2023 aims to elevate India's exports (goods and services) to \$2 trillion. Unlike previous foreign trade policies, which had a five-year target date, this FTP has deliberately been kept dynamic and open-ended to address emerging trade needs.

Some of the themes central to the FTP 2023 include streamlining processes, improving the ease of doing business, and focusing on emerging areas like e-commerce and high-end technologies. The FTP promises process re-engineering and automation for a more seamless trade experience and acknowledges the importance of e-commerce exports.

The policy also stresses the vitality of district-level exports, aiming to build a robust local trade ecosystem. It seeks to do this by identifying and promoting district-specific products and services for export, as well as the formation of district export promotion committees. This is to be supplemented by conducting outreach activities,

including buyer-seller meetings, trade fairs, and workshops, to bring more exporters on board. Ultimately, the goal is to tap into the unique strengths of each district to enhance the country's overall export capability. Another cornerstone of India's future trade landscape is its PLI scheme. Launched in 2020 and spanning 14 sectors, the scheme aims to bolster domestic manufacturing and reduce import dependency.

In contrast with the post-independence protectionist era, which mostly focused on high tariffs and trade barriers for import substitution, the PLI scheme encourages modern and competitive manufacturing sectors. It does so by giving companies incentives based on their incremental sales of goods over a specified base year. The scheme has already begun to show success in sectors like electronics. Its impact could be further magnified by the 'China+1 manufacturing strategy' of the global players looking for greater diversity in their manufacturing bases. As nations look to diversify away from China, India could stand to win big.

Overall, as India moves towards its ambitious trade objectives, the road ahead has both opportunities and challenges. The integration of market-friendly policies and innovative solutions in various sectors offers a promising path for growth and market expansion. But it also demands a cautious approach concerning addressing infrastructural gaps and adapting to the evolving global economic climate. The country's role on the global stage looks set to grow and expand, but how much is partly in the hands of its policy-makers?

**Figure 1** depicts the number of scrips issued under various export promotion schemes during 2020-21, 2021-22 and April-September 2022-23.



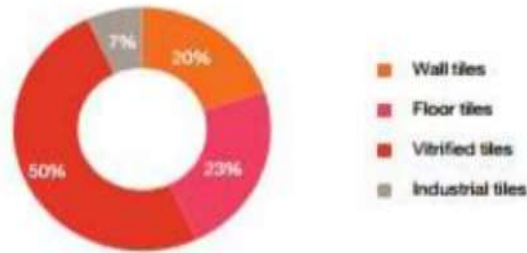
**Figure 2** depicts the value of scrips issued under various export promotion schemes during 2020-21, 2021-22 and April-September 2022-23.



## Indian Tiles Industry

### Introduction:

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Source: "Ceramic Tiles Market India" - Netscribes, PwC analysis

In India, the ceramic tile industry emerged in the late 1950s, with [H&R Johnson](#) setting up its plant to manufacture wall tiles at Thane. The ceramic industry can be classified into three segments: wall tiles, floor tiles, and vitrified & porcelain tiles. Presently in India, the market share of these segments are 42%, 46%, and 12% respectively.



### INDUSTRY OUTLOOK:

The Indian ceramic industry holds the potential to become the largest producer in the world. In the last couple of years, the Indian ceramic tile industry has further strengthened its position as a global tile player and as the world's second-largest manufacturer, consumer, and exporter behind China. In 2022, India's tile producers chalked up another astonishing success with [total exports of 666 million sq.](#), an achievement that has helped the industry recover more rapidly from the impact of the Covid-19 pandemic and continue to grow substantially in Fiscal Year 2023 (ending on 31 March 2023). The Indian economy has fully returned to pre-pandemic levels. Inflationary pressures are present, but India is perfectly positioned to lead the industry into the next decade. Only the challenge is the extreme volatility of natural gas prices which in India have doubled in a year and the consequent increase in all input costs, particularly raw materials, a problem common to the entire ceramic industry. The residential and commercial construction sector has finally emerged from a decade of recession, and the sector is now seeing enormous growth across the country and is likely to continue at these levels for the foreseeable future. This is mainly due to government initiatives such as Housing for All and Clean India ([Swatch Bharat](#)) and the huge investments in highway construction which facilitates the development of new urban centers. Some of the leading companies of the global ceramic sanitary ware market are also looking towards acquisitions of businesses to enter new regions. This is helping the players enhance their production capacity and is also reducing the requirement for establishing manufacturing and distribution units in the new region. Commercial production of ceramic tiles started in India approximately 65 years ago and it has come a long way from those humble beginnings. The

accelerated growth of the industry in the last ten years can be credited to product quality improvement, investment in technology, and efficient production of good quality products at a reasonable cost. With ceramic tiles and sanitary ware being basic sanitation and hygiene products even for affordable housing, it will be essential to approach the government and continue to seek their approval on the industry's genuine demand of lowering the GST rates ([from 18% to 12%](#)) for these ceramic products. It is a big opportunity for the industry to become a champion in the segment with a little support from the Government in the areas of Foreign Trade Agreements (FTAs) and conserving raw materials by limiting their export to safeguard India's long-term growth interest.

### **Global Scenario:**

#### ***Production.***

China is the largest producer and exporter in Asia. Italy and Spain are the two most important production centers in the EU. Brazil is the largest producer in Latin America. Among all the major producers China has achieved the most rapid growth in production and export. However, quality-wise, Italy and Spain produce the best tiles in the world. Italian ceramic tiles are also very costly. The current price of Italian tiles is Euro 8.74 per sq. mt., which is the highest among all producer countries.

#### **Top 10 Manufacturing Countries**

<b>Ranking</b>	<b>Country</b>	<b>Production (million sq.mt.)</b>	<b>% of World Production</b>
1	China	2100	35.6
2	Spain	651	11.0
3	Italy	606	10.3
4	Brazil	508	8.6
5	Indonesia	230	3.9
6	Turkey	162	2.7
7	Mexico	159	2.7
8	India	150	2.5
9	Iran	1.5	1.8
10	Vietnam	105	1.8
	<b>World</b>	<b>5904</b>	<b>100</b>

Consumption. Asia is the largest consumer with a share of 50.8% of global consumption. EU and South America are the two other major consuming areas with a consumption share of 19.2% and 10.9% respectively. China tops the consumption list with a domestic consumption level of 1750 million sq.mt./year, which is nearly 4 times the consumption of the second-largest consumer, Brazil. India ranks at [6th position](#) with domestic consumption of [145 million sq. mt.](#) However, the consumption growth rate in India had a [CAGR of 22.26%](#), which is the highest among the major consuming countries and much higher than the world consumption growth rate of 7%.

### **INDUSTRY CONCERNS: -**

Rate of GST on Tiles and Sanitary ware. - Bringing Natural Gas under the GST regime. - Proposal for making BIS Standards mandatory for Ceramic Tiles. - Rationalize the export of raw materials used in the production of ceramic tiles and other ceramic products. The Council continued its earlier actions to fulfill the wish list of the industry by requesting the government

❖ To consider lowering, the GST from the current 18% to 12% thus making the product cheaper and more affordable in line with the nation's dream to have housing for all.

❖ To bring Natural Gas under the GST regime will help the industry to grow faster. The industry will pass on the benefits to the consumer making the tiles and sanitary ware more affordable and this will help in achieving the Hon'ble Prime Minister's laudable vision of [Swatch Bharat Abhiyan](#) and [Make in India](#).

- ❖ To request not to make BIS standards mandatory for ceramic tiles. Ceramic tiles are not a functional product but only an aesthetic product. No harm would be caused to anybody if the tile has some visual surface defects. The said standard lays down that all tiles should be free from visual surface defects. Any tile that does not conform to the BIS standard will have to be destroyed. If the standard is made mandatory tiles will become more costly and also no country has made mandatory standards for ceramic tiles across the world.
- ❖ The raw materials particularly feldspar are indiscriminately being exported which are non-renewable resources that will be depleted soon and will have a colossal impact on the tile industry.

### **Some Concerns:**

For some time now Indian ceramic tile manufacturers have been besieged with the problem of low margin and falling profitability. One of the reasons behind this is the dumping of vitrified tiles into the Indian market by countries such as China, Indonesia, Sri Lanka, Malaysia, and UAE. Last year nearly Rs. 100 crore worth of imported tiles were dumped into India.

This problem has recently been intensified because China entered into the Bangkok agreement, which was developed to promote free trade among Southeast Asian countries. Entry of China in the Bangkok agreement has resulted in large imports from China, as under this agreement Chinese goods attract a duty of 10% as against a 15% duty on imports from other countries. This seems to affect the domestic producers severely.

Another major problem for the industry is the rising costs of manufacturing due to the increase in prices of raw materials such as zirconium and titanium.

The petroleum price hike has also affected the industry, though in an indirect manner. Because of the substantial bulk of the material, ceramic tile accrues very high freight element. A rise in petroleum prices increases this cost substantially. On the other way because of the import competition from China, domestic tile manufacturers cannot increase their price. This directly reduces their sales and profitability further

### **Future Outlook:**

The Prospect of the ceramic industry heavily depends on construction activities. In India, the construction sector is expected to do well mainly due to fiscal incentives given to infrastructure development. Apart from this, the housing sector is also expected to grow because of low interest rates on housing loans. Thus, the prospect of the Indian ceramic industry seems to be bright.

### **4Ps of Marketing for the Indian Ceramic Industry.**

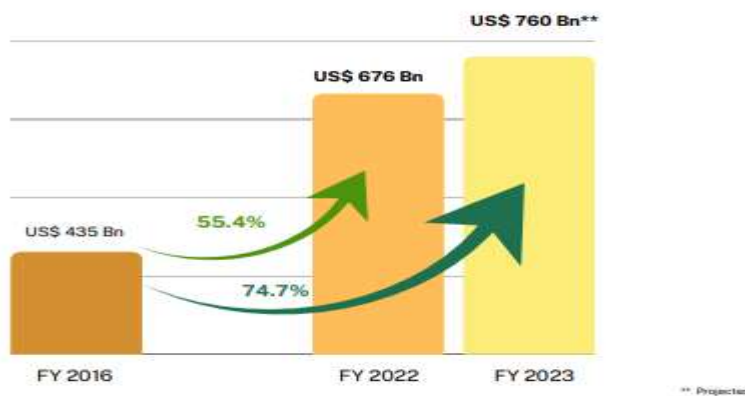
**Product:** Ceramic products have traditionally been associated with the aesthetic value of cultures. Today, increasing hygiene consciousness and a growing tendency to adopt new construction materials have boosted the demand for the product. The product is also associated with culinary (Kitchen) and ornamental items. Ceramic tiles are very convenient as compared to marble, granite, and stone in terms of price, color choice, weight, size, surface, and availability.

**Place:** Gujarat has a highly developed ceramics industry concentrated in the Morbi, Wankaner, Thangadh, Bamanbor, and Shapar-Veraval areas in Rajkot district. The industry has a turnover of around Rs 300 crore per annum in the state. These areas in the Saurashtra region are rich in red soil (fire clay), which is a raw material for the ceramics industry. In addition, raw materials such as wollastonite and feldspar are acquired from mines in Bikaner and Jaipur. The powder used in the industry comes from Pune and Udaipur. Fuel gas is supplied from Porbandar. Ceramic products like glazed tiles, sanitary ware, and kitchenware are manufactured in Morbi and Thangadh and are exported to countries in the Middle East and Africa. The ceramics industries earn foreign exchange worth Rs 37.5 crore a year. There are close to 500 units in the ceramics industry in the region. Of these, 200 are engaged in the production of glazed tiles.

**Promotion:** Indian ceramic companies now display their product range at international exhibitions held in major trade hubs like Dubai, Singapore, etc. Also, brand loyalty is given due importance. 13 From March 7-9 2006 there is an International Ceramic Exhibition at Morbi. Many companies from India and Overseas will launch their products in this extravaganza. This exhibition will give a platform to the small players in this industry and international exposure which was otherwise not possible. Many ceramic companies in Gujarat have launched online portals to directly come in contact with customers. Visitors of the site can customize the designs at their will and order a sample of the tile before buying it.

**Price:** Though the Indian ceramic industry is facing a pricing war from China, our price is reasonably low in premium markets like Europe, Canada, and the US. The only thing we need is a proper sales network in these markets. In the markets like Middle East and Africa, price plays an important role. So we need to lower factory costs by the use of alternative sources of fuels. The government's gas pipeline project will bring down the energy

### India's Exports



costs drastically.

### Analysis of India's export potential:

Analysis has been carried out to identify potential markets for Indian ceramic products, especially concerning unglazed and glazed ceramic tiles, ceramic household articles, and ornamental ceramic products. Glazed ceramic tiles Glazed ceramic tile is comprised of two basic materials, clay and glaze. The surface of the tile is coated with a colored glaze (similar to glass) hence the name glazed ceramic tiles. Glazed tiles are easy to clean, but their surface has very low slip resistance and becomes slippery when wet. Therefore, glazed tile is much more suited for walls rather than for floors. The top 3 importers of glazed ceramic products are the USA, France, and Germany

### **Top 3 importers of glazed ceramic tiles**

Country	Value ('000 US \$)
USA	1421174
France	597143
Germany	483835

Around 80% of India's glazed tiles export (in terms of value) goes to Qatar, Sri Lanka, Saudi Arabia and the USA. Around 30% of India's unglazed tiles are exported to Saudi Arabia, Sri Lanka, UAE and UK. India's unit prices are also relatively low in these markets.

### **India's New Foreign Trade Policy 2023 in Effect from April**



The goal is to reach [US\\$2 trillion in exports](#) by [2030](#) by shifting from incentives to a remission and entitlement-based regime.

India is expected to end the fiscal year 2022-23 with a total of US\$760-770 billion worth of exports, an improvement over the FY 2022 figure of US\$676 billion. This was achieved despite various global headwinds that have disrupted supply chains, slowed export demand, and put pressure on trade shipments.

#### **India's exports are expanding most rapidly outside Asia:**

In 2023, India's ceramic tile exports more than recovered from the decline recorded in 2022 (the only year of contraction in the history of the Indian ceramic industry, triggered by the energy crisis and the sharp increase in transport costs). Exports in volume reached **589.5 million sq.** (+39.6% over 2022), while revenues rose to **€2.25 billion** (+28.2%).

Last year, Asian markets continued to account for the largest share of Indian exports (42.3% of total volumes), but it was **outside Asia** that India marked up **the biggest increases**. **Africa** was the second largest export region (+68.8% in volume and +45.5% in value), followed by **North America and Mexico** (65.4 million sq.) and the **European Union** (almost 60 million sq., +75%). Exports to **South America and non-EU Europe** more than doubled.

India's steady export growth in all global markets is even more evident when analyzing the ten-year trend from 2014 to 2023.

While Indian exports overall grew at a compound average annual rate of **21.5% (CAGR 2014-2023)**, exports to Asia grew by +14.1%, compared to +93.5% to North America, +66% to non-EU Europe, +35.8% to the European Union, +25.7% to Africa and +22.4% to South America.

Year-on-year **value growth** also proceeded steadily, with revenues rising from €325 million in 2014 to €2.25 billion in 2023 (**CAGR 2014-2023: +24%**). Here too, the biggest increase was in the NAFTA region (CAGR 2014-2023: +91.7%), the European Union, and non-EU Europe.

Moreover, despite generating 40% of total revenues, in 2023 Asia was the only region to see a decline in exports in value compared to 2022 (-2.2%). **Almost a quarter of export revenue was generated in Europe (EU + non-EU)**, while Africa and North America accounted for 15.5% and 13% respectively.

**Table 1: INDIA - CERAMIC TILE EXPORT BY MACRO REGION** (mln. sq.m., mln. EUR and average price)

REGION/AREA	VOLUME IN MLN SQ.M.			VALUE IN MLN EUR			AVERAGE PRICE (eur/sq.m.)	
	2022	2023	Var. % 23/22	2022	2023	Var. % 23/22	2022	2023
Asia	233.2	249.5	7.0%	922.1	901.9	-2.2%	4.0	3.6
Africa	71.9	121.3	68.8%	239.8	348.7	45.4%	3.3	2.9
NAFTA	43.9	65.4	48.8%	212.8	290.8	36.6%	4.8	4.4
European Union	33.4	58.4	75.2%	168.1	270.4	60.8%	5.0	4.6
Other Europe	22.5	54.4	142.3%	139.0	287.4	106.8%	6.2	5.3
Latin America	15.5	37.9	144.6%	67.2	143.9	114.2%	4.3	3.8
Oceania	1.8	2.5	41.4%	9.9	11.1	12.2%	5.5	4.4
<b>Total Exports</b>	<b>422.1</b>	<b>589.5</b>	<b>39.6%</b>	<b>1,758.9</b>	<b>2,254.3</b>	<b>28.2%</b>	<b>4.2</b>	<b>3.8</b>

Source: Ministry of Commerce and industry - Government of India and International Trade Centre

## Indian Textile Industry

### About

The Indian textile industry dates to ancient times, about five thousand years ago.

The textile industry is valued at over 200 billion U.S. dollars & the sector contributes 2% of the GDP and 7% of the total industry output. It also holds 5% of the world's textile and clothing trade and contributes 12% to export earnings. Besides, the export of Indian textiles contributed to setting up global trade systems. Moreover, India is the second largest producer of textiles in the world after China.

The industry has changed tremendously, having transitioned from the handloom of pre-colonial India to the huge modern machinery that exists today. Due to its labor-intensive nature, the Indian textile sector ranks second after agriculture in terms of its contribution to employment creation, accounting for 10% of the nation's manufacturing.

In comparison to other major textile producers, India also has a competitive edge in terms of trained labor and production costs. The textile business is incredibly diverse, with the capital-intensive sophisticated mills sector at one end of the spectrum and the hand-spun and hand-woven textiles sector at the other. Additionally, the industry offers enormous employment opportunities for skilled and unskilled workers. It is one of the main sources of livelihood for women in rural India. The states of Gujarat, Maharashtra, and Tamil Nadu were leading in textile production in India. The production of fibers, spinning yarn, weaving fabric, dyeing, and printing textiles, as well as cloth production, are all part of the country's vast textile sector. Furthermore, the industry generates an array of products for both domestic and international markets.

### Diversity of Indian textiles

The country has a long history of producing high-quality textiles in both contemporary and traditional designs. The uniqueness of this industry lies in its rich cultural heritage evident in the many types of textiles produced

across different regions of India. It is also heavily reliant on the agriculture industry for raw materials such as cotton, silk, etc.

Traditional textiles encompass both handloom and machine-made textiles made of cotton, jute, silk, and wool. In addition, India produces the most cotton accounting for 23 percent of global production, with about 39 percent of land area under cultivation.

### **Government Support in the Growth of the Textile Export**

The government of India encourages SMEs, especially eligible exporters, to expand to international markets through multiple schemes. Among these include the Export Promotion Capital Goods (EPCG) Scheme, the Remission of Duties or Taxes on Export Products (RoDTEP) Scheme, and the Rebate on State and Central Taxes and Levies (RoSCTL) Scheme.

To make the industry more globally competitive, the Mega Investment Textiles Parks (MITRA) program was launched in 2021 to increase investment, create more jobs, and acquire a competitive edge. PM Mitra textile parks will act as a catalyst in achieving the USD 100 billion export target by 2030 and help attract large-scale investments in the textile sector. Towards this end, seven textile parks were established in Tamil Nadu, Telangana, Karnataka, Maharashtra, Gujarat, Madhya Pradesh and Uttar Pradesh. Indian Prime Minister Narendra Modi said the parks would boost the textiles sector in line with the 5F (Farm to Fibre to Factory to Fashion to Foreign) vision. Besides the seven PM MITRA Parks, the government has in the past year, made staggering investments of Rs.19,000 crores in the textile industry through the Production-Linked Incentive (PLI) Plan. And now, the current Union Budget's intention to speed up public-private partnerships (PPPs) is anticipated to increase the output of extra-long staple cotton.

The Indian government provides several incentives to SMEs involved in textile and apparel exports. These rewards are intended to assist exporters in competing on the international market and increase exports.

**Drawback on state levies** - All state levies paid on the materials used in the production of textiles and garments exported from India are refundable to exporters.

**Duty drawback** - All central excise taxes and service taxes paid on materials used to produce textiles and garments exported from India may be claimed back by exporters.

**Cumulative duty credit entitlement (CDCE) scheme** - This promotes the export of apparel and textiles by granting duty-free import privileges for raw materials used in their production.

**Export promotion capital goods (EPCG) scheme** - EPCG promotes the import of capital goods for use in the export industry. Exporters to import capital goods up to a specified amount without paying customs duty.

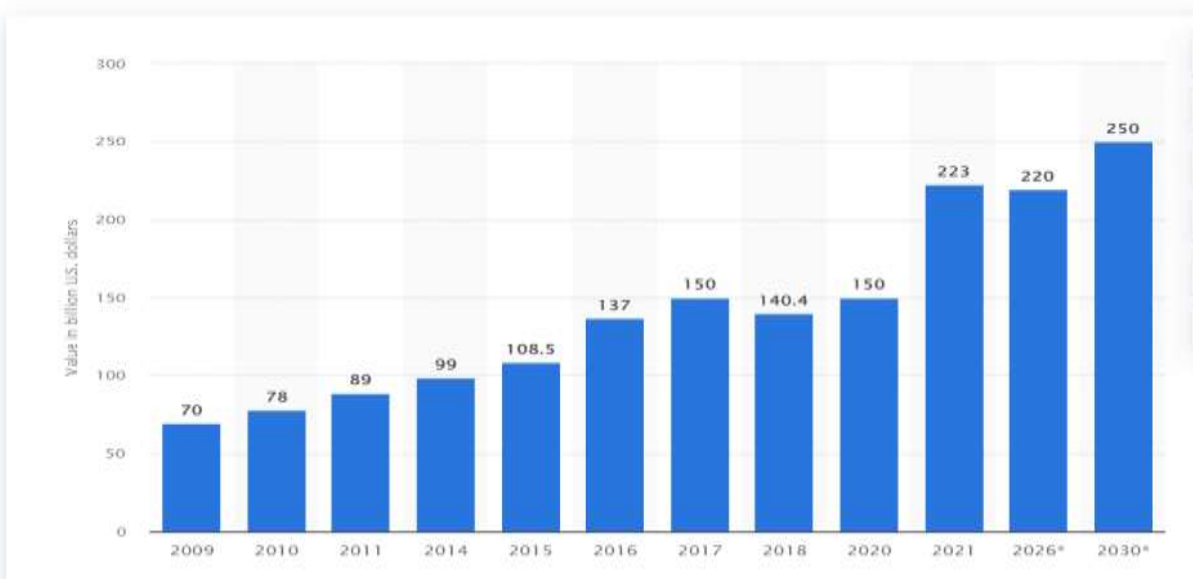
**Special economic zones (SEZs)** - To promote exports from India, SEZs encourage duty-free imports, income tax exemptions, and other financial incentives.

The growth potential of technical textiles also requires building capabilities in select sub-segments to tap into domestic demand. Achieving these targets necessitates investments of \$20 to \$25 billion and implementing schemes as mentioned above PLI, MITRA, and RoDTEP effectively.

### **Global Market of Textile & India**

**Market size of the textile industry in India from 2009 to 2021, with an estimate for 2026 and 2030 (in billion U.S. dollars)**

India aims to achieve a 9% compound annual growth rate (CAGR) in textile exports until 2026, with a target of \$65 billion in textile exports. The Ministry of Textiles has set an even more ambitious target of \$100 billion in exports over the next five years. To achieve these goals, India **needs to address cost disadvantages, negotiate free trade agreements, and invest in key areas.**

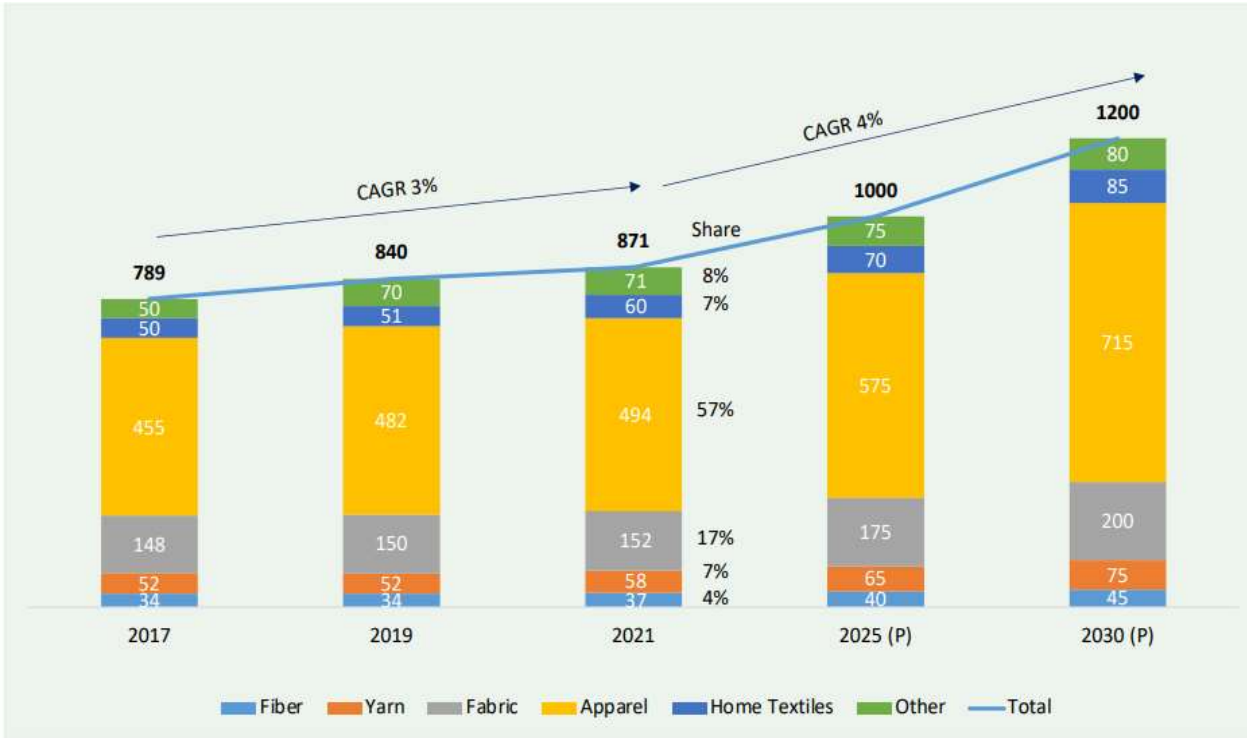


The global apparel market shrunk from US\$ 1.6 trillion in 2019 to US\$ 1.3 trillion in 2020 due to COVID-19. Since then, the market has grown consistently and in 2022, it reached US\$ 1.7 trillion. The market is expected to cross US\$ 2.3 trillion by 2030, growing at a CAGR of 4% from 2022.

## Global Apparel Market Size

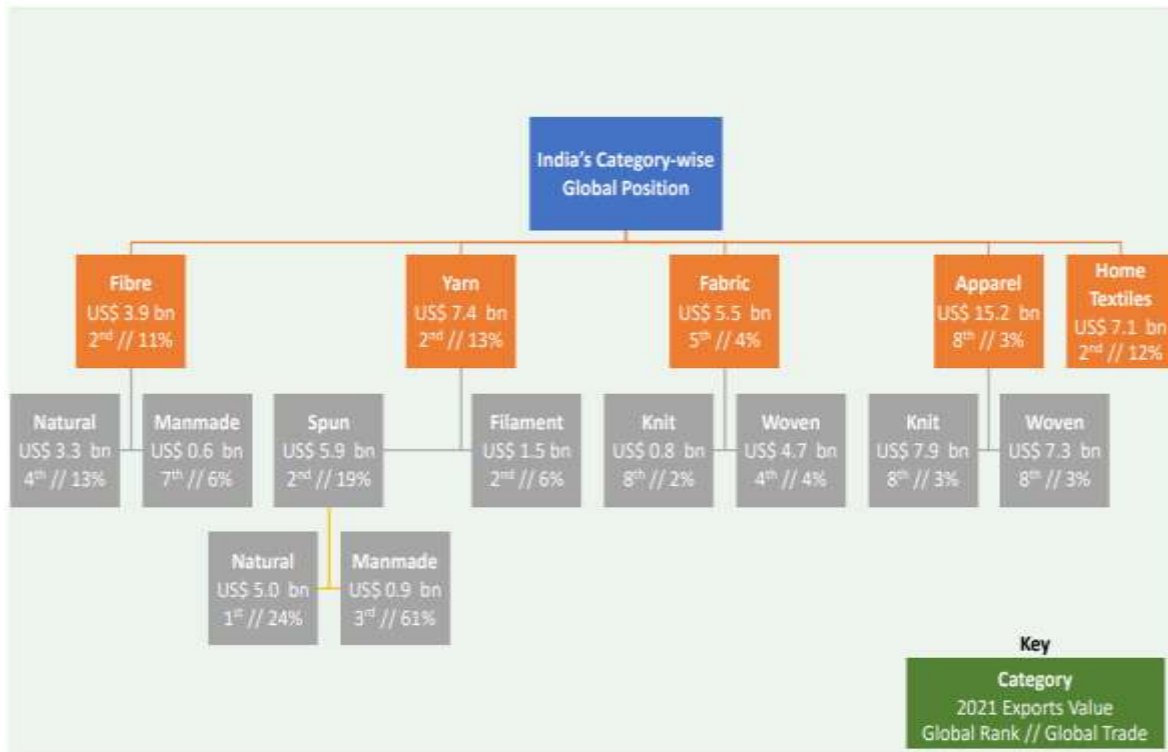
Values in US\$ bn.							
Region	2019	2020	2021	2022	CAGR 2019-22	CAGR 2022-30 (P)	2030 (P)
United States	235	177	251	276	6%	3%	350
EU-27	264	220	211	246	-2%	3%	310
China	184	166	188	244	10%	8%	450
India	78	55	80	92	6%	9%	180
Japan	101	81	78	64	-14%	3%	80
UK	69	60	78	74	2%	3%	95
Brazil	48	34	39	39	-7%	5%	60
Canada	28	17	21	24	-6%	5%	35
RoW	621	457	522	640	1%	3%	810
<b>World</b>	<b>1,628</b>	<b>1,267</b>	<b>1,468</b>	<b>1,699</b>	<b>1%</b>	<b>4%</b>	<b>2,370</b>

In 2021, the global textile and apparel trade was US\$ 871 bn. having grown at approx. 3% CAGR since 2017. It is expected to reach US\$ 1.2 trillion by 2030, growing at a CAGR of 4%. Apparel was the largest traded category in 2021 with a 57% share, followed by fabrics, with a share of 17%.



India is the leading exporter of natural spun yarn (mainly cotton-based). In several categories, it features among the top 5 global exporters – natural fiber, MMF spun yarn, filament yarn, and home textiles. MMF staple fibers, knitted fabric, and apparel are the categories where India lags in global rankings.

# India's Position in Global Trade



## Top Ten Textile Exporting Companies in Global Trade

<b>S.No</b>	<b>Textile Exporting countries</b>	<b>Textile Export Data ( Values in % )</b>
1	China	\$176 billion
2	Germany	\$38.99 billion
3	India	\$37.11 billion
4	Italy	\$36.57 billion
5	Bangladesh	\$34 billion
6	Vietnam	\$27 billion
7	Turkey	\$19.7 billion
8	Mexico	\$13.8 billion
9	United States	\$11.6 billion
10	Indonesia	\$11 billion

**India's Top Ten Export Markets of Textile & Apparel products including Handicraft**

<b>S.No.</b>	<b>Country</b>	<b>Export 2022-23 USD Million</b>	<b>%Share</b>
1	USA	10,468	29%
2	EU-27	7,670	21%
3	Bangladesh	2,533	7%
4	UK	2,105	6%
5	UAE	2,087	6%
6	Sri Lanka	726	2%
7	Turkey	719	2%
8	Australia	657	2%
9	Saudi Arab	577	2%
10	Canada	572	2%
	<b>Sub-Total</b>	8,570	23%
	<b>Total Textiles &amp; Apparel (incl. Handicraft) Exports</b>	<b>36,684</b>	<b>100%</b>

Source: DGCI&S(Provisional)

**India's Export (Principal Commodity wise) in the last 6 years is as follows:**

(USD Million)

<b>Commodity</b>	<b>2017-18</b>	<b>2018-19</b>	<b>2019-20</b>	<b>2020-21</b>	<b>2021-22</b>	<b>2022-23</b>
Readymade Garment	16,707	16,138	15,488	12,272	16,015	16,192
Cotton Textiles	11,212	12,405	10,263	11,128	17,166	11,083
Man-made textiles	5,413	5,551	5,324	4,180	6,294	5,411
Wool & Woolen textiles	187	222	181	109	166	205
Silk Products	69	76	72	76	109	94
Handloom Products	356	344	319	223	269	182
Carpets	1,430	1,482	1,373	1,491	1,790	1,366
Jute Products	350	340	357	397	537	462
<b>Total Textile &amp; Apparel</b>	<b>35,723</b>	<b>36,559</b>	<b>33,379</b>	<b>29,877</b>	<b>42,347</b>	<b>34,995</b>
<b>Handicrafts</b>	<b>1,823</b>	<b>1,838</b>	<b>1,798</b>	<b>1,708</b>	<b>2,088</b>	<b>1,689</b>
<b>Total T&amp;A including Handicrafts</b>	<b>37,546</b>	<b>38,397</b>	<b>35,177</b>	<b>31,585</b>	<b>44,435</b>	<b>36,684</b>

Source: DGCI&S (Provisional)

**India's Exports (Principal commodity-wise) in the last 7 years are as follows:**



S.No	Commodity	FY 2017-2018	FY 2018-2019	FY 2019-2020	FY 2020-2021	FY 2021-2022	FY 2022-2023	FY 2023-2024
1	Readymade Garment	16,707	16,138	15,488	12,272	16,015	16,191	14,532
2	Cotton Textiles	11,212	12,405	10,263	11,128	17,166	11,085	12,258
3	Man-made textiles	5,413	5,551	5,324	4,180	6,294	5,412	5,081
4	Wool & Woolen textiles	187	222	181	109	166	205	192
5	Silk Products	69	76	72	76	109	95	119
6	Handloom Products	356	344	319	223	269	183	140
7	Carpets	1,430	1,482	1,373	1,491	1,790	1,366	1,395
8	Jute Products	350	340	357	397	537	462	353
	<b>Total Textile &amp; Apparel</b>	<b>35,723</b>	<b>36,559</b>	<b>33,379</b>	<b>29,877</b>	<b>42,347</b>	<b>34,997</b>	<b>34,071</b>
9	Handicrafts	1,823	1,838	1,798	1,708	2,088	1,689	1,802
	<b>Total T&amp;A including Handicrafts</b>	<b>37,546</b>	<b>38,397</b>	<b>35,177</b>	<b>31,585</b>	<b>44,435</b>	<b>36,686</b>	<b>35,874</b>

### Reasons for growing Textile Sector in India / why to invest

The sector in India has been growing in double digits for the last many years despite global uncertainties and demand slowdown. Looking at the macroeconomic factors and emerging trends, we believe that the real growth phase of the industry is about to start. Our bullish thoughts are rooted in a few fundamental reasons which are somewhat unique to India. In the following narrative, we explained earlier why India is poised to be the powerhouse for textile and apparel manufacturing, exports, and consumption shortly with the Indian textile and apparel market estimated at US\$ 122 Bn., 70% of which is domestic consumption while exports constitute the rest 30%.

#### **1. Abundant Availability of Raw Material**

India has a large raw material base covering all types of natural and synthetic fibers which has helped it to achieve a global stature. It is the largest cotton producer in the world with a share of approx. 27% of the global cotton production. India is also the second largest producer of polyester globally with an 8% global share. Viscose is another key textile fiber for which India is 3rd largest producer in the world. In addition, India stands self-reliant in fulfilling its raw material requirements for textile and apparel manufacturing.

#### **2. Presence of a Complete Value Chain**

India is one of the few textile manufacturing countries in the world where all levels of the textile value chain i.e. from fiber/ filament to garment/made-up manufacturing are present. In contrast, countries like Bangladesh, Vietnam, Sri Lanka, Myanmar, Ethiopia, and Cambodia have fragmented value chains; mostly focused on end-products and dependency on the other countries for fabric and yarn.



### 3. Competitive Cost of Manufacturing

India is not a low-cost manufacturing destination but remains competitive due to a number of factors. The wage cost in India is higher than in Bangladesh but lower than that in China and Vietnam. In terms of power cost, India is comparable to low-cost destinations like Bangladesh, Vietnam, Myanmar, Kenya, etc. but higher than that in China. The lending rates in India are on the higher side as compared to China and Vietnam but with special Government support available for the sector, the effective cost of capital becomes comparable.

### 4. Availability of Readymade Infrastructure

India has a long tradition of textile and apparel manufacturing with infrastructure spread across the country in various clusters. In addition to the traditional, natural manufacturing clusters, new virtual clusters are being developed with support from Indian central and state governments in the form of textile and apparel parks. To date, the central government has sponsored 66 such parks across states which are at various stages of implementation.

Special Economic Zones (SEZ) are another form of support that aids textile and apparel exporters to be globally competitive. Indian central and state governments also support the establishment of Centers of Excellence (CoEs), R&D facilities, etc. which are key infrastructure tools for the growth of the textile industry.

### 5. Availability of a Large Pool of Skilled & English-Speaking Manpower

India has the largest youth population in the world with 65% of its population below 35 years of age. The demographic dividend will allow India to successfully lead as a manufacturer of labor-intensive products such as textiles and apparel in the foreseeable future. With increasing emphasis on quality, the demand for skilled labor will rise in the coming time. Realizing this, the Government of India has implemented several initiatives to develop a pool of skilled manpower in India.

English, being the second language after the mother tongue, is understood and used commonly as a medium of spoken and written communication. This is another key advantage for global companies to set up their operations in India, whether sourcing or manufacturing.

### 6. Large and Growing Domestic Market

The Indian domestic consumption of textiles and apparel was valued at US\$ 85 bn. in 2016. Within this, apparel retail contributes US\$ 63 bn., technical textiles contribute US\$ 16 bn. and home textiles contribute US\$ 6 bn. In the last decade, the Indian domestic market has performed better than the largest consumption regions like the

US, EU, and Japan, where depressed economic conditions led to lower demand growth. The domestic apparel consumption of India has grown at a robust CAGR of 11% since 2005. Due to the presence of strong fundamentals, the domestic apparel market size of India is expected to reach a level of US\$ 220 bn. by 2025.

Indian consumers shifting from need-based to aspiration-based buying.

40% of the Indian population is expected to be in urban areas by 2030, up from 21% in 2011.

India is expected to become the world's fastest-growing e-commerce market.

Increasing participation of women in the workforce

Growing presence of international brands and retailers and the emergence of new product categories.



## 7. Government Support

The government of India has launched various support schemes for textile and apparel manufacturers to make them globally competitive. The Schemes target technology upgradation, infrastructure development, export promotion, etc. Last year, the Government of India announced a US\$ 1 bn. per annum special package for the next 3 years for garment and made-up manufacturers. Various State Governments have also announced their Textile Policies aimed at attracting investments in their states.

## 8. Preferential Access in Specific Markets

India currently enjoys preferential market access to 43 countries under 15 trade agreements. Some of the key agreements are as follows-

- South Asia Free Trade Area (SAFTA): India, Pakistan, Nepal, Sri Lanka, Bangladesh, Bhutan, Afghanistan and the Maldives.
- Asia-Pacific Trade Agreement (APTA): Bangladesh, China, India, Republic of Korea, Lao People's Democratic Republic, Sri Lanka and Mongolia.

Comprehensive Economic Partnership Agreement (CEPA) with Japan and South Korea  
Comprehensive Economic Cooperation Agreement (CECA) with ASEAN Countries (Singapore, Vietnam, Malaysia, Thailand, etc.)  
EU has granted India GSP status for garments under which Indian garment exports to the EU attract 20% less duty than the MFN rate. India is currently negotiating FTA with the EU, Australia, and Canada; and RCEP is also under discussion with 16 Asia-Pacific countries including China.

## 9. Presence of Large Integrated Players

Indian textile industry is marked by the presence of large-scale manufacturers across the value chain i.e. from yarn to finished goods. These diversified textile conglomerates have huge manufacturing capacities, compliant set-ups for high-quality goods manufacturing, and are well-recognized by worldwide buyers.

S. No.	Company Name	Products	Headquarters	Turnover 2016/17 (US\$ Mn.)
1	Reliance Industries*	Fiber, filament, fabrics	Mumbai, Maharashtra	2,300
2	Birla Cellulose	Fiber	Mumbai, Maharashtra	1,187
3	Arvind	Fabrics, apparel	Ahmedabad, Gujarat	916
4	Vardhman Textiles	Fiber, yarn, fabrics, apparel	Ludhiana, Punjab	881
5	Welspun India	Home textiles	Mumbai, Maharashtra	868
6	Aditya Birla Nuvo	Yarn, fabrics, apparel	Mumbai, Maharashtra	776
7	Trident Group	Yarn, home textiles	Ludhiana, Punjab	721
8	IBF Industries Ltd.	Polyester chips, yarn	Mumbai, Maharashtra	602
9	SRF Ltd.	Technical textiles	Gurgaon, Haryana	597
10	Bombay Rayon Fashions Ltd.	Yarn, fabrics, apparel	Mumbai, Maharashtra	596

Source: Moneycontrol

## 10. Social, Political & Economic Stability

India has a stable and supportive government which has been instrumental in developing business-friendly policies. The steady government facilitates a secure environment for global companies to establish their base in India which is in contrast to other emerging textile bases like Bangladesh, Pakistan, and Ethiopia, etc. which are marred by political and social instability. The Indian government has made focused efforts to improve economic systems to attract foreign investors, enhance international trade, and increase transparency. As a result, foreign direct investment (FDI) inflows into India in the 2017 calendar year were recorded to be US \$43 Bn, according to the Department of Industrial Policy & Promotion, Government of India. There has been a cumulative infusion of US\$ 484 Bn. in India in the last 16 years and India has emerged as one of the most attractive destinations for investment and business in recent years. Furthermore, almost half of the Indian population is under 25 years which will soon join the workforce and add to increasing purchasing power. There has been considerable progress and improvement in terms of education and expansion of literacy in India which has become one of the major contributors to its economic development.

With the increasing support from the Indian government and focused efforts by large integrated and private players, the country is expected to lure significant global businesses to India. It is envisaged that the Indian market will continue its upward trajectory in years to come leveraging its inherent strengths and macro-economic drivers.

### Island of growth

India wants to grow its economy by over 7% annually and reach a \$5 trillion mark by 2025 or 2026. With a population of 1.4 billion and the fifth-largest economy in the world, it is currently one of the biggest and most rapidly developing markets in the world. The Indian market will continue to provide domestic and international firms with more prospects for business expansion as the demand for household goods grows at a 20% annual rate. India aims to position itself as a regional fabric hub, targeting \$4 billion in fabric exports by focusing on cotton and expanding into other sub-categories. Increasing the share of man-made fiber (MMF) products in the global market can help reach a \$3 billion target for MMF exports.

### **Enhancing Competitiveness and Global Market Reach**

To maximize efficiency and competitiveness, India must focus on cost-effectiveness, digitization, design capabilities, sustainability, and traceability. Becoming a one-stop destination for sustainable textile products manufactured through transparent value chains with high-quality standards and reduced lead times will differentiate India from competitors.

The industry and government must work together to attract investments, reduce import duties on machinery, and pursue free trade agreements. Positive Outlook for the Textile and Apparel Sector

The Indian textile and apparel sector is poised for growth, with a projected value of \$350 billion by 2030. Apparel is expected to grow at a CAGR of 9.6%, reaching \$45 billion, while textiles will reach a value of \$55 billion with an 8.2% growth rate.

Bilateral agreements with countries like the UAE and Australia, along with upcoming agreements with the US, UK, and EU, offer opportunities for India to increase its market share.

### Sum & substance

Despite challenges, the Indian textile industry is determined to revitalize itself through strategic initiatives, policy support, and collaboration with global markets.

By addressing cost disadvantages, leveraging its strengths, and implementing targeted growth strategies, India aims to regain its position as a major player in the global textile and apparel sector.

<b>INDIAN TEXTILES PERFORMANCE IN FY 23: AN ANALYSIS</b>	
<p><b>CONTRIBUTION TO ECONOMY</b></p> <p><b>RMG SECTOR: 2% GDP, 7% INDUSTRY OUTPUT.</b></p>	<p><b>FOREX</b></p> <p><b>HOLDS 5% OF GLOBAL TEXTILE TRADE, 12% EXPORTS.</b></p>
<p><b>SNAPSHOT</b></p> <p><b>YARN, FIBER, PROCESSED TEXTILES DOMINATE INDIAN MARKET.</b></p>	<p><b>CHALLENGING OUTLOOK</b></p> <p><b>THE INDIAN TEXTILE INDUSTRY IS DETERMINED TO REVITALIZE ITSELF.</b></p>

### Sources of Import and Export

- <https://www.commerce.gov.in/publications-reports/>
- <https://wits.worldbank.org/CountryProfile/en/IND>
- <https://oec.world/en/profile/country/ind>
- <https://www.economicsobservatory.com/how-is-indias-trade-landscape-shaping-up-for-the-future>
- <https://www.eximintell.com/blogs/scope-of-import-export-business-in-india/>
- <https://www.investopedia.com/terms/e/export.asp>
- <https://www.shiksha.com/business-management-studies/+5>

### Source for Textiles:

- <https://www.statista.com/topics/10855/textile-industry-in-india/#topicOverview>
- <https://www.seair.co.in/blog/textile-exports-from-india.aspx>
- <https://www.businessgo.hsbc.com/en/article/textile-exports-from-india-a-glance-at-the-countrys-booming-industry>
- <https://www.dfupublications.com/categories/article/indian-textiles-performance-in-fy-23-an-objective-analysis>
- <https://texmin.nic.in/textile-data>
- <https://wazir.in/10-reasons-to-invest-in-textile-sector-in-india/>

### Sources of Tiles

- <https://ceramicworldweb.com/en/economics-and-markets/strong-growth-indian-ceramic-tile-export>
- <https://www.india-briefing.com/news/indias-new-foreign-trade-policy-2023-in-effect-from-april-1-key-points-27582.html/>
- <https://morbitiles.org/wp-content/uploads/indianceramicindustry.pdf>

## 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” on page 21 of this Draft Letter of Offer, 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” on pages 103 and 164, respectively, of this Draft Letter of Offer 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 Restated Financial Statements.*

Our Company was originally incorporated in the name and style of “GBC HI-TECH (INDIA) LIMITED” as a Public Limited Company under the Companies Act, 1956 pursuant to a Certificate of Incorporation granted by the Registrar of Companies, Uttar Pradesh (RoC) at Kanpur on May 25, 1987. The name of our Company was subsequently changed to MODI GBC LIMITED pursuant to special / shareholders resolution on January 31, 1992, and a fresh Certificate of Incorporation was issued by the RoC, further Changed to GBC MODICORP LIMITED pursuant to special / shareholders resolution on June 10, 2000, further Changed to SPICE SYSTEMS LIMITED pursuant to special / shareholders resolution on November 25, 2002, further Changed to IO SYSTEMS LIMITED pursuant to special / shareholders resolution on August 8, 2007, further Changed to “TRANS INDIA HOUSE IMPEX LIMITED” (Our Company) pursuant to special / shareholders resolution on July 25, 2022. The main objects of our Memorandum of Association was altered and our company has been in the business of July 25, 2022 since then. The Registered Office was shifted from the State of Uttar Pradesh to Gujarat on June 12, 2024, vide the Order of the Regional Director No: AA186635 dated November 24, 2023. The Corporate Identity Number of our Company is L74110GJ1987PLC152434. We made an Initial Public Offering of Equity Shares in the year 1993 and listed our equity shares on the BSE.

### Business Overview

#### Introduction

Trans India House Impex Ltd (TIHIL), formerly known as IO System Limited is a service-oriented export trading company providing domestic and international companies the opportunity to import and export products to new and existing markets.

Through comprehensive business relationships worldwide, varying from shipping logistics to government-backed trade finance, Trans India House Impex Ltd (TIHIL) has developed unparalleled networking capabilities for profitable international business. These established associations are invaluable assets for the promotion of trade and international business.

We have strong network across globe, and we work together to collaborate, design & produce work that we are proud of, for folks that believe in. TIHIL is specialized in exports of Ceramic Tiles, Textiles, Fabrics, FMCG, Packaging, and such other numerous products and has successfully created a robust footprint in Western African countries, U.A.E. and the like.

Since its inception, Trans India House Impex Limited (TIHIL) has established itself as a trusted partner in global trade. As a leading export company, we specialize in delivering high-quality products to markets around the world. With a commitment to excellence, integrity, and innovation, we strive to exceed our clients' expectations at every turn. Leveraging our extensive network, industry expertise, and dedication to customer satisfaction, we facilitate seamless transactions and foster long-lasting relationships.

#### Our Strengths

- Quality Assurance
- Financial Resource
- Experienced Team

- Good reputation among customers
- Wide Range of Products
- Strong Distribution Channel
- Vintage of market presence since 35+ years

**1. International Market Knowledge:** We possess deep insights and expertise in navigating international markets. With years of experience and a dedicated team of professionals, we have cultivated a comprehensive understanding of global trade dynamics, regulatory frameworks, and cultural nuances.

Our market research capabilities allow us to identify emerging trends, assess market potential, and pinpoint strategic opportunities in diverse regions around the world. By staying abreast of geopolitical developments, economic indicators, and industry trends, we are able to anticipate market shifts and proactively adapt our strategies to capitalize on new opportunities.

Whether it's entering untapped markets, expanding market share in established regions, or optimizing supply chain logistics, our international market knowledge serves as a strategic asset in driving business growth and maximizing profitability.

**2. Quality Products or Services:** We take pride in delivering top-quality products and services to our international customers. Our commitment to excellence begins with meticulous sourcing of raw materials from trusted suppliers worldwide. Through stringent quality control measures at every stage of production, we ensure that our products meet the highest industry standards.

With a relentless focus on quality, reliability, and customer satisfaction, we have earned the trust of discerning buyers across the globe.

**3. Adaptability to Regulations:** We pride ourselves on our adaptability to regulations, ensuring compliance with the complex and ever-evolving international trade landscape. With a dedicated team of legal experts and regulatory specialists, we navigate the intricacies of global regulations seamlessly, mitigating risks and ensuring smooth operations. From customs requirements and import/export controls to product standards and labeling regulations, we stay vigilant to ensure full compliance with all relevant laws and standards in each target market. Our proactive approach to regulatory compliance enables us to anticipate changes, address challenges swiftly, and maintain a competitive edge in the global marketplace.

By prioritizing compliance and upholding the highest ethical standards in our business practices, we foster trust and credibility with customers, partners, and regulatory authorities worldwide.

**4. Network of Partnerships:** We have cultivated a robust network of strategic partnerships spanning the globe. These partnerships are the cornerstone of our success, enabling us to extend our reach, access new markets, and deliver unparalleled value to our customers.

Whether it's sourcing high-quality raw materials, expanding distribution channels, or navigating local market dynamics, our extensive network empowers us to adapt quickly to changing business environments and capitalize on emerging opportunities.

**5. Brand Reputation:** We have earned a reputation for excellence that precedes us in every corner of the globe. Our unwavering commitment to quality, integrity, and customer satisfaction has established us as a trusted leader in the international marketplace.

**6. Innovation and Differentiation:** Through pioneering product development and cutting-edge solutions, we continuously push boundaries to deliver unparalleled value to our customers worldwide. By staying at the forefront of technological advancements and market trends, we differentiate ourselves from competitors, offering unique and innovative offerings that meet the evolving needs of our diverse clientele. Our commitment to innovation ensures that we remain agile and adaptive in the dynamic global marketplace, driving sustainable growth and setting new industry standards along the way.

## **TIHIL Competition in the Market**

Competition in India's merchant export sector is a double-edged sword that drives growth and innovation while presenting significant challenges. As one of the world's largest and most diverse markets, India's export sector faces intense rivalry both domestically and internationally. Indian exporters are up against a wide array of competitors, from established global giants to emerging players from other developing countries. This competitive pressure compels Indian businesses to constantly improve their product quality, reduce costs, and streamline their operations to stay ahead. The need to comply with international standards and adapt to fluctuating global market trends also pushes exporters to innovate and diversify their offerings. However, this competitive landscape also poses challenges such as price wars, margin squeezes, and the necessity for significant investments in technology and skills. Despite these hurdles, the competition ultimately benefits India's export sector by fostering a culture of continuous improvement and driving the country's integration into global supply chains.

In the Indian merchant export sector, the number of dedicated merchant export companies is relatively limited. However, this landscape is notably shaped by intense competition from manufacturers who engage in both production and direct export activities independently, bypassing third-party exporters. These manufacturers present formidable competition because they possess the advantage of managing the entire supply chain—from production to sale—within their own framework. This vertical integration allows them to offer highly competitive pricing and establish strong, direct relationships with buyers. By eliminating intermediary costs and controlling the export process, they can negotiate more favorable margins and enhance their reliability, thereby posing a significant challenge to merchant export companies who must navigate a more fragmented and less integrated system.

### **Vision and Mission**

**Vision:** To be a leading global merchant trading company recognized for our exceptional service, extensive network, and unwavering integrity.

**Mission:** To facilitate seamless international trade by providing top-quality products, fostering long-term partnerships, and ensuring sustainable growth for our stakeholders.

### **Core Values**

- **Integrity:** Upholding the highest standards of honesty and transparency in all our dealings.
- **Excellence:** Striving for perfection in every aspect of our operations.
- **Customer Focus:** Placing customer satisfaction at the forefront of our priorities.
- **Innovation:** Continuously evolving and adapting to the changing market dynamics.
- **Sustainability:** Committing to environmentally responsible practices and contributing to the well-being of communities.

### **Business Activities**

Trans India House Impex Limited specializes in trading diverse products across multiple sectors. Our portfolio includes, but is not limited to:

- **Textiles and Fabrics Commodities:** Sourcing and exporting high-quality Fabrics and Textile products.
- **Building and Construction Materials:** Trading in specialized Building and construction products to meet global demands.

### **Global Reach**

With an extensive network of suppliers and buyers across continents, Trans India House Impex Limited boasts a robust global presence. Our strategic alliances and partnerships enable us to navigate complex international markets, ensuring timely delivery and competitive pricing for our clients.

### **Operational Excellence**



Our success is built on a foundation of operational excellence. We employ state-of-the-art technology and efficient supply chain management practices to streamline our operations. Our dedicated team of professionals brings a wealth of experience and expertise, ensuring the highest standards of service and reliability.

Our financial performance during the last year is as under:

(Amount in ₹ Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
	<i>Restated</i>		
Total Revenue from operations	8111.44	3446.66	0.01
EBITDA	470.07	315.01	(121.04)
Profit after Tax	246.73	290.57	(83.33)
Equity Share Capital	3552.60	1690.00	1690.00
Net Worth	1964.57	788.06	(435.34)
Net Asset Value (In Rs.) per share	5.53	4.66	(2.57)
Total Borrowings	2820.32	1244.62	416.30

We supply our products to customers across India. The contribution of our top 10 customers and top 5 customers to our revenue is as under:

The contribution of our customers to our revenue from operations is as under:

(In Lakhs)

Sr. No.	Name of the Customer	2023-24	2022-23	2021-22
1	Indosen International SARL	7.24	226.18	-
2	India Africa Global Business	117.42	54	-
3	Navdeep Singh	39.56	-	-
4	Othman Mohd haji	132.48	79.79	-
5	Fashion Trading PTY LTD	61.37		
6	ASM Sqare general trading LLC	1.61	-	
7	Al JANEb Al Sharqe Trading LLC	4.97	-	-
8	Sene Carreaux	-	7.78	-
9	Sworld Wide Trading FZE	178.88	-	-
10	Unit TEX World Wide Limited	166.56	-	-

## UTILITIES

### Sales and Marketing

We follow traditional sales and marketing approach with our in-house experienced marketing team which connects huge consumer network.

### Collaborations

As on the date of this Draft Letter of Offer, we have not entered into any technical or other collaboration arrangements.

### Human Resources

We believe our employees are one of our most important assets and critical to maintaining our competitive position in our industry. As on March 31, 2024, we had 13 full time employees and. The following table sets forth a bifurcation of the number of our employees as of March 31, 2024.

Sr. No.	Description	No. of Employees
---------	-------------	------------------

1	Top Management	3
2	Corporate support staff (Accounts, Secretarial, office staff)	8
3	Marketing staff	2
4	Others	-
	<b>Total</b>	<b>13</b>

### Corporate Social Responsibility

We as a responsible corporate citizen are committed to take up different developmental projects, towards improving the quality of lives of the underprivileged sections of the society and other stakeholders. We are not required to constitute a Corporate Social Responsibility Committee as our Company falls within purview of Section 135(1) of the Companies Act, 2013. We are also not required to formulate a policy on corporate social responsibility.


### Leasehold Property

The company had entered a formal agreement for utilization of premises where our registered office is currently situated. The details of our property are as under:

Sr. no.	Details of the Deed/Agreement	Particulars of the property, description and area	Consideration/ License Fee/Rent	Tenure/ Term	Usage
1.	Agreement with Soniya Deepak Patel and Deepak Patel Dated 02.04.2024	1609 Sq.ft at B-1101 and 1102, Platinum Square, B/h Sarveshwar Tower, Opp. B. M. W. Show, Room, Thaltej, Ahmedabad, Gujarat – 380 054, India.	Rs.77,175/- per month	01.04.2024 to 31.03.2025	Registered Office

### Intellectual Property

The following trademarks are registered in our name. We have also made applications for the registration of certain trademarks, the details of which are given below:

S. No	Trademark	Type	Application Number	Class	Status
1		Logo	5963336	35	Accepted & Advertised
2	TRANS INDIA HOUSE IMPEX LIMITED	Word Mark	5963337	35	Objected

### Financial Strength

As a BSE-listed entity, Trans India House Impex Limited adheres to stringent financial governance and reporting standards. Our strong financial position and prudent risk management practices provide a stable platform for sustainable growth and long-term success.

### Corporate Social Responsibility

We are committed to making a positive impact on society and the environment.

**Future Outlook**

Looking ahead, Trans India House Impex Limited aims to expand its product portfolio, enhance its global footprint, and leverage emerging technologies to stay ahead of market trends. Our unwavering commitment to excellence and innovation positions us for continued growth and success in the competitive world of international trade.

**Conclusion**

Trans India House Impex Limited stands as a beacon of trust and reliability in the merchant trading sector. Our relentless pursuit of excellence, combined with our strategic vision, ensures that we remain at the forefront of global trade, delivering unmatched value to our customers and stakeholders.

## OUR MANAGEMENT

Our Articles of Association requires us to have not less than three and not more than Fifteen Directors. As on date of this Draft Letter of Offer, we have six (6) Directors on our Board, comprising of Two (2) Executive Directors, One (1) Non-Executive Non-Independent Director, and Three (3) Non-Executive Independent Directors. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013, in relation to the composition of our Board and constitution of committees thereof.

Pursuant to the provisions of the Companies Act, 2013, at least two-third of the total number of Directors, excluding the Independent Directors, are liable to retire by rotation, with one-third of such number retiring at each Annual General Meeting. A retiring director is eligible for re-appointment. Further, an Independent Director may be appointed for a maximum of two consecutive terms of up to five years each.

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

Name, address, designation, occupation, term, period of directorship, DIN and date of birth	Age (in years)	Other directorships
<p><b>Mr. Mayank Suresh Jolly</b>  <b>DIN:</b> 09366175  <b>Date of Birth:</b> 25/07/1992  <b>Designation:</b> Whole Time Director / Executive Director  <b>Address:</b> 904, Eden N, Godrej Garden City, Jagatpur, Ahmedabad-382470, Gujarat, India  <b>Occupation:</b> Business  <b>Term:</b> For 3 years from May 27, 2024, till May 26, 2027.  <b>Original Date of Appointment:</b> April 20, 2022.  <b>Nationality:</b> Indian</p>	<p>31 Years</p>	<p>1. Esportare India Private Limited  2. Citrine Buildcon LLP,  3. Sunsource Capital Services India Limited</p>
<p><b>Mr. Irfan Abdulrahimbhai Qureshi</b>  <b>DIN:</b> 09494589  <b>Date of Birth:</b> 20/12/1984  <b>Designation:</b> Whole Time Director / Executive Director  <b>Address:</b> Railway station road, Ahamad Sidik Shop, B/H Gujarat Hardwar, Bhavnagar, Gujarat-364001  <b>Occupation:</b> Business  <b>Term:</b> 3 years May 27, 2024, till May 26, 2027.  <b>Original Date of Appointment:</b> April 20, 2022  <b>Nationality:</b> Indian</p>	<p>40 Years</p>	<p>1. Esportare India Private limited</p>
<p><b>Mr. Mitesh Surendrasinh Rajput</b>  <b>DIN:</b> 06772154  <b>Date of Birth:</b> 14/05/1989  <b>Designation:</b> Non-Executive Non Independent Director  <b>Address:</b> 1, Saumil Bungalows, Foundation City, Bodakdev, Ahemedabad, Gujarat,380054  <b>Occupation:</b> Business  <b>Term:</b> Liable to retire by rotation  <b>Original Date of Appointment:</b> April 20, 2022  <b>Nationality:</b> Indian</p>	<p>35 Years</p>	<p>1. Shivoham Procon LLP  2. Citrine Buildcon LLP  3. Sharva Innovations LLP  4. Surnisha Publications Limited  5. Shree Hiral Surgicals Limited  6. Sunsource Capital Services India Limited  7. Esportare India Private Limited  8. Sulien Industries Limited  9. Aumtatva Global Ventures Private Limited</p>

Name, address, designation, occupation, term, period of directorship, DIN and date of birth	Age (in years)	Other directorships
<b>Mr. Aditya Vikrambhai Patel</b> <b>DIN:</b> 09121052 <b>Date of Birth:</b> 13/07/1993 <b>Designation:</b> Non- Executive Independent Director <b>Address:</b> 606, Motovas, Nava Vadaj, Ahmedabad-380013 <b>Occupation:</b> Company Secretary <b>Term:</b> 5 years till 11 August 2027 <b>Original Date of Appointment:</b> August 12, 2022 <b>Nationality:</b> Indian	31 Years	1. Oneclick Logistics India Limited
<b>Ms. Nidhi Bansal</b> <b>DIN:</b> 09693120 <b>Date of Birth:</b> 03/09/1992 <b>Designation:</b> Non-Executive Independent Director <b>Address:</b> 99-Bansal Bhavan pali Road, Near Mela Ground, Ward Number 8, Sheopur, Madhya Pradesh-476337 <b>Occupation:</b> Company Secretary <b>Term:</b> 5 years till 11 August 2027 <b>Original Date of Appointment:</b> August 12, 2022 <b>Nationality:</b> Indian	32 Years	1. Yarn Syndicate Ltd. 2. Vivanta Industries Limited 3. Magenta Lifecare Limited
<b>Mr. Ankitkumar Surendrakumar Agrawal</b> <b>DIN:</b> 10118085 <b>Date of Birth:</b> 16/10/1989 <b>Designation:</b> Non-Executive Independent Director <b>Address:</b> F-44, Takshshila Apartment, Near Mansi Circle, Vastrapur, Ahmedabad – 380015 <b>Occupation:</b> Company Secretary <b>Term:</b> 5 Year till 22 <sup>nd</sup> January 2029 <b>Original Date of Appointment:</b> January 23, 2024 <b>Nationality:</b> Indian	35 Years	1. Kalahridhaan Trendz Limited 2. A And M Jumbo Bags Limited 3. Shree Marutinandan Tubes Limited 4. Fabtech Projects And Engineers Limited 5. Palsun Maritime (India) Limited 6 Easy Pay Private Limited

#### **Brief Profile of our Directors:**

##### **Mr. Irfan Abdulrahimbhai Qureshi:**

Irfan Abdulrahimbhai Qureshi, aged 40 years, holds 47,87,882 Equity Shares constituting 13.48% of our issued, subscribed and paid-up equity share capital. He has done HSC. He has 12+ years of experience in trading, imports, and exports, particularly with a deep-seated knowledge of textile trading, Mr. Irfan Qureshi oversees the entire spectrum of TIHIL's textile exports division. He meticulously manages the supply chain, ensuring efficient procurement and identifying optimal market opportunities for textile exports.

##### **Mr. Mayank Suresh Jolly**

Mayank Suresh Jolly, aged 31 years, holds 46,80,026 Equity Shares constituting 13.17% of our issued, subscribed and paid-up equity share capital. He has done Bachelors in Hotel Management. He has 8+ years of experience in expertise spans field management, procurement, and strategic negotiation. He meticulously oversees the entire spectrum of purchase management for exports, ensuring stringent supplier selection and seamless procurement processes.

##### **Mr. Mitesh Surendrasinh Rajput**

Mr. Mitesh Surendrasinh Rajput aged 35 years is the Non-Executive Non-Independent Director of the company. He has done Master in business administration and has extensive experience in the field of Business administration and

management. Armed with an MBA specializing in International Sales & Management from The University of Texas, Mr. Mitesh Rajput laid the groundwork for his career in finance and strategic investment. His educational background provided him with a robust foundation in navigating global markets and identifying emerging opportunities. Mr. Mitesh Rajput provides visionary leadership to TIHIL's management team, aligning their efforts with organizational goals and driving operational excellence. His strategic guidance ensures that TIHIL maximizes market opportunities while mitigating risks effectively.

**Mr. Aditya Vikrambhai Patel**

Mr. Aditya Vikrambhai Patel aged 31 years is the Non-Executive Independent Director of the company. He has done Company secretary and with over five years of experience, he has consistently demonstrated a strong commitment to corporate governance and compliance. With a proactive approach and a keen eye for detail, he has successfully streamlined operations, fostering a culture of transparency and accountability within the organization. His dedication to professionalism and ethical standards is central to his contributions to the company's success.

**Ms. Nidhi Bansal**

Ms. Nidhi Bansal aged 32 years is the Non-Executive Independent Director of the company. She has done Company Secretary she provide us strategic guidance and oversight, ensuring adherence to corporate governance standards and fostering transparency in decision-making. Her experience allows us to contribute effectively to board discussions and help shape the direction of our organization, while also safeguarding the interests of shareholders and stakeholders alike.

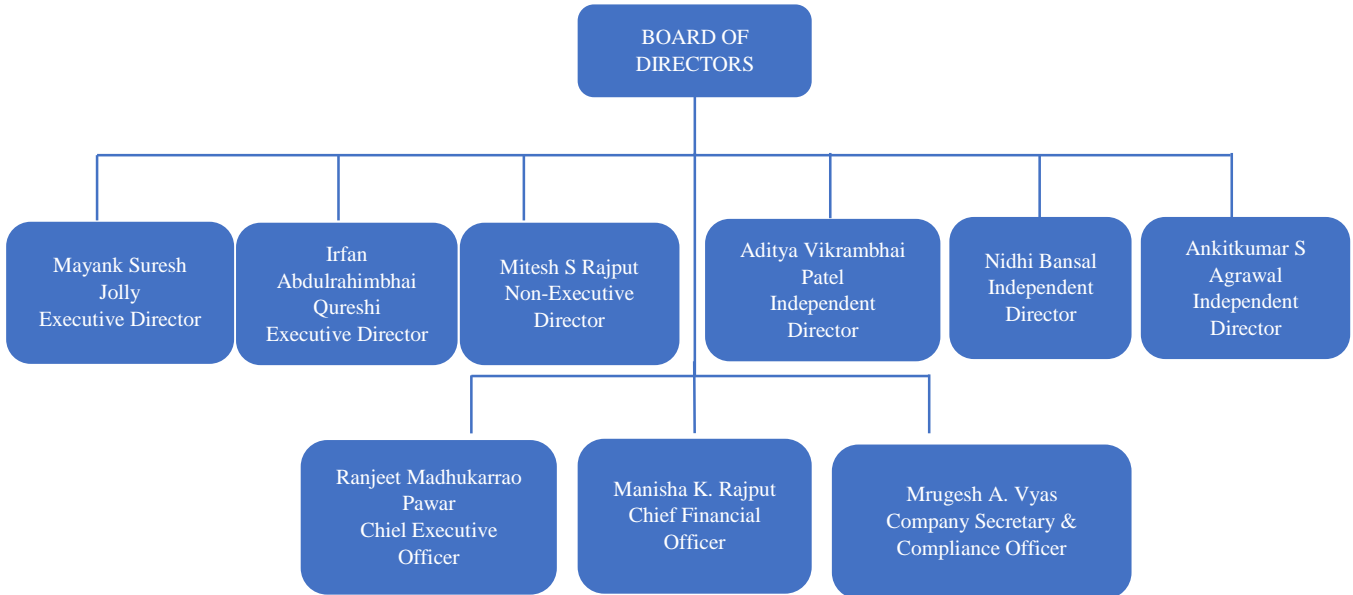
**Mr. Ankitkumar Surendrakumar Agrawal**

Mr. Ankit Kumar Surendrakumar Agarwal aged 35 years is the Non-Executive Independent Director of the company. He has done Company secretary and has extensive experience in Company Law, SEBI, and other allied Laws.

**Confirmations**

1. 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.
2. 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 Exchange 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.
3. None of the Directors of our Company are or were associated in the capacity of a director with any listed company which has been delisted from any stock exchange(s) at any time in the past.
4. None of the 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.
5. None of our Directors have been identified as a wilful defaulter or fraudulent borrower, 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.

## Management Organization Structure



### 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 the 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

### TERMS OF REFERENCE OF VARIOUS COMMITTEES:

#### 1) Audit Committee

Our Audit Committee was last reconstituted by our Board of Directors through circular Resolution passed on January 23, 2024, with the following members forming a part of the said Committee:

The Company Secretary acts as the secretary of the Audit Committee.

<b>Name</b>	<b>Designation</b>
1. Mr. Aditya V Patel	Chairperson
2. Mr. Nidhi Bansal	Member
3. Mr. Ankitkumar Agrawal	Member
4. Mr. Mayank Jolly	Member

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 to 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 utilization of proceeds of a public or rights issue, or preferential issue or qualified institutions placement 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 Whistleblower 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 group/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 directors from time to time.

## 2) Nomination and Remuneration Committee

Our Nomination and remuneration committee was last reconstituted by our Board of Directors through circular Resolution passed on January 23, 2024, with the following members forming a part of the said Committee:

Name	Designation
1. Mr. Aditya V Patel	Chairperson
2. Mr. Nidhi Bansal	Member
3. Mr. Ankitkumar Agrawal	Member

The Company Secretary acts as the secretary of the Nomination and Remuneration Committee.

The scope, functions and the terms of reference of our Nomination and Remuneration 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) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel ("KMP") and other employees;  
For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a) Use the services of an external agencies, if required.
  - b) Consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c) Consider the time commitments of the candidates.
- (ii) Specification of manners and criteria for effective evaluation of performance of Board, its committees and individual directors, to be carried out either by the board or by an independent external agency and review its implementation and compliance.
- (iii) Devising a policy on diversity of board of directors.
- (iv) Identifying people who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
- (v) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (vi) Recommend to the board all remuneration, in whatever form, payable to senior management.

## 3) Stakeholders Relationship Committee

Our Stakeholders Relationship Committee was last reconstituted by our Board of Directors through circular Resolution passed on January 23, 2024, with the following members forming a part of the said Committee:

Name	Designation
1. Mr. Aditya V Patel	Chairperson
2. Mr. Nidhi Bansal	Member
3. Mr. Ankitkumar Agrawal	Member
4. Mr. Mayank Jolly	Member

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

The scope, functions and the terms of reference of our Stakeholders' Relationship 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**

In addition to our Executive Directors, whose details have been provided under paragraph above titled '*Brief Profile of our Directors*', the following persons are our Key Managerial Personnel. All the Key Managerial Personnel are permanent employees of our Company. The brief profiles of our other Key Managerial Personnel are as set out below as on the date of filing of this Draft Letter of Offer:

#### **Ms. Manisha K Rajput, Chief Financial Officer**

Manisha K Rajput is the Chief Financial Officer of our Company. She is associated with the Company since June 2022. She has 8+ years of experience in the field of banking and finance. She holds Master degree in Finance from MMS University.

#### **Mr. Ranjeet Madhukarrao Pawar, Chief Executive Officer**

Ranjeet Pawar is the Chief Executive Officer of our Company. He is associated with the Company since January 2024. He has 15+ years of experience in the field of business development, banking and finance. He holds bachelor's degree in Business Administration from Doctor Harisingh Gour Vishwavidyalaya University.

#### **CS Mrugesh Aswinkumar Vyas, Company Secretary and Compliance Officer**

CS Mrugesh Aswinkumar Vyas is an Associate Member of the Institute of Company Secretaries of India (ICSI). He holds bachelor's degree in commerce from GLS University, He is associated with the Company since September 2022, and has decent experience in Corporate Secretarial matters. In addition to the compliances under the Companies Act, he has ample exposure in the areas of Corporate Governance, legal, secretarial, drafting, and other regulatory compliance matters, particularly in relation to the corporate laws applicable to the capital markets.

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

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

#### **Relationship between Key Managerial Personnel**

There is no relationship between Key Managerial Personnel

## OUR PROMOTERS

Our Promoters are Mr. Irfan Abdulrahimbhai Qureshi, Mr. Mayank Suresh Jolly and M/s. Sunsource Capital Services India Limited (collectively termed as Promoters). As on date of this Letter of Offer, Promoters hold, in aggregate of 1,96,64,301 Equity Shares constituting 55.35% of our issued, subscribed and paid-up equity share capital.

### Our Individual Promoters:

#### **Mr. Irfan Abdulrahimbhai Qureshi**

Irfan Abdulrahimbhai Qureshi, aged 40 years, holds 47,87,882 Equity Shares constituting 13.48% of our issued, subscribed and paid-up equity share capital. He has done HSC. He has 12+ years of experience in trading, imports, and exports, particularly with a deep-seated knowledge of textile trading, Mr. Irfan Qureshi oversees the entire spectrum of TIHIL's textile exports division. He meticulously manages the supply chain, ensuring efficient procurement and identifying optimal market opportunities for textile exports.

#### ***Other Directorships***

The details of the directorships held by Irfan Abdulrahimbhai Qureshi: Esportare India Private Limited

#### **Mr. Mayank Suresh Jolly**

Mayank Suresh Jolly, aged 31 years, holds 46,80,026 Equity Shares constituting 13.17% of our issued, subscribed and paid-up equity share capital. He has done Bachelors in Hotel Management. He has 8+ years of experience in expertise spans field management, procurement, and strategic negotiation. He meticulously oversees the entire spectrum of purchase management for exports, ensuring stringent supplier selection and seamless procurement processes.

#### ***Other Directorships:***

The details of the directorships held by Mayank Suresh Jolly are provided below:

Sr.No.	Name of the Company	Nature of Interest
1.	Esportare India Private Limited	Director
2.	Sunsource Capital Services India Limited	Director
3.	Citrine Buildcon LLP	Designated Partner

#### **Sunsource Capital Services India Limited:**

Sunsource Capital Services India Limited, incorporated on October 20, 1994, holds 1,0196,393 Equity Shares constituting 28.70% of our issued, subscribed and paid-up equity share capital.

#### **Confirmations**

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

4. Except as disclosed in the ***'Outstanding Litigation and Defaults- Disciplinary action against our Promoters by SEBI or any stock exchange in the last five Fiscals'*** on page 171 of this Letter of Offer, there is 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 Promoters.

## **RELATED PARTY TRANSACTIONS**

For details of the related party transactions, during the last two Fiscals, as per the requirements under Ind AS 24 read with SEBI ICDR Regulations and as reported in the Restated Summary Statements, see section titled "Financial Information" at page 103 of this Draft Letter of Offer. For details of the related party transactions, during the financial year ended March 31, 2024, as per the requirements under the Ind AS 24 see section titled "Financial Information" at page 103 of this Draft Letter of Offer.

## **DIVIDEND POLICY**

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

We have not declared any dividend in the previous three (3) financial years immediately preceding this issue.

**SECTION V: FINANCIAL INFORMATION**  
**FINANCIAL STATEMENTS**

<b>S. No.</b>	<b>Particulars</b>	<b>Page numbers</b>
1.	Restated Audited Financial Statements for the year ended March 31, 2024, March 31, 2023, and March 31, 2022	104
2.	Limited Reviewed Results for the quarter ended June 30, 2024	157
3.	Statement of Accounting Ratios	162
4.	Capitalisation Statement	163
5.	Management's Discussion and Analysis Of Financial Condition And Results Of Operations	164

**RESTATED AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024, MARCH 31, 2023, AND MARCH 31, 2022**





8, Subh Bunglows,  
Nr. Geet Govind Society, Thaltej,  
Ahmedabad-380059  
✉ manojca1991@gmail.com

**MANOJ ACHARYA & ASSOCIATES**  
CHARTERED ACCOUNTANTS

Report of auditors on the restated standalone summary statements of Assets and Liabilities as at March 31, 2024; March 31, 2023 and March 31, 2022 and Profit and Losses and Cash Flows for each of the years ended March 31, 2024; 2023 and 2022 of **Trans India House Impex Limited** (Collectively, the "Restated Standalone Summary Statements")

To,  
The Board of Directors,  
**Trans India House Impex Limited,**  
B -1101, Titanium Square,  
Sarkhej - Gandhinagar Highway,  
Thaltej, Ahmedabad - 380054.

Dear Sir,

**Report on Restated Standalone Financial Statements**

1. We, Manoj Acharya & Associates, Chartered Accountants, ("we" or "us" or "JSC") have examined the Restated Standalone Summary Statements of **Trans India House Impex Limited** ('Company') for each of years ended March 31, 2024; March 31, 2023 and March 31, 2022 annexed to this report and prepared by the company for the purpose of inclusion in Draft Prospectus/Prospectus ("Draft Prospectus/Prospectus") in connection with its proposed Rights issue of equity shares prepared in terms of the requirements of;
  - a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
  - b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
  - c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").





8, Subh Bunglows,  
Nr. Geet Govind Society, Thaltej,  
Ahmedabad-380059  
✉ manojca1991@gmail.com

## **MANOJ ACHARYA & ASSOCIATES** CHARTERED ACCOUNTANTS

### **Management's responsibility for the Restated Standalone Summary Statements**

2. The Company's Board of Directors is responsible for the preparation of the Restated Standalone Summary Statements for the purpose of inclusion in the Draft Prospectus/Prospectus to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Mumbai in connection with the proposed Rights issue. The Restated Standalone Summary Statements has been prepared by the management of the Company on the basis of preparation stated in Annexure IV of the Restated Standalone Summary Statements. The Board of Directors responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Summary Statements. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Companies Act, (ICDR) Regulations and the Guidance Note.

### **Auditors' responsibilities**

3. We have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and holds the peer review certificate dated February 02, 2023 valid till February 28, 2027.
4. We have examined such Restated Standalone Summary Statements taking into consideration:
  - a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter in connection with the proposed rights issue of the Company;
  - b. The Guidance Note on reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India (the "ICAI") ("the Guidance Note").
  - c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the restated standalone Summary Statements; and
  - d. The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the rights issue.





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5. The management has informed that the Company proposes to make an rights issue to the existing shareholders of the company on rights basis, which comprises raising of funds by way of offer, issue and allotment of Equity Shares of face value of INR 10/- each, at such price and right entitlement ratio as may be decided by the Board of Directors of the Company or a duly constituted Rights Issue Committee of the Board to the eligible Equity shareholders of the Company, as on the record date (to be notified later), for an amount aggregating up to INR 49.50 Crores (Rupees Forty Nine Crores and Fifty Lakhs only), subject to receipt of necessary regulatory/statutory approvals and consent as may be necessary/required for compliance of applicable laws, including the provisions of the SEBI (ICDR) Regulations, 2018, as amended, the SEBI (LODR) Regulations, 2015, as amended and the Companies Act, 2013 as amended.
6. These Restated Standalone Summary Statements have been compiled by the management from the Audited Financial Statements of the Company for each of the years ended March 31, 2024; 2023 and 2022 which has been approved by the Board of Directors. The financial statements of the company for the year ended March 31, 2024 has been audited by us. The financial statements of the company for each of the years ended March 31, 2023; March 31, 2022, were audited by Company's previous auditors, "Gupta Garg & Agrawal" and "H.S. Gupta & Co.", Chartered Accountants respectively.
7. Due to takeover of Company during Financial year 2021-22, the company is unable to provide full financial details for the said year. So, we have totally relied upon the report submitted by the previous auditors "H.S. Gupta & Co." for the said years as we are unable to perform any procedure to determine whether the figures reported are complete and accurate.

**Restated Standalone Summary Statements as per audited financial statements:**

8. The Restated Standalone Summary Statement of the Company have been compiled by the management:
  - a. The audited standalone financial statement of the Company as at and for the year ended March 31, 2024, prepared in accordance with generally accepted accounting principles in India at the relevant time and which have been approved by the Board of Directors on May 23, 2024 and other financial records;





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b. The audited standalone financial statement of the Company as at and for the year ended March 31, 2023 and March 31, 2022, prepared in accordance with generally accepted accounting principles in India at the relevant time and which have been approved by the Board of Directors on May 02, 2023 and May 30, 2022 respectively and other financial records.

9. For the purpose of our examination, we have relied on:

a. Auditors' reports issued by us dated May 23, 2024, on the financial statements of the Company as at and for the year ended March 31, 2024 and as referred in Para 8(a) above;

b. Auditors' reports issued by the previous auditors, Gupta Garg & Agrawal and H.S. Gupta & Co., dated May 02, 2023 and May 30, 2022 on the financial statements of the Company as at and for the year ended March 31, 2023 and March 31, 2022 respectively as referred in Para 8(b) above.

c. The audit for the financial year ended March 31, 2023 and March 31, 2022 was conducted by the Company's previous auditors, Gupta Garg & Agrawal and H.S. Gupta & Co. respectively and accordingly reliance has been placed on the Restated Standalone Summary Statement of Asset and Liabilities and the Restated Standalone Summary Statement of Profit and Loss and Cash Flow examined by the previous auditor for the said year. The examination report included for the said years are based solely on the examination report submitted by H.S. Gupta & Co. and Gupta Garg & Agrawal dated May 30, 2022 and May 02, 2023 for the year ended March 31, 2022 and March 31, 2023 respectively. They have also confirmed that:

A. the accounting policies as at and for the period ended March 31, 2024 are materially consistent with the policy adopted for the year ended March 31, 2023 and March 31, 2022. Accordingly, no adjustments have been made to the audited financial statements of the respective period presented on account of changes in accounting policy;

B. this 2023 and 2022 Restated Standalone Summary Statements have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate; and





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- c. this 2023 and 2022 Restated Standalone Summary Statements do not contain any qualifications requiring adjustments.
10. In accordance with the requirements of sub-clauses (i), (ii) and (iii) of clause (b) of sub-section (I) of Section-26 of Part I of Chapter III of the Act, read with Rule 4 to 6 of the Rules, the ICDR Regulations and the Guidance Note and terms of our engagements agreed with you, we report that:
- a. The Restated Standalone Summary Statements of Asset and Liabilities of the Company, including as at March 31, 2023 and March 31, 2022 examined and reported upon by the previous auditors, on which reliance has been placed by us and as at March 31, 2024 examined by us, as set out in Annexure 1 to this report, have been arrived at after making adjustments and regrouping/ reclassifications as in our opinion were appropriate and more fully described in Annexure 27 - Statement showing reconciliation of Restated Profit.
- b. The Restated Standalone Summary Statements of Profit and Loss of the Company, including for the year ended March 31, 2023 and March 31, 2022 examined and reported upon by the previous auditors, on which reliance has been placed by us and for the year ended March 31, 2024 examined by us, as set out in Annexure 2 to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure 27 - Statement showing reconciliation of Restated Profit.
- c. The Restated Standalone Summary Statements of Cash Flows of the Company, including for the year ended March 31, 2023 and March 31, 2022 examined and reported upon by the previous auditors, on which reliance has been placed by us and for the year ended March 31, 2024 examined by us, as set out in Annexure 3 to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure 27 - Statement showing reconciliation of Restated Profit.
11. Based on the above and according to information and explanations given to us, and also as per the reliance placed on the report submitted by the Previous Auditors, as referred to in Para 9(c) above for the year, we further report that:





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Para 3(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 provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year. The Company has made investments in companies and other parties, granted interest free unsecured loans to companies, limited liability partnership and other parties in respect of which the requisite information is as below.

- a) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has provided loans provided are as below:

(Amount in ₹ '000)

Particulars	Loans
Aggregate amount provided during the year ended 31st March, 2024	88409.76
Balance outstanding as at balance sheet date 31st March, 2024	44086.02

- b) According to the information and explanations given to us and based on the audit procedures conducted by us in our opinion the advances/investments made and the terms and conditions of the grant of unsecured loans are prima facie, not prejudicial to the interest of the Company.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of interest free unsecured loans given to other parties. According to the information and explanations given to us, no terms related to repayment of principal has been stipulated. Hence, we cannot comment in respect of regularity of repayments or receipts.
- d) According to the information and explanations given to us since no terms related to repayment of principal has been stipulated, we are not able to comment on overdue amounts of the loan given.





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- e) According to the information and explanations given to us since no terms related to repayment of principal has been stipulated, we are not able to comment whether the loan falling due during the year has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to same parties.
- f) 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 granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

Para 3(iv): According to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it, as applicable.

Para 3(vii): Statutory Dues:

- a) According to the information and explanations given to us and on the basis of the records examined by us, the Company is regular in depositing undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income- tax, Service Tax, Duty of Custom, Profession Tax, cess and other material applicable statutory dues during the year. We have been informed that there are no undisputed dues which have remained outstanding as at the last day of the financial year, for a period of more than six months from the date they became payable. However, in case of deduction of TDS on sales commission, the Company has taken view that TDS is not deductible on sales commission paid/ payable to overseas agents by relying on the judgement of Hon'ble Delhi High Court in the case of Commissioner of Income Tax, Delhi vs. Maruti Suzuki India Ltd. 2017 912) and The Commissioner of Income Tax, Delhi-IV, New Delhi vs. Eon Technology P. Ltd. The company is of view that no TDS is to be deducted on sales commission paid to overseas agents where overseas agents has no Permanent Establishment in India. The Company has not deducted TDS by relying on above mentioned judgement at various points of time during the year.





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b) According to the information and explanations given to us, details of statutory dues referred to in sub clause (a) above which have not been deposited as on March 31, 2024, on account of disputes are given below:

List of disputed cases of Sales Tax/Income Tax/ Custom Duty/Excise Duty, authority with whom pending and the amount involved is detailed as under :-

S.No.	Name of Statute	Assessment Year	Nature of Dues	Amount	Forum Where dispute is pending
1	U.P. Sales Tax	1997-98	Sales Tax	1,16,536	IT Commissioner of Trade Tax Noida
2	U.P.(Central/Local)	1998-99	Sales Tax	45,254	IT Commissioner of Trade Tax Noida
3	Delhi Sales Tax	2000-01	Sales Tax	71,789	Asstt. Comm. IX, Delhi Sales Tax
4	Delhi Sales Tax	2001-02	Sales Tax	25,72,528	Addl. Comm. II, Delhi Sales Tax
5	Delhi Sales Tax	2003-04	Sales Tax	18,65,674	Addl. Comm. II, Delhi Sales Tax
6	Delhi Sales Tax	2004-05	Sales Tax	2,30,073	STO Delhi sales Tax
7	T.N. Sales Tax	2000-01	Sales Tax	1,84,849	CT III, T. N.S. Tax Appeal Asstt. Comm.
8	T.N. Sales Tax	2002-03	Sales Tax	1,40,111	CT III, T. N.S. Tax Appeal Asstt. Comm.
9	West Bengal Sales Tax	1999-2000	Sales Tax	2,88,098	Asstt. Comm. South circle, Directorate of Commercial, West Bengal
10	West Bengal Sales Tax	2000-01	Sales Tax	90,650	Asstt. Comm. South circle, Directorate of Commercial, West Bengal
11	West Bengal Sales Tax	2002-03	Sales Tax	10,11,106	Asstt. Comm. South circle, Directorate of Commercial, West Bengal
12	Central Excise Act	1999-01	Interest and penalty	69,969	CEGAT New Delhi
13	Central Excise Act	2002-03	Interest and penalty	19,427	CEGAT New Delhi
14	Central Excise Act	valuation case	Excise Duty	15,09,876	CEGAT New Delhi

Para 3(x) (b): According to the information and explanations given to us and based on our examination of the records of the Company, the company has made preferential allotment of shares under review and the requirement of section 42 of the Companies Act, 2013 have been complied with.

Para 3(xiii): According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the







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related parties are in compliance with Sections 177 and 188 of the Act with respect to applicable transactions with the related parties and details of such transactions have been disclosed in the Ind-AS Financial Statements as required by the applicable accounting standards.

Para 3(xviii): During the year, previous statutory auditor has resigned and there were no issues, objections or concerns raised by such outgoing auditor.

**b. For the year ended March 31, 2023:**

Para 3(ii) (b): 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 i.e. FDR's; quarterly returns or statements are not required to submit as per sanction letter and hence not submitted to the bank by the company.

Para 3(vii) (b): Details of dues of Sales Tax, Income Tax, Custom Duty, Excise Duty which have not been deposited as on 31st March, 2023 on account of disputes. Auditor has mentioned that there are some unpaid dues of Sales Tax, Income Tax, Custom Duty, Excise Duty which have not been deposited as on 31st March, 2023 on account of disputes but auditor has not provided exhaustive list quantifying the amount of the dues which are not paid on account of disputes. In absence of the list in the auditor's report for Financial Year 2022-23, we are unable to comment.

Para 3(xvii) : According to the information and explanations given to us and based on the audit procedures conducted we are of opinion that the company has not incurred any cash losses in the financial year, however, in the immediately preceding financial year ended on 31-3-2022 the company has incurred cash losses of Rs. 8321.43 thousand,

**c. For the year ended March 31, 2022:**

Para 3(vii) (b): Details of dues of Sales Tax, Income Tax, Custom Duty, Excise Duty which have not been deposited as on 31st March, 2022 on account of disputes are as follows:

List of disputed cases of Sales Tax/Income Tax/ Custom Duty/Excise Duty, authority with whom pending and the amount involved is detailed as under :-

S.No.	Name of Statute	Assessment Year	Nature of Dues	Amount	Forum Where dispute is pending
1	U.P. Sales Tax	1997-98	Sales Tax	1,16,536	JT Commissioner of Trade Tax Noida





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2	U.P.(Central/Local)	1998-99	Sales Tax	45,254	JT Commissioner of Trade Tax Noida
3	Delhi Sales Tax	2000-01	Sales Tax	71,789	Asstt. Comm. IX, Delhi Sales Tax
4	Delhi Sales Tax	2001-02	Sales Tax	25,72,528	Addl. Comm. II, Delhi Sales Tax
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7	T.N. Sales Tax	2000-01	Sales Tax	1,84,849	CT III, T. N.S. Tax Appeal Asstt. Comm.
8	T.N. Sales Tax	2002-03	Sales Tax	1,40,111	CT III, T. N.S. Tax Appeal Asstt. Comm.
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10	West Bengal Sales Tax	2000-01	Sales Tax	90,650	Asstt. Comm. South circle, Directorate of Commercial, West Bengal
11	West Bengal Sales Tax	2002-03	Sales Tax	10,11,106	Asstt. Comm. South circle, Directorate of Commercial, West Bengal
12	Central Excise Act	1999-01	Interest and penalty	69,969	CEGAT New Delhi
13	Central Excise Act	2002-03	Interest and penalty	19,427	CEGAT New Delhi
14	Central Excise Act	valuation case	Excise Duty	15,09,876	CEGAT New Delhi

Para 3 (xvi) : During the year under consideration, the company has incurred cash losses of Rs. 8321.43 thousand as against Rs. 2935.85 thousand in the immediately preceding financial year.

12. We have not audited any financial statements of the Company for any period subsequent to March 31, 2024. Accordingly, we express no opinion on the financial position, results of the operations or cash flows of the Company as of any date or for any period subsequent to March 31, 2024.

**Other Financial Information:**

13. At the Company's request, we have also examined the following Other Standalone Financial Information, as restated, proposed to be included in the DRHP, prepared by the management and approved by the Board of Directors of the Company and





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annexed to this report relating to the Company for each of the years ended March 31, 2024; March 31, 2023 and March 31, 2022. In respect of the year ended March 31, 2023 and March 31, 2022, this information has been included based upon the examination report submitted by the previous auditors' Gupta Garg & Agrawal and H.S. Gupta & Co. respectively, and relied upon by us:

- a. Restated Standalone Statement of Property, Plant and equipment, as Annexure 5,
- b. Restated Standalone Statement of Deferred tax assets, as Annexure 6,
- c. Restated Standalone Statement of Other Non-current Assets, as Annexure 7,
- d. Restated Standalone Statement of Inventories, as Annexure 8,
- e. Restated Standalone Statement of Trade receivables, as Annexure 9,
- f. Restated Standalone Statement of Cash and cash equivalents, as Annexure 10,
- g. Restated Standalone Statement of Short Term Loans and advances, as Annexure 11,
- h. Restated Standalone Statement of Other Current assets, as Annexure 12,
- i. Restated Standalone Statement of Share Capital, as Annexure 13,
- j. Restated Standalone Statement of Reserves and surplus, as Annexure 14,
- k. Restated Standalone Statement of Long Term Borrowings, as Annexure 15,
- l. Restated Standalone Statement of Short Term Borrowings, as Annexure 16,
- m. Restated Standalone Statement of Trade payables, as Annexure 17,
- n. Restated Standalone Statement of Other Current liabilities, as Annexure 18,
- o. Restated Standalone Statement of Short Term Provisions, as Annexure 19,
- p. Restated Standalone Statement of Revenue from operations, as Annexure 20,
- q. Restated Standalone Statement of Other income, as Annexure 21,
- r. Restated Standalone Statement of Cost of Goods Traded, as Annexure 22,
- s. Restated Standalone Statement of Employee benefit expenses, as Annexure 23,
- t. Restated Standalone Statement of Finance cost, as Annexure 24,
- u. Restated Standalone Statement of Other expenses, as Annexure 25,
- v. Restated Standalone Statement of Earning per Equity Shares, as Annexure 26,
- w. Restated Standalone Statement of Reconciliation of Restated Profit, as Annexure 27,
- x. Restated Standalone Statement of Related party transactions, as Annexure 28,
- y. Restated Standalone Statement of Accounting ratios, as Annexure 29,
- z. Tax Shelter Note, as Annexure 30,
- aa. Standalone Capitalization Statement, as Annexure 31,





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14. According to the information and explanations given to us and also as per the reliance placed on the report submitted by previous auditors, in our opinion, the Restated Standalone Summary Statements and the above Restated Financial Information contained in Annexure 5 to 31 accompany this report, read with Notes to the Restated Standalone Summary Statements of Assets and Liabilities, Statements of Profits and Losses and Statements of Cash Flows disclosed in Annexure 4, are prepared in accordance with Section 26 of Part I of Chapter III of the Act read with Rule 4 to 6 of the Rules, the ICDR Regulations and the Guidance Note.
15. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or the previous auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
16. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
17. Our report is intended solely for use of the Board of Directors for inclusion in the Draft Prospectus/ Prospectus to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Ahmedabad in connection with the proposed rights issue. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For, Manoj Acharya & Associates  
Chartered Accountants  
FRN.: 114984W



Mudit Singhal  
(Partner)  
M. No. : 187823  
UDIN NO.: 24187823BKFGHQ4488  
Date : 10/08/2024  
Ahmedabad



## TRANS INDIA HOUSE IMPEX LIMITED

CIN: L74110GJ19B7PLC152434

### Annexure 1 : Statements Of Assets And Liabilities As Restated

( Amount in Lakhs )

Particular	Note	As at March, 2024	As at March, 2023	As at March, 2022
<b>I ASSETS</b>				
<b>1 Non-current assets-</b>				
a) Property, Plant and Equipment and Intangible Assets	5	3.07	-	0.23
b) Non Current Investments		-	-	-
c) Deferred Tax Assets (net)	6	0.12	-	0.00
d) Other Non Current Assets	7	1,491.78	1,023.02	-
<b>2 Current assets -</b>				
a) Inventories	8	448.73	0.66	-
b) Trade Receivables	9	7,386.81	1,946.97	-
c) Cash and Cash Equivalents	10	214.89	140.10	1.92
d) Short Term Loans And Advances	11	276.03	-	-
e) Other Current Assets	12	307.45	128.19	16.04
<b>Total</b>		<b>10,132.84</b>	<b>3,241.53</b>	<b>18.17</b>
<b>II EQUITY AND LIABILITIES</b>				
<b>1 Shareholder's Fund</b>				
a) Share Capital	13	3,552.50	1,690.00	1,690.00
b) Reserve and Surplus	14	-1,388.03	-903.46	-2,125.34
<b>2 Non-current liabilities</b>				
a) Long Term Borrowings	15	-	215.54	415.30
b) Other Long Term Liabilities		-	-	-
c) Long Term Provision		-	-	-
<b>3 Current liabilities</b>				
a) Short Term Borrowings	16	2,820.32	1,029.06	-
b) Trade Payable	17	5,042.67	1,106.77	-
c) Other Current Liabilities	18	230.48	98.98	31.44
d) Short Term Provision	19	74.80	4.62	5.77
<b>Total</b>		<b>10,132.84</b>	<b>3,241.53</b>	<b>18.17</b>

**Notes:**

The above statement should be read with the notes to the Restated Standalone Summary Statements as appearing in Annexure IV.

As per our report of even date attached.

For and On Behalf of  
Manoj Acharya & Associates  
Chartered Accountants

SD/-   
CA Mudrr Singhal  
Partner  
M.NO.: 187823 FRN: 114984W  
UDIN : 24187823BKFQHQ4468



For and on behalf of the Board of Directors of  
Trans India House Impex Limited

SD/-  SD/-   
Mayank Jolly Irfan Abdulrahimbal Qureshi  
Director Director  
DIN: 09366175 DIN: 09494589

Place: Ahmedabad  
Date: 10/08/2024

Place: Ahmedabad  
Date: 10/08/2024



## TRANS INDIA HOUSE IMPEX LIMITED

CIN: L74110GJ1987PLC152434

Annexure 2 : Statements Of Profit and Loss As Restated

( Amount in Lakhs )

Particular	Note	2023-24	2022-23	2021-22
I Revenue From Operations	20	7,776.01	3,246.01	-
II Other Income	21	335.43	198.65	0.01
<b>III Total Revenue (I + II)</b>		<b>8,111.44</b>	<b>3,444.66</b>	<b>0.01</b>
IV Expenses				
Cost of Goods Traded	22	6,801.91	2,820.52	-
Employee Benefits Expenses	23	76.16	42.71	35.23
Finance Costs	24	149.28	19.82	37.71
Depreciation and Amortization Expense	5	0.84	-	0.11
Other Expenses -	25	761.83	260.39	10.29
<b>Total Expenses</b>		<b>7,790.02</b>	<b>3,151.47</b>	<b>83.34</b>
<b>V Profit before tax (III - IV)</b>		<b>321.42</b>	<b>293.19</b>	<b>-83.33</b>
VI Prior Period Item		-	-	-
VII Extraordinary Items		-	-	-
<b>VIII Profit before tax (V+VI)</b>		<b>321.42</b>	<b>293.19</b>	<b>-83.33</b>
IX Tax Expense				
a) Current Tax		(74.80)	(4.62)	-
b) Deferred Tax		0.12	(0.00)	0.00
c) Short/Excess Provision Of Last Year		-	-	-
<b>X Profit (Loss) for the period (XI + XIV)</b>		<b>246.72</b>	<b>290.57</b>	<b>-83.33</b>
Earnings per equity share				
- Basic and Diluted	26	0.98	1.72	-0.49

**Notes:**

The above Statement should be read with the notes to Restated Standalone Summary Statements as per appearing in Annexure IV.

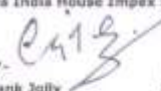
As per our report of even date attached.


For and On Behalf of  
Manoj Acharya & Associates  
Chartered Accountants

SD/-   
CA Mudit Singhal  
Partner  
M.NO.: 187823 FRN: 114984W  
UDIN : 241878238KFKHQ4488



For and on behalf of the Board of Directors of  
Trans India House Impex Limited

SD/-   
Mayank Jolly  
Director  
DIN: 09366175

SD/-   
Irfan Abdulrahimihal Qureshi  
Director  
DIN: 09494589

Place: Ahmedabad  
Date: 10/08/2024

Place: Ahmedabad



## TRANS INDIA HOUSE IMPEX LIMITED

CIN: L74110GJ1987PLC152454

Annexure 3 : Statements Of Cash flow As Restated

( Amount in Lakhs )

Particular	Note	As at March, 2024	As at March, 2023	As at March, 2022
<b>I Cash flow from Operating Activities:</b>				
Net Profit Before tax as per Statement of Profit & Loss		321.42	295.19	(83.33)
Adjustments for:				
Depreciation & Amortisation Exp.	5	0.84	-	0.11
Finance Cost	24	149.28	19.82	37.71
Deferred Tax		(0.12)		
<b>Operating Profit before working capital changes</b>		<b>471.42</b>	<b>315.01</b>	<b>(45.51)</b>
<b>Changes in operating assets and liabilities:</b>				
Long Term Provisions		-	-	(5.65)
Trade Payable	17	3,935.91	1,106.77	(29.29)
Other Current Liabilities	18	131.50	67.54	28.81
Short Term Provisions	19	70.18	(1.14)	5.77
Inventories	8	(448.07)	(0.66)	-
Trade Receivables	9	(5,439.24)	(1,949.57)	-
Other Current Assets	12	(179.28)	(112.15)	(15.73)
Other Long Term Liabilities				
<b>Income Tax Adjustment</b>		<b>(74.69)</b>	<b>(4.62)</b>	
<b>Net Cash Flow from Operating Activities (A)</b>		<b>(1,532.27)</b>	<b>(578.82)</b>	<b>(61.60)</b>
<b>II Cash flow from investing Activities</b>				
Purchase/Sale of Fixed Assets (Net)	5	(3.87)	0.22	-
Movement in Investment Long Term		-	-	-
<b>Net Cash Flow from Investing Activities (B)</b>		<b>(3.87)</b>	<b>0.22</b>	<b>-</b>
<b>III Cash Flow From Financing Activities</b>				
Changes in Equity	13	1,862.60	-	
Changes in Borrowing				
Long term borrowings	15	(215.54)	(200.76)	84.15
Short term borrowings	16	1,791.24	1,029.08	-
Proceeds/(Conversion) from Share Warrants		(931.30)	931.30	-
Movement in Loan & Advances and Other Assets				
Long Term	7	(468.76)	(1,023.02)	15.87
Short Term	11	(278.03)	-	-
Finance Cost	23	(149.28)	(19.82)	(37.71)
<b>Net Cash Flow from Financing Activities (C)</b>		<b>1,610.93</b>	<b>716.79</b>	<b>62.31</b>



## TRANS INDIA HOUSE IMPEX LIMITED

CIN: L74110GJ1987PLC152434

### Annexure 3 : Statements Of Cash flow As Restated

( Amount in Lakhs )


Particular	Note	As at March, 2024	As at March, 2023	As at March, 2022
<b>IV</b> Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)		74.79	138.18	0.72
Opening Balance		140.10	1.92	1.20
Closing Balance		214.89	140.10	1.92
<b>Cash And Cash Equivalents Comprise:</b>				
Cash		0.02	0.83	-
Bank Balance		214.87	139.26	1.92
Current Account		-	-	-
Deposits Account		-	-	-
<b>Total Cash Balance</b>		<b>214.89</b>	<b>140.10</b>	<b>1.92</b>

**Notes:**

The above Statement should be read with the notes to Restated Standalone Summary Statements as per appearing in Annexure IV.

As per our report of even date attached.

For and On Behalf of  
Manoj Acharya & Associates  
Chartered Accountants

SD/   
CA Mudit Singhal  
Partner  
M.NO.: 187823 FRN: 114984W  
UDIN : 241878238K7QH4488

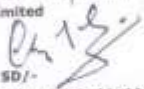
Place: Ahmedabad  
Date: 10/08/2024



For and on behalf of the Board of Directors of  
Trans India House Impex Limited

SD/   
Hayank Jolly  
Director  
DIN: 09366175

Place: Ahmedabad  
Date: 10/08/2024

SD/   
Irfan Abdulrahimbhai Qureshi  
Director  
DIN: 09494589





**Trans India House Impex Limited**  
**("Formerly known as IO System Limited")**  
CIN: L74110GJ1987PLC152434

**Annexure - IV**

**Notes to the Restated Standalone Summary Statements of Assets and Liabilities, Statement of Profits and Losses and Statement of Cash Flows**

### **1 Nature of Operation**

Trans India House Impex Ltd (TIHIL) (formerly known as IO System Limited) is an export trading company that provides its export services to international buyers. The Company has grown to become one of the leading export trading companies in India, in a mere span of one year. For export trading, TIHIL believes in three values, i.e.; timely delivery, efficiency and precision. TIHIL is specialized in exports of Ceramic Tiles, Textiles, Fabrics, FMCG, Packaging, and such other numerous products and has successfully created a robust footprint in Western African countries, U.A.E. and the like.

### **2 Basis of Accounting and preparation of Restated Standalone Summary Statements**

The Restated Standalone Summary Statement of Assets and Liabilities of the Company as at March 31, 2024, March 31, 2023, March 31, 2022 and the Related Restated Standalone Summary Statement of Profits and Losses and Restated Standalone Summary Statement of Cash Flows for the year ended March 31, 2024, March 31, 2023, March 31, 2022 and other financial information (hereinafter collectively referred to as "Restated Standalone Summary Statement ") have been derived by the management from the then Audited Standalone Financial Statements of the Company for the respective corresponding periods.

The Audited Standalone Financial Statements of the Company were prepared in accordance with generally accepted accounting principles in India (Indian GAAP) at the relevant time. The Company has prepared the Restated Standalone Summary Statements to comply with in all material aspects with the Accounting Standards notified under Section 133 of The Companies Act, 2013 ("The Act"), read with the Companies (Accounting Standards) Rules, 2021. The Restated Standalone Summary Statements have been prepared on accrual basis and under the historical cost Convention. The accounting policies are applied consistently in preparation of the Restated Standalone Summary Statements are consistent with those used in preparation of financial Statement for the year ended on March 31, 2024.

The Restated Statements and Other Financial Information have been prepared for Inclusion in the Offer Document to be filed by the Company with the Securities and Exchange Board of India (SEBI) in connection with proposed Rights issue of its equity shares, in accordance with the requirements of:

- (a) Sub clause (i), (ii) and (iii) of clause (b) of Sub section (1) of Section 26 of Part 1 Chapter III of the Act read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and
- (b) Relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009, as amended (the "Regulation") issued by the Securities and Exchange Board of India (SEBI) on August 26, 2009 as amended from time to time in pursuance of the Securities and Exchange Board of India Act, 1992.



These Statements and other Financial Information have been prepared after incorporating adjustments for the material amounts in the respective years to which they relate

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

#### **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:

- a. It is expected to be realized in, or is intended for sale or consumption in, the company's normal operating cycle;
- b. It is held primarily for the purpose of being traded;
- c. It is expected to be realized within 12 months after the reporting date; or
- d. 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:

- a. It is expected to be settled in company's normal operating cycle;
- b. It is held primarily for the purpose of being traded;
- c. It is due to be settled within 12 months after the reporting date; or
- 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 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 liabilities. All other liabilities are classified as non-current.

### **3 Summary of significant accounting policies**

#### **a. Presentation and disclosure**

The Company has prepared the Restated Standalone Summary Statements along with relevant notes with the requirements of Schedule III of the Act.

#### **b. Use of Estimates**

The preparation of Restated Standalone Summary Statements in conformity with Indian GAAP requires the management to make judgments, estimates and disclosure that affect the reported amounts of revenues, expenses, assets and liabilities, at the end of the reporting period. Although, these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and



estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets and liabilities in future periods.

**c. Cash and Cash Equivalent**

Cash and cash equivalents for the purpose of Restated Standalone Cash Flow statement comprise cash at bank and in hand and short term investments with an original maturity of three months or less.

**d. Cash Flow Statement**

Restated Standalone Summary Statement of Cash Flows are reported using the indirect method, whereby profit/(loss) before extraordinary items and tax is adjusted for the effect of transactions of non cash nature and any deferrals or accruals of past or future cash receipts or payment. The Restated Standalone Summary Statement of Cash Flows operating, investing and financing activities of the Company are segregated based on available information.

**e. Financial Instruments**

**Initial recognition and measurement**

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

**Subsequent measurement**

**Financial assets:**

**Financial assets at amortised cost**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**Financial assets at fair value through other comprehensive income**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of equity investments not held for trading.

**Financial assets at fair value through profit or loss**

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.



**Financial liabilities**

All financial liabilities are subsequently recognised at amortised cost.

**Derecognition**

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

**f. Property, Plant and Equipment**

Property, Plant and Equipment are stated at cost of acquisition, installation or construction including other direct expenses incurred to bring the assets to its working condition for its intended use less accumulated depreciation, amortization, impairment, discardation and compensation.

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

**g. Depreciation and Amortization**

Depreciation on Property, Plant and Equipment is provided on the written down value method at the calculated rates on the basis of the useful life specifies in part C and in the manner prescribed under Schedule II of the Companies Act, 2013, as under:

Property, Plant & Equipments	Useful Life
Office Equipments	5 years
Furniture and Fixtures	10 years
Computers	3 years
Plant and Machinery	15 years

During the reporting periods, depreciation is provided at 100% on the written down value of assets which have retired from active use.

**h. Revenue Recognition**

Revenue is recognized based on the nature of activity to the extent it is probable that the economic benefit will flow to the Company and revenue can be reliably measured.

**Service Income**

Service Income is recognized on the basis of completion of service method.

**Interest**

Interest income is recognized on time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "Other Income" in the statement of profit and loss.



**i. Fair value measurements**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- a) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- b) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- c) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

At each reporting date, the Company analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

**j. Retirement and other Employee Benefits**

**Short Term Employee Benefits:**

Short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized undiscounted during the period employee renders services.



**k. Borrowing Cost**

Borrowing cost attributable to acquisition and construction of qualifying assets are capitalized as a part of the cost of such assets up to the date when such assets are ready for its intended use. Other borrowing costs are charged to the Restated Standalone Summary Statement of Profit and Losses in the period in which they are incurred.

**l. Earnings per Share**

Basic earnings per share is calculated by dividing the net profit or loss for the reporting period attributable to equity shareholders by the weighted average number of shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

**m. Income Taxes**

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax Laws prevailing in the respective tax jurisdiction where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income tax reflect the impact of timing difference between taxable income and accounting income originating during the reporting period and reversal of timing differences for the earlier years. Deferred tax is measured using the tax laws enacted or substantively enacted at a reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in Restated Standalone Summary Statement of Profits and Losses.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.



**n. Impairment of Assets**

At each reporting date, the company assesses as to whether there is any indication that an asset is impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an important loss and is recognized in Restated Standalone Summary Statement of Profits and Losses. If at the reporting date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. However, as per the assessment made by the company as on the reporting date, there is no such indication of any impairment of any asset during the reporting period under report and therefore there is no effect of impairment loss in Restated Standalone Summary Statements for the period under report.

**o. Provisions and Contingencies**

A provision is recognized when the Company has a present obligation as a result of past event, 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 of the amount of obligation. Provisions are not discounted to its present value and determined based in best estimate required to settle the obligation at the reporting date. These are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provisions is presented in the Restated Standalone Summary Statement of Profits and Losses net of any reimbursement.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the Restated Standalone Summary Statements.

**p. Inventories**

Inventories are valued at lower of cost and net realisable value. Finished goods include cost of conversion and other cost incurred for bringing the inventories to their present location and condition and Traded Goods includes purchase price and other cost incurred for bringing the inventories to their present location and condition.

**q. Foreign Currency Transactions and Translation**

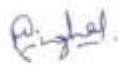
Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.



Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets which are capitalised as cost of assets. Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of nonmonetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in Other Comprehensive Income or Statement of Profit and Loss are also recognised in Other Comprehensive Income or Statement of Profit and Loss, respectively

The restated financial Information was approved for issue by Board of Director on 10<sup>th</sup> August,2024

As per our report of even date attached.  
For and On Behalf of  
Manoj Acharya & Associates  
Chartered Accountants



CA Mudit Singhal  
Partner

M.NO. 187823 FRN: 114984W  
UDIN: 24187823BKFHQ4488



For and on behalf of the Board of Directors of  
Trans India House Impex Limited



Mayank Jolly  
Director  
DIN: 09366175



Irfan Abdulrahimbhai Qureshi  
Director  
DIN: 09494589

Place: Ahmedabad  
Date: 10/08/2024





## TRANS INDIA HOUSE IMPEX LIMITED

CIN: L74110GJ1987PLC152434

Annexure 5: Statement Showing Property, Plant and Equipment and Intangible Assets As Restated:

( Amount in Lakhs )

### 5.1 Statement showing details of property, Plant and Equipment and Intangible Assets:

Particular	Plant & Machinery	Furniture	Computer	Office Equipment	Sub Total	Building (Asset Held For Sale)	Total
<b>Gross Carrying Value:</b>							
<b>As at March 31, 2021</b>	12.87	-	15.10	0.36	<b>28.33</b>	-	<b>28.33</b>
Addition during the year	-	-	-	-	-	-	-
Deduction during the year	-	-	-	-	-	-	-
Asset Held For Sale	Nil	-	-	-	-	-	-
<b>As at March 31, 2022</b>	12.87	-	15.10	0.36	<b>28.33</b>	-	<b>28.33</b>
Addition during the year	-	-	-	-	-	-	-
Deduction during the year	-12.87	-	-15.10	-0.36	<b>-28.33</b>	-	<b>-28.33</b>
<b>As at March 31, 2023</b>	0.00	-	-	-	<b>0.00</b>	-	<b>0.00</b>
Addition during the year	-	3.07	0.36	0.44	<b>3.87</b>	-	<b>3.87</b>
Deduction during the year	-	-	-	-	-	-	-
<b>As at March 31, 2024</b>	-	3.07	0.36	0.44	<b>3.87</b>	-	<b>3.87</b>
<b>Accumulated Depreciation:</b>							
<b>As at March 31, 2021</b>	12.87	-	14.90	0.22	<b>28.00</b>	-	<b>28.00</b>
Addition during the year	-	-	0.08	0.04	<b>0.11</b>	-	<b>0.11</b>
Deduction during the year	-	-	-	-	-	-	-
<b>As at March 31, 2022</b>	12.87	-	14.98	0.26	<b>28.11</b>	-	<b>28.11</b>
Addition during the year	-	-	-	-	-	-	-
Deduction during the year	-12.87	-	-14.98	-0.26	<b>-28.11</b>	-	<b>-28.11</b>
<b>As at March 31, 2023</b>	-	-	-	-	-	-	-
Addition during the year	-	0.69	0.01	0.14	<b>0.84</b>	-	<b>0.84</b>
Deduction during the year	-	-	-	-	-	-	-
<b>As at March 31, 2024</b>	-	0.69	0.01	0.14	<b>0.84</b>	-	<b>0.84</b>
<b>Net Carrying Value:</b>							
<b>As at March 31, 2022</b>	-	-	0.12	0.10	<b>0.22</b>	-	<b>0.22</b>
<b>As at March 31, 2023</b>	-	-	-	-	-	-	-
<b>As at March 31, 2024</b>	-	2.37	0.35	0.30	<b>3.02</b>	-	<b>3.02</b>

Notes:

i) The figures disclosed above are based on Restated Standalone Summary Statements of Assets and Liabilities of the Company.

ii) The above statement should be read with the notes to Restated Standalone Summary Statements as appearing in Annexure IV.



**TRANS INDIA HOUSE IMPEX LIMITED**

CIN: L74110GJ1987PLC152434

Annexure 6: Statement Showing Deferred Tax Assets (net) As Restated

( Amount in Lakhs )

6.1 Statement showing bifurcation of computation of Deferred tax asset:

Particular	As at March, 2024	As at March, 2023	As at March, 2022
<b>1 Tax On Temporary Timing Difference</b>			
Depreciation Difference	0.12	-	0.00
Gift Duty Expenses	-	-	-
Other	-	-	-
<b>Total</b>	<b>0.12</b>	<b>-</b>	<b>0.00</b>

**Deferred Tax Asset to be extent recognized (refer note below)**

According to Accounting Standard AS-22, deferred Tax Assets should be recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized.

**Notes:**

i) The figures disclosed above are based on Restated Standalone Summary Statements of Assets and Liabilities of the Company.

ii) The above statement should be read with the notes to Restated Standalone Summary Statements as appearing in Annexure IV.



**TRANS INDIA HOUSE IMPEX LIMITED**

CIN: L74110GJ1987PLC152434

**Annexure 7: Statement Showing Other Non Current Assets As Restated**

( Amount in Lakhs )

7.1 Statement showing details of other non current assets:

Particular	As at March, 2024	As at March, 2023	As at March, 2022
I Fixed Deposits With Bank	1,489.30	1,023.02	-
II Deposits With Other	2.48	-	-
<b>Total</b>	<b>1,491.78</b>	<b>1,023.02</b>	<b>-</b>

**Notes:**

i) The figures disclosed above are based on Restated Standalone Summary Statements of Assets and Liabilities of the Company.

ii) The above statement should be read with the notes to Restated Standalone Summary Statements as appearing in Annexure IV.



## TRANS INDIA HOUSE IMPEX LIMITED

CIN: L74110GJ1987PLC152434

### Annexure B: Statement Showing Inventories As Restated

( Amount in Lakhs )

B.1 Statement showing details of Inventories:			
Particular	As at March, 2024	As at March, 2023	As at March, 2022
I Inventories (Valued at Cost or NRV whichever is lower)	448.73	5.66	-
<b>Total</b>	<b>448.73</b>	<b>5.66</b>	<b>-</b>

**Notes:**

(i) The figures disclosed above are based on Restated Standalone Summary Statements of Assets and Liabilities of the Company.

(ii) The above statement should be read with the notes to Restated Standalone Summary Statements as appearing in Annexure IV.

(iii) Inventories are valued at Cost or NRV whichever is lower.



## TRANS INDIA HOUSE IMPEX LIMITED

CIN: L74110GJ1987PLC152434

Annexure 9: Statement Showing Trade Receivables As Restated

( Amount in Lakhs )

9.1 Statement showing details of Trade Receivables:							
Particular		As at March, 2024	As at March, 2023	As at March, 2022			
I Trade Receivables		7,388.81	1,949.57	-			
<b>Total</b>		<b>7,388.81</b>	<b>1,949.57</b>	<b>-</b>			
9.2 Statement showing Ageing of Trade Receivable for the Year 2023-2024:							
Sr No	Particulars	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
i) Undisputed Trade receivables	Considered Good	3,361.73	3,509.87	517.22	-	-	7,388.81
	Considered Doubtful	-	-	-	-	-	-
ii) Disputed Trade receivables	Considered Good	-	-	-	-	-	-
	Considered Doubtful	-	-	-	-	-	-
<b>Total</b>		<b>3,361.73</b>	<b>3,509.87</b>	<b>517.22</b>	<b>-</b>	<b>-</b>	<b>7,388.81</b>
9.3 Statement showing Ageing of Trade Receivable for the Year 2022-2023:							
Sr No	Particulars	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
i) Undisputed Trade receivables	Considered Good	1,194.63	754.94	-	-	-	1,949.57
	Considered Doubtful	-	-	-	-	-	-
ii) Disputed Trade receivables	Considered Good	-	-	-	-	-	-
	Considered Doubtful	-	-	-	-	-	-
<b>Total</b>		<b>1,194.63</b>	<b>754.94</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,949.57</b>
9.4 Statement showing Ageing of Trade Receivable for the Year 2021-2022:							
Sr No	Particulars	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
i) Undisputed Trade receivables	Considered Good	-	-	-	-	-	-
	Considered Doubtful	-	-	-	-	-	-
ii) Disputed Trade receivables	Con Considered Good	-	-	-	-	-	-
	Considered Doubtful	-	-	-	-	-	-
<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Notes:**

- i) The figures disclosed above are based on Restated Standalone Summary Statements of Assets and Liabilities of the Company.
- ii) The above statement should be read with the notes to Restated Standalone Summary Statements as appearing in Annexure IV.
- iii) Bifurcation of Trade Receivables has been determined by management and relied upon by the Auditors. The Auditor has not performed any procedure to determine whether the list is complete and accurate.



## TRANS INDIA HOUSE IMPEX LIMITED

CIN: L74110GJ1987PLC152434

Annexure-10: Statement Showing Cash and Cash Equivalents As Restated

( Amount in Lakhs )

10.1 Statement showing details of Cash and cash equivalent:

Particular	As at March, 2024	As at March, 2023	As at March, 2022
I Cash In Hand	0.02	0.83	-
II Balances with Bank			
In Deposits Account	1,489.30	1,023.02	-
Less: Transferred to Other Non Current Asset	-1,489.30	-1,023.02	-
In Current Account	214.87	139.26	1.92
<b>Total</b>	<b>214.89</b>	<b>140.10</b>	<b>1.92</b>

Notes:

i) The figures disclosed above are based on Restated Standalone Summary Statements of Assets and Liabilities of the Company.

ii) The above statement should be read with the notes to Restated Standalone Summary Statements as appearing in Annexure IV.



## TRANS INDIA HOUSE IMPEX LIMITED

CIN: L74110GJ1987PLC152434

Annexure 11: Statement Showing Short Term Loans And Advances As Restated

( Amount in Lakhs )

11.1 Statement showing details of short term loans and advances:

Particular	As at March, 2024	As at March, 2023	As at March, 2022
I To Related Party	278.03	-	-
II To Others	-	-	-
Total	278.03	-	-

**Notes:**

i) The figures disclosed above are based on Restated Standalone Summary Statements of Assets and Liabilities of the Company.

ii) The above statement should be read with the notes to Restated Standalone Summary Statements as appearing in Annexure IV.



## TRANS INDIA HOUSE IMPEX LIMITED

CIN: L74110GJ1987PLC152434

### Annexure 12: Statement Showing Other Current Assets As Restated

( Amount in Lakhs )

#### 12.1 Statement showing details of Current Asset:

Particular	As at March, 2024	As at March, 2023	As at March, 2022
I Advances Given to Vendors	27.95	9.00	-
II Advances Given for capital Assets	162.83	89.00	4.54
III Balance With Revenue Authority	116.68	30.19	11.25
IV Prepaid Expenses	-	-	0.14
V Expenses for IPO	-	-	-
VI Other Current Assets	-	-	-
<b>Total</b>	<b>307.46</b>	<b>128.19</b>	<b>16.94</b>

#### Notes:

i) The figures disclosed above are based on Restated Standalone Summary Statements of Assets and Liabilities of the Company.

ii) The above statement should be read with the notes to Restated Standalone Summary Statements as appearing in Annexure IV.





**TRANS INDIA HOUSE IMPEX LIMITED**  
CIN: L74190GJ2007PLC122439

Annexure 13: Statement Showing Share Capital as Reduced

(As per Part A of Form 2)

13.1. Statement showing 15% of authorized and paid up capital			
Particular	As at March, 2024	As at March, 2023	As at March, 2022
<b>Authorised Share Capital</b>			
3,10,00,000 (3,10,00,000 Equity shares of Rs. 100 each)	3,10,00,000	3,10,00,000	3,10,00,000
As 15,50,000 Preference shares of Rs. 200 each	-	50,00,000	50,00,000
<b>Issued, Subscribed and Paid-up Share Capital</b>			
3,10,00,000 (3,10,00,000 Equity Shares of Rs. 100 each)	3,10,00,000	3,10,00,000	3,10,00,000
<b>Total</b>	<b>3,10,00,000</b>	<b>3,60,00,000</b>	<b>3,60,00,000</b>

13.2. The total number of the number of shares outstanding at the year-end			
Particular	As at March, 2024	As at March, 2023	As at March, 2022
Number of shares at the beginning of the year	30,470,000.00	30,470,000.00	30,470,000.00
100% Share issued during the year	30,470,000.00	-	-
100% Share bought back during the year	-	-	-
Number of shares at the end of the year	30,470,000.00	30,470,000.00	30,470,000.00

13.3. Details of Shareholding above 1% of the aggregate shares in the company			
Particular	As at March, 2024	As at March, 2023	As at March, 2022
<b>Name of promoter and shareholder</b>			
<b>Shri. Gundeel</b>			
Number of Shares	9,70,000	9,70,000	-
% of holding	31.49%	31.49%	0.00%
<b>Mphasis Ltd</b>			
Number of Shares	4,89,400	5,01,400	5%
% of holding	15.71%	16.11%	0.80%
<b>Commerce Capital Services India Ltd</b>			
Number of Shares	10,00,000	9,00,000	-
% of holding	32.13%	29.23%	0.00%
<b>Shri. Khanna Mahesh</b>			
Number of Shares	2,00,000	-	-
% of holding	6.53%	0.00%	0.00%
<b>Smart Share Pvt Ltd. (Formerly known as Smart Entertainment Pvt Ltd. (the holding company) (upto 01 May 2022)</b>			
Number of Shares	-	-	10,00,000
% of holding	0.00%	0.00%	31.82%
<b>Shri. Mittal</b>			
Number of Shares	-	100,000	60,000
% of holding	0.00%	0.32%	0.18%

13.4. Details of Shareholding			
Particular	No. of shares held	% of total shares	% change during the year
Aggregate number of equity shares held by promoters at the year-end			
<b>As at March 31, 2024</b>			
Shri. Gundeel	9,70,000	31.49%	0.00%
Mphasis Ltd	4,89,400	15.71%	0.00%
Commerce Capital Services India Ltd	10,00,000	32.13%	0.00%
<b>As at March 31, 2023</b>			
Shri. Gundeel	9,70,000	31.49%	-
Mphasis Ltd	5,01,400	16.11%	-
Commerce Capital Services India Ltd	9,00,000	29.23%	-
Shri. Mittal	100,000	0.32%	-0.18%
<b>As at March 31, 2022</b>			
Smart Share Pvt Ltd. (Formerly known as Smart Entertainment Pvt Ltd. (the holding company) (upto 01 May 2022)	10,00,000	31.82%	-
Shri. Mittal	60,000	0.18%	-
	<b>2</b>		

**Notes:**

(1) Share rights attached to equity shares:

(a) The company has only one class of shares referred to as equity shares having a par value of Rs. 100. Each holder of equity shares is entitled to one vote per share.

(b) In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive and of the remaining assets of the Company, after distribution of all preferred amounts, the amount distributed will be in proportion to the number of equity shares held by the shareholders.

(2) The figures disclosed above are based on reduced (modified) Summary Statements of Share and Liabilities of the Company.

(3) The above statement should be read with the notes to reduced (modified) Summary Statements appearing in Annexure 12.

(4) The company has authorized 3,10,20,000 share which are less 20,00,000 equity shares of the face value of Rs. 100 per equity share.



## TRANS INDIA HOUSE IMPEX LIMITED

CIN: L74110GJ1987PLC152434

Annexure 14: Statement Showing Reserve and Surplus As Restated

( Amount in Lakhs )

### 14.1 Statement showing details of reserves and surplus:

Particular	As at March, 2024	As at March, 2023	As at March, 2022
<b>Reserve and Surplus Account</b>			
<b>I Retained Earnings</b>			
General Reserve	-	-	-
Balances at the beginning of the year	-903.46	-2,125.34	-2,042.01
Adjustment during the year	246.73	290.57	-83.33
Amount received against share warrant	-931.30	931.30	-
Balances at the end of the year	-1,588.03	-903.46	-2,125.34
<b>Total</b>	<b>-1,588.03</b>	<b>-903.46</b>	<b>-2,125.34</b>

**Notes:**

i) The figures disclosed above are based on Restated Standalone Summary Statements of Assets and Liabilities of the Company.

ii) The above statement should be read with the notes to Restated Standalone Summary Statements as appearing in Annexure IV.



## TRANS INDIA HOUSE IMPEX LIMITED

CIN: L74110GJ1987PLC152434

Annexure 15: Statement Showing Long Term Borrowings As Restated

( Amount in Lakhs )

### 15.1 Statement showing details of different borrowing for long term purposes:

Particular	As at March, 2024	As at March, 2023	As at March, 2022
<b>I Secured Loan</b>			
From Scheduled Bank	-	-	-
Less: Current Maturity Of Long Term Borrowing	-	-	-
Remaining Balances	-	-	-
<b>II Unsecured Loan</b>			
From others	-	215.54	416.30
From Inter Corporate Deposit	-	-	-
Less: Current Maturity Of Long Term Borrowing	-	-	-
Remaining Balances	-	215.54	416.30
From Directors And Their Relatives	-	-	-
Less: Current Maturity Of Long Term Borrowing	-	-	-
Remaining Balances	-	-	-
<b>Total</b>	<b>-</b>	<b>215.54</b>	<b>416.30</b>

### 15.2 Statement showing terms and conditions of long term borrowing:

Type Of Loan	Monthly Repayment Schedule	Int Rate	Sanction Amount
<b>A. Secured Loan</b>			
<b>B. Unsecured Loan</b>			
<b>Unsecured Loan from Others</b>			
i. Avon Mercantile Limited	The Loan amount for the year ended March, 2023 and March, 2022 is Rs. 215.54 Lakhs and Rs. 416.30 Lakhs respectively. There is no specific repayment schedule and written agreement for the loan obtained.		

**Notes:**

i) The figures disclosed above are based on Restated Standalone Summary Statements of Assets and Liabilities of the Company.

ii) The above statement should be read with the notes to Restated Standalone Summary Statements as appearing in Annexure IV.



**TRANS INDIA HOUSE IMPEX LIMITED**

CIN: L74110GJ1987PLC152434

Annexure 16: Statement Showing Short Term Borrowings As Restated  
( Amount in Lakhs )**16.1 Statement showing details of different borrowing for short term purposes:**

Particular	As at March, 2024	As at March, 2023	As at March, 2022
<b>I Secured Loan</b>			
Working Capital Facility from Bank	2,820.32	962.07	-
Working Capital Facility from NBFC	-	-	-
Current Maturity Of Long Term Borrowing From Scheduled Bank	-	-	-
	<b>2,820.32</b>	<b>962.07</b>	<b>-</b>
<b>II Unsecured Loan</b>			
From Others	-	-	-
From Inter Corporate Deposit	-	11.58	-
From Directors And Their Relatives	-	55.42	-
	-	<b>67.00</b>	<b>-</b>
<b>Total</b>	<b>2,820.32</b>	<b>1,029.08</b>	<b>-</b>

**Notes:**

i) Two Overdraft facility taken from Bank of India is secured by way of lien on Fixed Deposits and hypothecation of all present & future receivables/ stock and current assets of the company; property situated at Asarva in the name of Mr. Mitesh Rajput and Mr. Swapnil Rajput.

ii) Overdraft facility taken from Indusind Bank is secured by way of lien on Fixed Deposits of the company.

iii) The figures disclosed above are based on Restated Standalone Summary Statements of Assets and Liabilities of the Company.

iv) The above statement should be read with the notes to Restated Standalone Summary Statements as appearing in Annexure IV.



## TRANS INDIA HOUSE IMPEX LIMITED

CIN: L74110GJ1987PLC152434

### Annexure 17: Statement Showing Trade Payable As Restated

[ Amount in Lakhs ]

17.1 Statement showing bifurcation of trade payable:						
Particular		As at March, 2024	As at March, 2023	As at March, 2022		
<b>I Trade Payables</b>						
Micro Small and Medium Enterprises		-	-	-		
Others		5,042.57	1,106.77	-		
<b>Total</b>		<b>5,042.57</b>	<b>1,106.77</b>	<b>-</b>		
<b>17.2 Statement showing Ageing of Trade Payable For The Year 2023-2024:</b>						
Sr No	Particulars	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i MSME		-	-	-	-	-
ii Others		4,242.01	800.66	-	-	5,042.67
iii Disputed Dues- MSME		-	-	-	-	-
iv Undisputed Dues - Others		-	-	-	-	-
<b>Total</b>		<b>4,242.01</b>	<b>800.66</b>	<b>-</b>	<b>-</b>	<b>5,042.67</b>
<b>17.3 Statement showing Ageing of Trade Payable For The Year 2022-2023:</b>						
Sr No	Particulars	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i MSME		-	-	-	-	-
ii Others		1,106.77	-	-	-	1,106.77
iii Disputed Dues- MSME		-	-	-	-	-
iv Undisputed Dues - Others		-	-	-	-	-
<b>Total</b>		<b>1,106.77</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,106.77</b>
<b>17.4 Statement showing Ageing of Trade Payable For The Year 2021-2022:</b>						
Sr No	Particulars	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i MSME		-	-	-	-	-
ii Others		-	-	-	-	-
iii Disputed Dues- MSME		-	-	-	-	-
iv Undisputed Dues - Others		-	-	-	-	-
<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Notes:**

i) The figures disclosed above are based on Restated Standalone Summary Statements of Assets and Liabilities of the Company.

ii) The above statement should be read with the notes to Restated Standalone Summary Statements as appearing in Annexure IV.

iii) Bifurcation of Trade Payables has been determined by management and relied upon by the Auditors. The Auditor has not performed any procedure to determine whether the list is complete and accurate.



**TRANS INDIA HOUSE IMPEX LIMITED**

CIN: L74110GJ1987PLC152434

**Annexure 18: Statement Showing Other Current Liabilities As Restated**

( Amount in Lakhs )

**18.1 Statement showing bifurcation of other current liabilities:**

Particular	As at March, 2024	As at March, 2023	As at March, 2022
I Advances Received From Customer	75.17	1.84	-
II Creditors For Expenses	152.95	91.88	28.12
III Salary Payables	-	-	-
IV Statutory Payables	2.37	5.26	3.33
Total	230.48	98.98	31.44

**Notes:**

i) The figures disclosed above are based on Restated Standalone Summary Statements of Assets and Liabilities of the Company.

ii) The above statement should be read with the notes to Restated Standalone Summary Statements as appearing in Annexure IV.



**TRANS INDIA HOUSE IMPEX LIMITED**

CIN: L74110GJ1987PLC152434

## Annexure 19: Statement Showing Short Term Provision As Restated

( Amount in Lakhs )

19.1 Statement showing bifurcation of Short Term Provision:			
Particular	As at March, 2024	As at March, 2023	As at March, 2022
I Provision for Income Tax	74.80	4.62	0.00
II Provision For Expense	-	-	5.77
Total	74.80	4.62	5.77

**Notes:**

- i) The figures disclosed above are based on Restated Standalone Summary Statements of Assets and Liabilities of the Company.
- ii) The above statement should be read with the notes to Restated Standalone Summary Statements as appearing in Annexure IV.



## TRANS INDIA HOUSE IMPEX LIMITED

CIN: L74110GJ19B7PLC152434

### Annexure 20: Statement Showing Revenue From Operations As Restated

(Amount in Lakhs)

#### 20.1 Statement showing details of revenue from operations:

Particular	2023-24	2022-23	2021-22
I Revenue from operations	7,776.01	3,248.01	-
Total	7,776.01	3,248.01	-

**Notes:**

i) The figures disclosed above are based on Restated Standalone Summary Statements of Profits and Losses of the Company.

ii) The above statement should be read with the notes to Restated Standalone Summary Statements as appearing in Annexure IV.





## TRANS INDIA HOUSE IMPEX LIMITED

CIN: L74110GJ1987PLC152434

### Annexure 21: Statement Showing Other Income As Restated

(Amount in Lakhs)

#### 21.1 Statement showing details of other income:

Particular	2023-24	2022-23	2021-22
I Interest Income	88.41	13.35	0.01
II Interest on IT refund	-	-	-
III Other Income	247.02	185.30	-
IV Rent Income	-	-	-
Total	335.43	198.65	0.01

#### Notes:

i) The figures disclosed above are based on Restated Standalone Summary Statements of Profits and Losses of the Company.

ii) The above statement should be read with the notes to Restated Standalone Summary Statements as appearing in Annexure IV.



**TRANS INDIA HOUSE IMPEX LIMITED**

CIN: L74110GJ1987PLC152434

**Annexure 22: Statement Showing Cost of Goods Traded As Restated****( Amount in Lakhs )****22.1. Statement showing bifurcation of Cost of Goods Traded:**

Particular	2023-24	2022-23	2021-22
I. Opening Stock	0.66	-	-
II. Purchases	7,249.99	2,820.18	-
III. Closing Stock	448.73	0.66	-
<b>Total</b>	<b>8,801.91</b>	<b>2,820.52</b>	<b>-</b>

**Notes:**

i) The figures disclosed above are based on Restated Standalone Summary Statements of Profits and Losses of the Company.

ii) The above statement should be read with the notes to Restated Standalone Summary Statements as appearing in Annexure IV.



## TRANS INDIA HOUSE IMPEX LIMITED

CIN: L74110GJ1987PLC152434

Annexure 23: Statement Showing Employee Benefits Expenses As Restated  
( Amount in Lakhs )

### 23.1 Statement showing details of employee benefit expenses:

Particular	2023-24	2022-23	2021-22
I Salaries, Wages and Bonus	68.19	37.79	31.36
II Director's Remuneration	4.74	0.80	-
III Staff Welfare Expense	0.99	0.63	0.13
IV Leave Encashment	-	1.16	1.24
V Mediclaim Insurance	-	1.01	0.61
VI Contribution to Provident Fund	2.23	1.34	1.88
<b>Total</b>	<b>76.16</b>	<b>42.73</b>	<b>35.23</b>

#### Notes:

i) The figures disclosed above are based on Restated Standalone Summary Statements of Profits and Losses of the Company.

ii) The above statement should be read with the notes to Restated Standalone Summary Statements as appearing in Annexure IV.

iii) Following are the remuneration paid to Directors :

Particular	2023-24	2022-23	2021-22
Mr. Mayank Jolly	1.96	-	-
Mr. Irfan Qureshi	1.96	-	-
Mr. Aaditya Patel	0.36	0.23	-
Mrs. Nidhi Bansal	0.39	0.20	-
Mr. Ankit Kumar S. Agarwal	0.07	0.37	-
<b>Total</b>	<b>4.74</b>	<b>0.80</b>	<b>-</b>

iv) List of Directors has been determined by management and relied upon by the Auditors. The Auditor has not performed any procedure to determine whether the list is complete and accurate.



## TRANS INDIA HOUSE IMPEX LIMITED

CIN: L74110GJ1987PLC152434

### Annexure 24: Statement Showing Finance Costs As Restated

( Amount in Lakhs )

#### 24.1 Statement showing details of finance cost:

Particular	2023-24	2022-23	2021-22
Bank Charges	1.86	0.14	0.01
I Bank Charges	1.86	0.14	0.01
Bank Guarantee Charges	-	-	-
II Interest Expenses	147.41	19.68	37.69
<b>Total</b>	<b>149.28</b>	<b>19.82</b>	<b>37.71</b>

#### Notes:

i) The figures disclosed above are based on Restated Standalone Summary Statements of Profits and Losses of the Company.

ii) The above statement should be read with the notes to Restated Standalone Summary Statements as appearing in Annexure IV.



## TRANS INDIA HOUSE IMPEX LIMITED

CIN: L74110GJ1987PLC152434

### Annexure 25: Statement Showing Other Expenses As Restated

( Amount in Lakhs )

#### 25.1 Statement showing details of other expenses:

Particular	2023-24	2022-23	2021-22
<b>Direct Expenses</b>			
I Freight and Transportation Charges	5.28	121.83	-
II Labour Charges	-	-	-
III Power Charges	1.19	-	-
IV Site Expenses	-	-	-
	<b>6.47</b>	<b>121.83</b>	<b>-</b>
<b>Administrative Expenses</b>			
I Advertising Expenses	13.49	6.35	0.53
II Audit Fees	1.85	1.65	0.55
III Commission & Brokerage	522.01	27.07	-
IV Communication Expenses	1.70	0.36	0.31
V Insurance Charges	4.66	0.33	-
VI Legal, Professional & Consultancy Charges	88.61	22.93	5.71
VII Loss on Sale of Assets	-	-	-
VIII Office and General Expenses	16.07	6.66	1.53
IX Printing And Stationery	0.49	0.39	0.14
X Rent, Rates & Taxes	9.68	8.82	-
XI Repairs & Maintenance	0.61	0.39	0.15
XII Travelling And Conveyance Expense	38.16	21.37	1.38
XIII Clearing and Forwarding Expense	54.80	26.34	-
XIV Sundry Balances Written Off	-	15.90	-
XV Penalty & Interest Expense	5.24	-	-
	<b>755.36</b>	<b>138.57</b>	<b>10.29</b>
<b>Total</b>	<b>761.83</b>	<b>260.39</b>	<b>10.29</b>

#### 25.2 Statement showing details of Payment to Auditor:

Particular	2023-24	2022-23	2021-22
I Statutory Audit	1.85	1.65	0.40
II Tax Audit	-	-	-
III Certification and Other Matters	-	-	0.15
<b>Total</b>	<b>1.85</b>	<b>1.65</b>	<b>0.55</b>

#### Notes:

i) The figures disclosed above are based on Restated Standalone Summary Statements of Profits and Losses of the Company.

ii) The above statement should be read with the notes to Restated Standalone Summary Statements as appearing in Annexure IV.



## TRANS INDIA HOUSE IMPEX LIMITED

CIN: L74110GJ1987PLC152434

Annexure 2a: Statement Showing Earnings per equity share As Restated

( Amount in Lakhs )

2a.1 Statement showing details of earning per share:

Particular	2023-24	2022-23	2021-22
Number of shares at the beginning of the year	16,900,000.00	16,900,000.00	16,900,000.00
Number of shares at the end of the year	35,526,000.00	16,900,000.00	16,900,000.00
Weighted average number of shares	25,113,036.00	16,900,000.00	16,900,000.00
Profit After Tax	246.73	290.57	-83.13
Earning Per Share (Rs.)	0.98	1.72	-0.49

(i) Formula:

Basic Earnings per share(INR)  $\frac{\text{Profit/Loss after tax (as restated) attributable to equity share holders for the periods}}{\text{Weighted average number of equity shares}}$

Diluted Earnings per share(INR)  $\frac{\text{Profit/Loss after tax (as restated) attributable to equity share holder for the periods(after adjustment for diluted earnings)}}{\text{Weighted average number of equity shares}}$

Return on Net Worth(%)  $\frac{\text{Profit/Loss after tax (as restated) attributable to equity share holders for the periods}}{\text{Net Worth at the end of the periods}}$

Net Asset value per equity share(INR)  $\frac{\text{Net Worth at the end of the periods}}{\text{Total number of equity shares outstanding at the end of the periods}}$

- i) Net worth for the ratios mentioned represents sum of paid up share capital, reserves and surplus (securities premium and surplus in the Statement of Profits and Losses)
- ii) The figures disclosed above are based on the Restated Standalone Summary Statements of Assets and Liabilities of the Company.
- iv) The above statement should be read with the notes to Restated Standalone Summary Statements as appearing in Annexure IV.



## TRANS INDIA HOUSE IMPEX LIMITED

CIN: L74110GJ1987PLC152434

### Annexure 27: Statement Showing Reconciliation of Restated Profit

( Amount in Lakhs )

27.1 Reconciliation of Profits			
Particular:	As at March, 2024	As at March, 2023	As at March, 2022
<b>I Profit As Per Signed Balance Sheet</b>	<b>245.21</b>	<b>292.09</b>	<b>-83.33</b>
<b>(Increase)/ Decrease in Expense</b>			
Restatement of Provision For Income Tax	-	-	-
Restatement of Deferred Tax Asset	-	-	-
Restatement of Earlier Year Tax	1.52	(1.52)	-
Restated Adjustment	-	-	-
Gratuity Expenses	-	-	-
Finance Cost	-	-	-
Other Expenses	-	-	-
Prior Period Items as per Signed Financials	-	-	-
<b>Profit As Per Restated Financials</b>	<b>246.73</b>	<b>290.57</b>	<b>-83.33</b>

#### Notes:

The above statement should be read with the notes to Restated Standalone Summary Statements as appearing in Annexure IV.

#### 1) Prior Period Expenses

For the year March 31, 2024, Tax expenses to the extent of Rs. 1.52 Lakhs were charged in respect of the earlier year as a prior period tax. In Restated Standalone Summary Statements, These expenses have been appropriately restated for the year ended March 31, 2023.

#### 2) Material Regrouping

Appropriate adjustments have been made in the Restated Standalone Summary Statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financials of the company for the year ended March 31, 2024 prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations 2009 (amended).

#### 3) Related Party Transactions

Certain disclosures in respect of related party transactions were either not included or the amounts were incorrectly considered in the earlier audited financial statements have now been rectified in the Restated Standalone Summary Statements based on the examination report issued by auditors.

#### 4) Impact of Audit Qualifications / Observations in Statutory Auditors' Report on Financial Statements

There have been no audit qualifications / observations in the Statutory Auditors' Report which require adjustments in Restated Standalone Summary Statements.







## TRANS INDIA HOUSE IMPEX LIMITED

CIN: L74110GJ1987PLC152434

### Annexure 27: Statement Showing Reconciliation of Restated Profit ( Amount in Lakhs )

27.1. Reconciliation of Profits			
Particular	As at March, 2024	As at March, 2023	As at March, 2022
<b>I Profit As Per Signed Balance Sheet</b>	<b>245.21</b>	<b>292.09</b>	<b>-83.33</b>
<b>(Increase)/ Decrease in Expense</b>			
Restatement of Provision For Income Tax	-	-	-
Restatement of Deferred Tax Asset	-	-	-
Restatement of Earlier Year Tax	1.52	(1.52)	-
Restated Adjustment			
Gratuity Expenses	-	-	-
Finance Cost	-	-	-
Other Expenses	-	-	-
Prior Period Items as per Signed Financials	-	-	-
<b>Profit As Per Restated Financials</b>	<b>246.73</b>	<b>290.57</b>	<b>-83.33</b>

**Notes:**

The above statement should be read with the notes to Restated Standalone Summary Statements as appearing in Annexure IV.

**1) Prior Period Expenses**

For the year March 31, 2024, Tax expenses to the extent of Rs. 1.52 Lakhs were charged in respect of the earlier year as a prior period tax. In Restated Standalone Summary Statements, These expenses have been appropriately restated for the year ended March 31, 2023.

**2) Material Regrouping**

Appropriate adjustments have been made in the Restated Standalone Summary Statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financials of the company for the year ended March 31, 2024 prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations 2009 (amended).

**3) Related Party Transactions**

Certain disclosures in respect of related party transactions were either not included or the amounts were incorrectly considered in the earlier audited financial statements have now been rectified in the Restated Standalone Summary Statements based on the examination report issued by auditors.

**4) Impact of Audit Qualifications / Observations in Statutory Auditors' Report on Financial Statements**

There have been no audit qualifications / observations in the Statutory Auditors' Report which require adjustments in Restated Standalone Summary Statements.



## TRANS INDIA HOUSE IMPEX LIMITED

CIN: L74110GJ1987PLC152434

### Annexure 29 : Statement Showing Ratios As Restated

#### 29.1. Statement showing ratios:

Particular	As at March, 2024	As at March, 2023	As at March, 2022
I Current Ratio	1.06	0.99	0.48
II Debt Equity Ratio	1.44	1.58	-0.96
III Debt Service Coverage Ratio	0.13	0.32	-1.21
IV Return On Equity Ratio	17.94%	165.47%	21.17%
V Inventory Turnover Ratio	30.30	8,940.45	-
VI Trade Receivables Turnover Ratio	1.67	3.33	-
VII Trade Payables Turnover Ratio	2.36	5.11	-
VIII Net Capital Turnover Ratio	16.56	-155.16	-
IX Net Profit Ratio	3.17%	8.95%	0.00%
X Return On Capital Employed	31.61%	64.06%	234.69%

(a) Current Ratio = Current Assets / Current Liabilities

(b) Debt Equity Ratio = Total Debt / Shareholders Equity

(c) Debt Service Coverage Ratio = EBITDA / (Principal+Interest)

(d) Return on Equity Ratio = Net Profit after Taxes / Average shareholders' equity

(e) Inventory Turnover Ratio = Cost of goods sold or Sales / Average inventory

(f) Trade Receivable Turnover Ratio = Revenue from Operations / Average trade receivables

(g) Trade Payable Turnover Ratio = Purchase / Average trade payables

(h) Net Capital Turnover Ratio = Net sales / Average working capital

(i) Net Profit Ratio = Net profit after taxes / Total revenue

(j) Return on Capital Employed = Earnings before interest and taxes / Capital employed

(k) Return on investment / Total assets = PAT / Total assets

#### Notes:

i) The figures disclosed above are based on Restated Standalone Summary Statements of Assets and Liabilities of the Company.

ii) The above statement should be read with the notes to Restated Standalone Summary Statements as appearing in Annexure IV.



## TRANS INDIA HOUSE IMPEX LIMITED

CIN: L74110GJ1987PLC152434

### Annexure 30: Tax Shelter

( Amount in Lakhs )

30.1 Tax Shelter:			
Particular	As at March, 2024	As at March, 2023	As at March, 2022
Restated Profit before tax	321.42	295.19	-83.33
Tax Rate (%)	25.167%	25.167%	25.167%
Tax at notional rate on profits	<b>80.89</b>	<b>74.29</b>	<b>-20.97</b>
<b>Adjustments:</b>			
<b>I Permanent Differences</b>			
Expenses disallowed under Income Tax Act, 1961			
Section 40	-	0.61	-
Section 43B	-	-	0.11
Section 37	-	0.01	0.53
Section 36	-	0.16	-
	<b>-</b>	<b>0.78</b>	<b>0.64</b>
<b>II Temporary Differences</b>			
Depreciation Differences			
As per Income Tax Act, 1961	-	-	0.05
As per Companies Act, 2013	-	-	0.11
Gratuity Differences			
As per Income Tax Act, 1961	-	-	-
As per Companies Act, 2013	-	-	-
	<b>-</b>	<b>-</b>	<b>0.07</b>
Taxable Income/(Loss)	<b>321.42</b>	<b>295.98</b>	<b>-82.62</b>
Less : Set Off of Unabsorbed losses and depreciation	-	<b>282.98</b>	-
Net Taxable Income/(Loss)	<b>321.42</b>	<b>13.00</b>	<b>-82.62</b>
Tax as per Normal Calculation	<b>80.89</b>	<b>3.27</b>	-
Tax paid		<b>3.27</b>	-

**Notes:**

i) The aforesaid statement of Tax Shelters has been prepared as per Restated Standalone Summary Statements of Profits and losses of the Company.

ii) The above statement should be read with the notes to Restated Standalone Summary Statements as appearing in Annexure IV.

iii) The aforesaid calculation of Tax for the year ended March, 2024 has been determined by the management and relied upon by the auditors as Income Tax Return for the Financial Year 2023-2024 is pending to be filed. The Auditor has not performed any procedure to determine whether the list is complete and accurate.



# TRANS INDIA HOUSE IMPEX LIMITED

CIN: L74110GJ1987PLC152434

## Annexure 31: Capitalisation

( Amount in Lakhs )

31.1 Capitalisation:		
Particular	Pre Issue	Post Issue
Borrowings		
i Long Term Debt	-	
ii Short Term Debt	2,820.32	
	<b>2,820.32</b>	
Shareholders' funds		
i Equity share capital	3,552.60	
ii Reserve and surplus - as restated	-1,588.03	
	<b>1,964.57</b>	
<b>Long term debt / shareholders funds</b>	-	
<b>Total debt / shareholders funds</b>	<b>1.44</b>	

### Notes:

i) The above ratios has been computed on the basis of Restated Standalone Summary Statement of Assets and Liabilities as of March 31, 2024 on standalone basis.

ii) The corresponding post Right issue capitalization data for each of the amount given in the above table is not determinable at this stage pending the completion of the Right Issue and hence the same has not been provided in the above statement.



**LIMITED REVIEWED RESULTS FOR THE QUARTER ENDED JUNE 30, 2024**



8, Subh Bunglows,  
Nr. Geet Govind Society, Thaltej,  
Ahmedabad-380059  
✉ manojca1991@gmail.com

**MANOJ ACHARYA & ASSOCIATES**  
CHARTERED ACCOUNTANTS

Limited Review Report on Unaudited Quarterly Financial Results of the Company Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,  
The Board of Directors  
Trans India House Impex Limited  
B-1101, Titanium Square,  
B/H. Sarveshwar Tower,  
Opp. B.M.W. Show Room,  
Thaltej, Ahmedabad - 380054

1. We have reviewed the accompanying Statement of unaudited financial results of **Trans India House Impex Limited** ("Company") for the quarter ended 30<sup>th</sup> June, 2024 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. This Statement, which is the responsibility of the Company's management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 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.
3. 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 of financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.





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Nr. Geet Govind Society, Thaltej,  
Ahmedabad-380059  
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**MANOJ ACHARYA & ASSOCIATES**  
CHARTERED ACCOUNTANTS

4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Manoj Acharya & Associates  
Chartered Accountants  
FRN.: 114984W

Mudit Singhal  
(Partner)  
M.No. : 187823



UDIN NO.: 24187823BKFQGO3532  
Date : 12/08/2024  
Ahmedabad

**TRANS INDIA HOUSE IMPEX LIMITED**  
(Formerly known as IO System Limited)



Registered Office: B-1101, Titanium Square, B/h. Sarveshwar Tower, OFF. B.M.W. Show Room, Thaltej, Ahmedabad - 380 054, Gujarat, INDIA  
Email: compliance@tihil.co.in; Tel +91-79-46008109 Website: www.tihil.co.in  
CIN: L74110GJ1987PLC152434

**STATEMENT OF UN-AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2024**

All amount in Rs. Lakhs unless otherwise stated

Sr. No	Particulars	Quarter Ended		Year Ended	
		30/06/2024 (Un-Audited)	31/03/2024 (Audited)	30/06/2023 (Un-Audited)	31/03/2024 (Audited)
<b>PART I</b>					
1	<b>Income from Operations</b>				
a)	Revenue from Operations	603.55	998.40	1,273.13	7,776.01
b)	Other Income	53.88	81.90	36.59	335.43
	<b>Total Income from Operations</b>	<b>657.44</b>	<b>1,080.30</b>	<b>1,309.72</b>	<b>8,111.44</b>
2	<b>Expenses</b>				
a)	Cost of materials consumed	-	-	-	-
b)	Purchase of stock in trade	51.19	1,292.83	1,139.03	7,249.99
c)	Changes in inventories of finished goods, work-in-progress and stock-in-trade	446.53	(446.80)	0.66	(448.07)
d)	Employees benefit expense	21.38	32.49	12.92	76.16
e)	Finance costs	63.64	56.56	21.12	147.41
f)	Depreciation and amortisation expense	2.15	0.23	-	0.84
g)	Other expenses	40.62	(2.19)	90.96	763.70
	<b>Total expenses</b>	<b>625.52</b>	<b>933.11</b>	<b>1,264.69</b>	<b>7,790.02</b>
3	<b>Profit(+)/Loss(-) before exceptional items &amp; taxes (1-2)</b>	<b>31.92</b>	<b>147.19</b>	<b>45.03</b>	<b>321.42</b>
4	Exceptional Items	-	-	-	-
5	<b>Profit(+)/Loss(-) before tax (3-4)</b>	<b>31.92</b>	<b>147.19</b>	<b>45.03</b>	<b>321.42</b>
6	Tax Expense	7.90	32.41	11.35	76.21
7	<b>Profit after tax (5-6)</b>	<b>24.02</b>	<b>114.78</b>	<b>33.68</b>	<b>245.21</b>
8	<b>Other Comprehensive Income</b>				
9	<b>Total Comprehensive Income (7+8)</b>	<b>24.02</b>	<b>114.78</b>	<b>33.68</b>	<b>245.21</b>
10	Paid up Equity Share Capital (Face Value per share Rs. 10/-)	3,552.60	3,552.60	2,092.50	3,552.60
11	Reserve Excluding Revaluation Reserves	-	-	-	(1,588.03)
12	<b>Earning Per Share (EPS)</b>				
	Basic & diluted EPS (not annualised) (In Rs.)	0.07	0.32	0.16	0.69
	Basic & diluted EPS after Extraordinary Items (not annualised) (In Rs.)	0.07	0.32	0.16	0.69

For Trans India House Impex Limited

Date: 12/08/2024  
Place: Ahmedabad



Mayank Suresh  
Jolly

Chairman and  
Whole-Time  
Director  
DIN: 09366175

Mitesh Rajput

Director  
DIN: 06772154

Irfan  
Abdulahimbhai  
Qureshi

Whole-Time  
Director  
DIN: 09494589



Notes :	
1	The above Un-Audited Standalone Financial Results of the Company for the Quarter ended 30th June, 2024 have been reviewed by the Audit Committee & approved by the Board of Directors of the Company at their respective meetings held on Monday, 12th August 2024.
2	The above Un-Audited Standalone Financial Results of the Company for the Quarter ended 30th June, 2024 have been prepared in accordance with the Companies ( Indian Accounting Standards) Rules 2015 (Ind AS), prescribed under section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable.
3	In line with Ind AS - 108 - "Operating Segments", The Company operates only in one segment i.e. Trading of Goods. As such reporting is done on a single segment basis.
4	The figures of the previous periods quarter/year have been regrouped/rearranged/recasted wherever considered necessary.
5	The Un-Audited Standalone Financial Results of the Company for the Quarter ended 30th June, 2024 are available on the Company's website and also on the website of the BSE Limited where the Equity shares of the Company are listed.
6	The figures of the Quarter ended 31st March 2024 are the balancing figure between Audited figures in respect of the full financial year.
7	The Statutory Auditors of the Company have carried out "Limited Review" of the Un-Audited Standalone Financial Results of the Company for the Quarter ended 30th June, 2024. The Limited Review Report is annexed herewith. The Statutory Auditors have expressed an unmodified opinion.
8	In terms of Regulation 33(2)(b) of the SEBI LODR Regulations, 2015, the Un-Audited Standalone Financial Results of the Company for the Quarter ended 30th June, 2024 are signed by the Chairman (Whole-Time Director) of the Board and other Two Promoter Directors of the Company who are Authorized to sign on behalf of the Board of Directors.



## ACCOUNTING RATIOS

The following tables present certain accounting and other ratios computed on the basis of amounts derived from the Restated Audited Financial Statements included in “*Financial Statements*” on page 103 of this Draft Letter of Offer:

Particulars	As at and for the year ended March 31, 2024
<b>Restated Basic EPS (₹)</b>	0.09
<b>Restated Diluted EPS (₹)</b>	0.09
<b>Restated Return on Net Worth (%)</b>	6.90%
<b>Restated Net Worth (₹ Lakhs)</b>	1964.57
<b>Restated Net Asset Value per Equity Share (₹)</b>	5.53
<b>Restated EBITDA (₹ Lakhs)</b>	470.07

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

<b>Basic EPS</b>	Profit and loss attributable to Equity shareholders of Company / Weighted average number of Equity shares outstanding at the end of the period
<b>Diluted EPS</b>	Profit and loss attributable to Equity shareholders of Company / Weighted average number of Equity shares outstanding at the end of the period as adjusted for treasury shares and for the effects of all dilutive potential equity shares
<b>Return on Net Worth</b>	Profit/(loss) after tax for the period as presented in the consolidated statement of profit and loss in the Financial Statements / Net Worth
<b>Net Worth</b>	Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation
<b>Net Asset Value per Equity Share</b>	Net Worth / Number of Equity Shares subscribed and fully paid outstanding as at the end of March 31, 2024
<b>EBITDA</b>	Profit/(loss) after tax for the period adjusted for income tax expense, finance costs, depreciation and amortisation expense, exceptional items, other income as presented in the Audited Consolidated Financial Statements

## STATEMENT OF CAPITALIZATION

(In ₹ Lakhs)

Particulars		Pre-Issue as of March 31, 2024	As adjusted for the issue (Post Issue) *
<b>Borrowings:</b>			
Current borrowings	<b>A</b>	2820.32	[●]
Non-current borrowings	<b>B</b>	0.00	[●]
<b>Total borrowings</b>	<b>C=A+B</b>	2820.32	[●]
<b>Shareholder's fund (Net worth)</b>			[●]
Share Capital	<b>D</b>	3552.60	[●]
Other Equity <sup>^</sup>	<b>E</b>	0.00	[●]
<b>Total shareholder's fund (Net worth)</b>	<b>F=D+E</b>	3552.60	[●]
<b>Non-current borrowing's/shareholder's fund (Net worth) ratio</b>	<b>B/F</b>	0.00	[●]
<b>Total borrowings /shareholders' funds (Net worth) ratio</b>	<b>C/F</b>	0.79	[●]

*\*To be updated in the Letter of Offer*

*^excludes non-controlling interest*

### Notes:

1. Non-current borrowings are considered as borrowings other than short term borrowings and include current maturities of long-term borrowings.

## **MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*The following is intended to convey our management’s perspective of our financial condition and operating performance as at and for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022, including the respective notes thereto, and the related auditors’ reports thereon, included in “Financial Statements” on page 103 of this Draft Letter of Offer]. Unless otherwise stated, the financial information used in this section has been derived from our Audited Financial Statements and our September Financial Results.*

*Our Fiscal commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Fiscal are to the 12 months ended March 31 of that particular year. In this Draft Letter of Offer, unless specified otherwise, any reference to the “the Company” or “our Company” or to “us” refers to Trans India House Impex Limited,*

*This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements. Given these uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in “Risk Factors” and “Our Business” on pages 21 and 86 respectively of this Draft Letter of Offer, which discuss a number of factors and contingencies that could affect our financial condition and results of operations. Also see “Forward Looking Statements” on page 17 of this Draft Letter of Offer.*

### **BUSINESS OVERVIEW**

Trans India House Impex Ltd (TIHIL), formerly known as IO System Limited is a service-oriented export trading company providing domestic and international companies the opportunity to import and export products to new and existing markets.

Through comprehensive business relationships worldwide, varying from shipping logistics to government-backed trade finance, Trans India House Impex Ltd (TIHIL) has developed unparalleled networking capabilities for profitable international business. These established associations are invaluable assets for the promotion of trade and international business.

We have strong network across globe, and we work together to collaborate, design & produce work that we are proud of, for folks that believe in. TIHIL is specialized in exports of Ceramic Tiles, Textiles, Fabrics, FMCG, Packaging, and such other numerous products and has successfully created a robust footprint in Western African countries, U.A.E. and the like.

Since its inception, Trans India House Impex Limited (TIHIL) has established itself as a trusted partner in global trade. As a leading export company, we specialize in delivering high-quality products to markets around the world. With a commitment to excellence, integrity, and innovation, we strive to exceed our clients' expectations at every turn. Leveraging our extensive network, industry expertise, and dedication to customer satisfaction, we facilitate seamless transactions and foster long-lasting relationships.

### **SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies have been applied consistently to the periods presented in the Financial Statements. For details of our significant accounting policies, please refer section titled “Financial Information” on page 103 of this Draft Letter of Offer.

### **CHANGE IN ACCOUNTING POLICIES IN PREVIOUS 3 YEARS**

Except as mentioned in the Notes to the Accounts in the chapter “Financial Information” on page 103 of this Draft Letter of Offer has been no change in accounting policies in last 3 years.

### **RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS**

***The Statutory Audit Report for the financial year ended 2023-24 contains no observations, reservations or adverse remarks other than reference to the Secretarial Audit Report for the financial year ended 2023-24:***

During the financial years 2023-24 our secretarial auditor has made certain observation wrt penalties imposed on the Company by the Stock Exchange for the Late Submission/Non-Compliances of the LODR Regulations:

3. Regulation 18 for quarter ended June 2023 – BSE levied penalty of Rs.80,000/- + GST
4. Regulation 19 for quarter ended June 2023 – BSE levied penalty of Rs.80,000/- + GST

While no show cause notices have been received for any regulatory action against the Company.

## **RESULTS OF OPERATIONS**

The following table sets out selected data from the Restated Financial Statements for Financial Year 2024 and Financial Year 2023, together with the percentage that each line item represents of our total revenue for the periods presented.

(₹ in Lakhs)

Particulars	FY 2024		FY 2023	
	₹ in Lakhs	% of total income	₹ in Lakhs	% of total income
<b>Income</b>				
Revenue from operations	7776.01	95.86	3248.01	94.24
Other Income	335.43	4.14	198.65	5.76
<b>Total Income from Operations</b>	<b>8111.44</b>	<b>100.00</b>	<b>3446.66</b>	<b>100.00</b>
<b>Expenses</b>				
Cost of goods traded	6801.91	83.86	2828.52	82.07
Employee Benefit Expenses	76.16	0.94	42.73	1.24
Depreciation and amortization expenses	0.84	0.01	0.00	0.00
Finance cost	149.28	1.84	19.82	0.58
Other Expenses	761.83	9.39	260.39	7.55
<b>Total Expenses</b>	<b>7790.02</b>	<b>96.04</b>	<b>3151.47</b>	<b>91.44</b>
Profit / (Loss) before exceptional items and Tax	<b>321.42</b>	3.96	<b>295.19</b>	<b>8.56</b>
Exceptional Items	0.00	0.00	0.00	0.00
Profit /(Loss) before tax	321.42	3.96	295.19	<b>8.56</b>
<b>Tax Expense</b>				
Current Tax	(74.80)	(0.92)	(4.62)	(0.09)
Deferred Tax	0.12	0.00	0.00	0.00
Short /Excess Provision of Last Year	0.00	0.00	0.00	0.00
<b>Profit / (Loss) After Tax</b>	<b>246.73</b>	3.02	<b>290.57</b>	<b>8.43</b>
<b>Total Comprehensive Income /(Loss) for the Year</b>	<b>246.73</b>	3.02	<b>290.57</b>	<b>8.43</b>
Earnings per Share (Basic) (in Rs.)	<b>0.98</b>		<b>1.72</b>	
Earnings per Share (Diluted) (in Rs)	<b>0.98</b>		<b>1.72</b>	

### **Total Income**

### **Revenue from Operations**

Our revenue from operations comprises of sale of goods at domestic and export levels.

#### ***Other Income***

Other income is comprised primarily of interest income, dividend income and income from liabilities no longer payable.

#### ***Expenses***

Our expenses consist of purchase of stock in trade, change in inventories, employee benefit expense, depreciation on fixed assets, finance costs and other expenses.

#### ***Cost of Goods Traded***

Cost of goods traded includes the purchases of the goods for resale during the year.

#### ***Employee Benefit expenses***

Employee benefit expense consists of salaries, wages, bonus, contribution to provident Fund and other funds and other staff welfare expenses.

#### ***Depreciation Expenses***

Depreciation consists of depreciation on tangible and intangible assets owned by our company.

#### ***Finance Costs***

Finance costs consist of interest expenses and other borrowing costs

#### ***Other Expenses***

Other expenses include clearing forwarding insurance expenses, transportation and freight, advertising, rent, office expenses, electricity expenses, packaging expenses, postage and courier and sales promotion.

#### ***Tax Expenses***

Tax expense comprises of current tax, deferred tax and prior period adjustments. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with applicable tax rates and the provisions of applicable tax laws. Deferred tax liability or credit is recognized based on the difference between taxable profit and book profit due to the effect of timing differences and treatment of expenses. Our deferred tax is measured based on the applicable tax rates and tax laws that have been enacted or substantively enacted by the relevant balance sheet date.

### **Comparison of Historical Results of Operations**

#### **Financial Year 2024 compared to Financial Year 2023**

##### ***Total Revenue***

The total revenue for financial year ended March 31, 2024, increase to ₹ 8111.44 lakhs from ₹ 3446.66 lakhs during the financial year ended March 31, 2023, an increase of ₹ 4664.78 lakhs or 235.34%. This increase was due to an increase in sales and other income.

##### ***Revenue from Operations***

Our revenue from operations for the year ended March 31, 2024, increased to ₹ 7776.01 lakhs from ₹ 3248.01 lakhs during the financial year ended March 31, 2023, an increase of ₹ 4528.00 lakhs or 239%. This increase was due to an increase in sales.

#### ***Other Income***

Other income increased from ₹. 198.65 lakhs for the year ended March 31, 2023, to ₹ 335.43 lakhs for the year ended March 31, 2024, an increase of ₹136.78 lakhs or 168.86%, This decrease was mainly due to writing off unsecured loans in FY 22-23.

#### ***Expenses***

Our total expenses increased from ₹ 3151.47 lakhs for the financial year ended March 31, 2023, to ₹ 7790.02 lakhs for the financial year ended March 31, 2024, which was an increase of ₹ 4638.55 lakhs or 247.17% This is mainly due to increase in operations during the Financial year ended March 31, 2024.

#### ***Cost of Material Traded***

Our cost of material traded Increased from ₹ 2828.52 lakhs for the financial year ended March 31, 2023, to ₹ 6801.91 lakhs for the year ended March 31, 2024, which is an increase of ₹ 3973.39 lakhs or 240.48%. This is due to increase in operations during the financial year ended March 31, 2024.

#### ***Employee benefit Expenses***

Employee benefits expense for the year ended March 31, 2024, was ₹ 76.16 lakhs compared to ₹ 42.73 lakhs for the year ended March 31, 2023. This was an increase of ₹ 33.43 lakhs or 178.22% over the previous year. This was due to a increase in salaries to office staff and marketing staff.

#### ***Depreciation Expenses***

Depreciation for the year ended March 31, 2024, was ₹. 0.84 lakhs as compared to ₹ 0.00 lakhs for the year ended March 31, 2023, an increase ₹ 0.84 lakhs or 0.00 % This is mainly due to the fact that there were no significant additions to the Fixed Assets during the Financial year ended March 31, 2024

#### ***Finance Expenses***

Finance Expenses for the year ended March 31, 2024, was ₹ 149.28 lakhs as compared to ₹ 19.82 lakhs for the year ended March 31, 2023, an increase of ₹ 129.46 lakhs or 753.21% as there was an increase in loans and advances.

#### ***Other Expenses***

Other expenses for the year ended March 31, 2024, was ₹ 761.83 lakhs as compared to ₹ 260.39 lakhs for the year ended March 31, 2023, increase of ₹ 501.44 lakhs or 292.57% over the previous year. This is mainly due to commission expenses during the financial year ended March 31, 2024, when compared to the previous financial year.

#### ***Profit/(Loss) Before Tax***

The profit before tax for the year ended March 31, 2024, was ₹ 321.42 lakhs as compared to ₹ 295.19 lakhs for the year ended March 31, 2023, an increase of ₹ 26.23 lakhs or 108.89% This was due to an increase in Revenue from Operations and improvement in Gross Margins combined with reduction in other expenses.

#### ***Taxation***

Total tax expense for the year ended March 31, 2024, was ₹ (74.80) lakhs as compared to ₹ (4.62) Lakhs for the year ended March 31, 2023.

### ***Profit/Loss After Tax***

As a result of the aforesaid, our Company earned a profit for the year ended March 31, 2024, of ₹ 246.73 lakhs as compared to ₹ 290.57 lakhs for the financial year ended March 31, 2023.

### **CASH FLOWS**

The following table sets forth certain information relating to our cash flows:

(₹ in Lakhs)

<b>Particulars</b>	<b>March 31 2024</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
Net Cash Flow from/ (used in) Operating Activities (A)	(1532.27)	(578.83)	(61.60)
Net Cash Flow from / (used) in Investing Activities (B)	(3.87)	0.22	0.00
Net Cash Flow from / (used) in Financing Activities (C)	1610.93	716.79	62.31
<b>Net increase / (Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>74.79</b>	<b>138.18</b>	<b>0.72</b>
Cash and cash equivalents at the beginning of the year/period	140.10	1.92	1.20
<b>Cash and cash equivalents at year/ period end</b>	<b>214.89</b>	<b>140.10</b>	<b>1.92</b>

#### **Cash generated from Operating Activities**

Net cash generated from operating activities for the period ended March 31, 2024, was ₹ (1532.27) lakhs as compared to the profit before tax of ₹ 321.42 lakhs for the same period. This difference is primarily on account of increase in trade payables and receivables.

Net cash used from operating activities for the year ended March 31, 2023, was ₹ (578.83) lakhs as compared to the profit before tax of ₹ 295.19 for the same period. This difference is primarily on account of increase in business operations and hence increase in trade receivables, other current assets, income tax paid, and an increase in current liabilities.

Net cash used from operating activities for the year ended March 31, 2022, was ₹ (61.60) lakhs as compared to the profit before tax of ₹ (83.33) for the same period. There has been a decrease in trade receivables, other current assets, income tax paid, and an increase in current liabilities.

#### **Net Cash used in Investing Activities**

Net cash used in investing activities for the period ended March 31, 2024, was ₹ (3.87) lakhs. This was on account of sale of fixed assets.

Net cash used in investing activities for the year ended March 31, 2023, was ₹ (0.22) lakhs. This was on account of addition of fixed assets.

Net cash used in investing activities for the year ended March 31, 2022, was ₹ 0.00 Lakhs. This was on account of addition to fixed assets.

#### **Net Cash flow used in Financing Activities**

Net cash flows used in financing activities for the period ended 31 March 2024 was ₹ 1610.93 lakhs. This was on account of availing unsecured loan and the corresponding interest thereon.

Net cash flows generating in financing activities for the year ended March 31, 2023, was ₹ 716.79 lakhs. This was on account of increase in unsecured and secured loans.



Net cash flows generated in financing activities for the year ended March 31, 2022, was ₹ 62.31 Lakhs. This was on account of increase in unsecured and secured loans.

### **Contingent Liabilities**

Our contingent liabilities were Nil as on March 31, 2024, and as on March 31, 2023.

### **Off-Balance Sheet Arrangements**

We do not have any other off-balance sheet arrangements or other relationships with unconsolidated entities, such as special purpose vehicles, that have been established for the purposes of facilitating off-balance sheet arrangements.

## **QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK**

### ***Availability Risk:***

Industry players maintain adequate stocks to achieve optimal capacity utilization during the offseason, making their operations highly working capital-intensive and raising stockholding costs. This practice also increases price risk to some extent, since the industry could face volatility between the procurement of the inputs and the sale of the outputs, impacting margins. Companies also prefer to be located close to raw material sources.

### ***Price Risk:***

Demand Fluctuations shall impact the business of the company. Unexpected drops in demand can lead to excess inventory and reduced sales volumes. Difficulty in predicting demand can cause overproduction or underproduction, affecting supply chain efficiency. Lower sales volumes can lead to cash flow problems, affecting the ability to meet operational expenses and invest in growth.

Also increased competition can erode the market share of the company, making it harder to maintain current sales levels. Also to stay competitive, exporters might need to lower prices, which can reduce profit margins of the company. The Competitors offering similar or better products can attract customers away, affecting long-term business relationships and Customer Loyalty of our company.

### ***Credit Risk:***

On an average, players provide a credit period of 2 to 4 weeks. While this is specific to a player's internal credit policy, a high debtor turnover is desirable. Additional incentives such as cash discounts are also a common feature in the business. Companies also enter into letter of credit-based contracts for exports of DOC and other products.

## **RELATED PARTY TRANSACTIONS**

For details of our related party transactions, see "Note relating to "Related Party Transactions" on page 152 of this Draft Letter of Offer.

### **Qualitative Disclosure about Market Risk**

#### **Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations**

Other than as described in the section titled "Risk Factors" and chapter titled "Management's Discussion and Analysis of Financial Conditions and Results of Operations" on page 21 and page 164 respectively of this Draft Letter of Offer, to our knowledge there are no known trends or uncertainties that have or are expected to have a material adverse impact on our income from continuing operations.

### **Unusual or Infrequent Events or Transactions**

Except as described elsewhere in this Draft Letter of Offer, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

### **Significant economic/regulatory changes**

Government policies governing the infrastructure sector in which we operate as well as the overall growth of the Indian economy has a significant bearing on our operations. Except as disclosed in this Draft Letter of Offer, to our knowledge, there are no significant regulatory changes that materially affected or are likely to affect our income from continuing operations.

### **Major changes in these factors can significantly impact income from continuing operations.**

There are no significant economic changes that materially affected our Company's operations or are likely to affect income except as mentioned in the section titled "Risk Factors" on page 21 of this Draft Letter of Offer.

### **Expected future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known**

Other than as described in the section titled "Risk Factors" and chapter titled "Management's Discussion and Analysis of Financial Conditions and Results of Operations" on page 21 and 164 respectively, and elsewhere in this Draft Letter of Offer, there are no known factors to our knowledge which would have a material adverse impact on the relationship between costs and income of our Company. Our Company's future costs and revenues will be determined by demand/supply situation and government policies.

### **The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices**

The increase in revenue is by and large linked to increase in volume of all the activities carried out by the Company.

### **Competitive Conditions**

We expect competition in the sector from existing and potential competitors to vary. However, on account of our core strengths we will be able to stay competitive. For further details, kindly refer the chapter titled "Our Business" on page 86 of this Draft Letter of Offer.

### **Total Turnover of Each Major Business Segment**

We operate in one segment only.

### **New Product or Business Segment**

Except as disclosed in "Our Business" on page 86 of this Draft Letter of Offer, we have not announced and do not expect to announce in the near future any new products or business segments.

### **Significant dependence on a Single or Few Suppliers or Customers**

Other than as described in this Draft Letter of Offer, to our knowledge, there is no significant dependence on a single or few customers or suppliers.

### **Significant Developments since last balance sheet date**

To our knowledge no circumstances have arisen since June 20, 2024, the date of the last financial information disclosed in this Draft Letter of Offer which materially and adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

**SECTION VI: LEGAL AND OTHER INFORMATION  
OUTSTANDING LITIGATION AND DEFAULTS**

Our Company is subject to various legal proceedings from time to time, primarily arising in the ordinary course of business. There is no outstanding litigation which has been considered material in accordance with our Company's 'Policy for Determination of Materiality', framed in accordance with Regulation 30 of the SEBI Listing Regulations, and accordingly, there is no such outstanding litigation involving our Company that requires disclosure in this Letter of Offer. However, solely for the purpose of the Issue, the following outstanding litigations have been disclosed in this section of this Letter of Offer, to the extent applicable: any outstanding civil litigation, including tax litigation, involving our Company, where the amount involved is 5% of Turnover or Net Worth of the Company for the immediately preceding financial year ("**Materiality Threshold**") or above.

Except as disclosed below, there are no outstanding litigation with respect to (i) issues of moral turpitude or criminal liability on the part of our Company; (ii) material violations of statutory regulations by our Company.

(iii) economic offences where proceedings have been initiated against our Company; (iv) any pending matters, which if they result in an adverse outcome, would materially and adversely affect our operations or our financial position.

Pre-litigation notices received by our Company from third-parties (excluding notices pertaining to any offence involving issues of moral turpitude, criminal liability, material violations of statutory regulations or proceedings related to economic offences) shall not be evaluated for materiality until such time our Company are impleaded as defendants in litigation proceedings before any judicial forum.

**OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS**

**A. LITIGATION INVOLVING COMPANY**

**I. Litigation against Company**

1. Criminal Proceedings - Nil
2. Actions taken by Statutory/Regulatory Authorities - Nil
3. Tax Proceedings – Nil

Particulars of Case (Names of parties and Adjudication Authority)	Ref. No. / Assessment Year	Amount Involved (in ₹)
<b>GST</b>		
IT Commissioner of Trade Tax, Noida (U.P. Sales Tax)	1997-1998	1,16,536/-
IT Commissioner of Trade Tax, Noida (U.P. Central/Local)	1998-1999	45,254/-
Assistant Commissioner IX, Delhi Sales Tax	2000-2001	71, 789/-
Additional Commissioner II, Delhi Sales Tax	2001-2002	25,72,528/-
Additional Commissioner II, Delhi Sales Tax	2003-2004	18,65,674/-
STO Delhi Sales Tax	2004-2005	2,30,073/-
CT III, T.N. Sales Tax Appeal, Assistant Commissioner	2000-2001	1,84,849/-
CT III, T.N. Sales Tax Appeal, Assistant Commissioner	2002-2003	1,40,111/-
Assistant Commissioner, South Circle, Directorate of Commercial West Bengal	1999-2000	2,88,098/-
Assistant Commissioner, South Circle, Directorate of Commercial West Bengal	2000-2001	90,650/-
Assistant Commissioner, South Circle, Directorate of Commercial West Bengal	2002-2003	10,11,106/-

Particulars of Case (Names of parties and Adjudication Authority)	Ref. No. / Assessment Year	Amount Involved (in ₹)
<b>GST</b>		
Customs, Excise, and Gold (Control) Appellate Tribunal, New Delhi	1999-2001	69,969/- (Interest and Penalty)
Customs, Excise, and Gold (Control) Appellate Tribunal	2002-2003	19,427/- (Interest and Penalty)
Customs, Excise, and Gold (Control) Appellate Tribunal	Valuation Case	15,09,876/- (Excise Duty)

4. *Disciplinary action against Company by SEBI or any stock exchange in the last five Financial Years - Nil*
5. *Other Material Civil Litigations - Nil*

## **II. Litigation by our company:**

1. *Criminal Proceedings - Nil*
2. *Actions Taken by Statutory/Regulatory Authorities - Nil*
3. *Tax Proceedings – Nil*
4. *Other Material Litigations-Nil*

## **B. LITIGATION INVOLVING PROMOTERS / PROMOTER GROUP**

### **I. Cases filed against our Promoters / Promoter Group**

1. *Criminal Proceedings - Nil*
2. *Actions taken by Statutory/Regulatory Authorities - Nil*
3. *Tax Proceedings - Nil*
4. *Disciplinary action against Company by SEBI or any stock exchange in the last five Financial Years - Nil*
5. *Other Material Civil Litigations - Nil*

### **II. Cases filed by our Promoters / Promoter Group:**

1. *Criminal Proceedings - Nil*
2. *Actions taken against Statutory/Regulatory Authorities - Nil*
3. *Tax Proceedings - Nil*
4. *Disciplinary action against Promoter / Promoter Group by SEBI or any stock exchange in the last five Financial Years - Nil*
5. *Other Material Civil Litigations – Nil*

## **C. LITIGATION INVOLVING OUR DIRECTORS (Excludes Promoter Directors)**

### **I. Cases filed against our Directors:**

1. *Criminal Proceedings – I (Against Director Mr. Mitesh Surendrasinh Rajput)*
2. *Actions taken by Statutory/Regulatory Authorities - Nil*
3. *Tax Proceedings - Nil*
4. *Disciplinary action against Company by SEBI or any stock exchange in the last five Financial Years - Nil*
5. *Other Material Civil Litigations – Nil*

### **II. Cases filed by our Directors:**

1. *Criminal Proceedings - Nil*
2. *Actions taken against Statutory/Regulatory Authorities - Nil*
3. *Tax Proceedings - Nil*
4. *Disciplinary action against Directors by SEBI or any stock exchange in the last five Financial Years - Nil*
6. *Other Material Civil Litigations – Nil*

## **D. OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS**

Details of outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as of March 31, 2024, and March 31, 2023, by our Company, are set out below:

(₹ in lakhs)

Type of creditors	Number of creditors as on March 31, 2024	Amount involved as on March 31, 2024	Number of creditors as on March 31, 2023	Amount involved as on March 31, 2023
Material creditors	36	105.78	4	776.83
Micro, Small and Medium Enterprises	59	108.97	15	17.38
Other creditors	380	1974.52	51	102.29
<b>Total</b>	<b>475</b>	<b>2,189.28</b>	<b>70</b>	<b>896.50</b>

## II. DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

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

## III. MATERIAL DEVELOPMENTS

Except as stated below and in this Draft Letter of Offer, to our knowledge, no circumstances have arisen since March 31, 2024, which materially and adversely affect or are likely to affect our operations, performance, prospects or profitability, or the value of our assets or our ability to pay material liabilities.

## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the Issue**

The Board of Directors at its meeting held on May 30, 2024, have authorised this Issue pursuant to Section 62(1)(c) of the Companies Act, 2013.

Our Board of Directors / Rights Issue Committee has at its meeting held on [●], determined the Issue Price as ₹ [●] per Rights Equity Share and the Rights Entitlement as [●] Rights Equity Share for every [●] Equity Share held on the Record Date.

The Draft Letter of Offer was approved by the Rights Issue Committee duly constituted by the Board in their meeting on [●].

Our Company has received 'in-principle' approval letter from BSE vide letter dated [●] for listing of the Rights Equity Shares to be allotted pursuant to Regulation 28(1) of SEBI Listing Regulations. Our Company will also make applications to BSE Limited 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 Equity Shareholders of our Company. For details, see "Terms of the Issue" on page 180 of this Draft Letter of Offer.

### **Prohibition by SEBI or other Governmental Authorities**

Our Company, our Promoters, our directors and persons in control of the Promoter and the Company have not been prohibited from accessing the capital market or debarred from buying or selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any authority/court as on date of this Draft Letter of Offer.

Further, our Promoters and our Directors are not promoter or director of any other company which is debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI. None of our Directors or Promoters are associated with the securities market in any manner. There is no outstanding action initiated against them by SEBI in the five years preceding the date of filing of this Draft Letter of Offer.

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

### **Prohibition by RBI**

Neither our Company, nor our Promoter and Directors have been categorized or identified as willful defaulters or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful 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 and our Promoters are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, to the extent it may be applicable to them as on date of this Draft Letter of Offer.

### **Eligibility for the Issue**

Our Company is a listed company, incorporated under the Companies Act, 1956. The Equity Shares of our Company are presently listed on the BSE. We are eligible to undertake the Issue in terms of Chapter III of SEBI ICDR Regulations.

Pursuant to Clauses (1) and (2) of Part B1 of Schedule VI to the SEBI ICDR Regulations, our Company is required to make disclosures in accordance with Part B1 of Schedule VI to the SEBI ICDR Regulations.

### **Compliance with Regulations 61 and 62 of the SEBI ICDR Regulations**

Our Company is in compliance with the provisions specified in Clause (1) of Part B1 of Schedule VI of the SEBI ICDR Regulations as explained below:

- (i) Our Company has been filing periodic reports, statements and information in compliance with the Listing Agreement or the SEBI Listing Regulations, as applicable for the last one years immediately preceding the date of filing of this Draft Letter of Offer with the stock exchange.
- (ii) The reports, statements and information referred to above are available on the website of BSE.
- (iii) Our Company has an investor grievance-handling mechanism which includes meeting of the Stakeholders' Relationship Committee at least once every year and as and when required, appropriate delegation of power by our Board 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 B1 of Schedule VI of SEBI ICDR Regulations and is not covered under the conditions specified in Clause (3) of Part B1 of Schedule VI of SEBI ICDR Regulations, disclosures in this Draft Letter of Offer have been made in terms of Clause (4) of Part B1 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 the issue is less than ₹5000 lakhs.

### **Disclaimer from our Company and our Directors**

Our Company and our Directors accept no responsibility for statements made otherwise than in this Draft Letter of Offer or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website [www.tihil.co.in](http://www.tihil.co.in)

All information shall be made available by our Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at bidding centres or elsewhere.

Investors will be required to confirm and will be deemed to have represented to our Company, and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

No information which is extraneous to the information disclosed in this Draft Letter of Offer or otherwise shall be given by our Company or any member of the Issue management team or the syndicate to any particular section of investors or to any research analyst in any manner whatsoever, including at road shows, presentations, in research or sales reports or at bidding centre.

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 Rights Equity Shares and the Rights Entitlement, but only under circumstances and in the applicable jurisdictions. Unless otherwise specified, the information contained in this Draft Letter of Offer is current only as at its date.

### **Disclaimer in respect of Jurisdiction**

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

### **Disclaimer Clause of BSE Limited**

As required, a copy of the Draft Letter of Offer has been submitted to BSE Limited. The disclaimer clause as intimated by BSE to our Company, post scrutiny of the Draft Letter of Offer, will be included in the Letter of Offer prior to the filing with the Stock Exchange.

### **Designated Stock Exchange**

BSE Limited being the only stock exchange where the Company's shares are listed, the Designated Stock Exchange for the purposes of the Issue is BSE Limited.

### **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/ Letter of Offer, Abridged Letter of Offer, Application Form and the Rights Entitlement Letter 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 this Draft Letter of Offer/ Letter of Offer, Abridged Letter of Offer Application Form and the Rights Entitlement Letter may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders of our Company and will dispatch the Draft Letter of Offer/ Letter of Offer, Abridged Letter of Offer Application Form and the Rights Entitlement Letter only to Eligible Equity Shareholders who have provided an Indian address to our Company.

No action has been or will be taken to permit the Issue in any jurisdiction, or the possession, circulation, or distribution of the Letter of Offer, Abridged Letter of Offer 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 / 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.

### **Listing**



Our Company will apply to BSE for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

#### **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, THE DRAFT LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME.**

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. Envelopes containing an Application Form should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under this Draft Letter of Offer. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and this Draft Letter of Offer / Letter of Offer/ Abridged Letter of Offer, Application Form and the Rights Entitlement Letter will be dispatched to the Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who acquires the Rights Entitlements and the Equity Shares will be deemed to have declared, represented, warranted and agreed, by accepting the delivery of this Draft Letter of Offer, (i) that it is not and that, at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made; and (ii) is authorised to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws, rules and regulations.

Our Company, in consultation with the Registrar to the Issue, 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.

None of the Rights Entitlements or the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws in the United States. Accordingly, the Rights Entitlements and Equity Shares are being offered and sold only outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales are made.

#### **NO OFFER IN ANY JURISDICTION OUTSIDE INDIA**

**NO OFFER OR INVITATION TO PURCHASE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES IS BEING MADE IN ANY JURISDICTION OUTSIDE OF INDIA, INCLUDING, BUT NOT LIMITED TO AUSTRALIA, BAHRAIN, CANADA, THE EUROPEAN ECONOMIC AREA, GHANA, HONG KONG, INDONESIA, JAPAN, KENYA, KUWAIT, MALAYSIA, NEW ZEALAND, SULTANATE OF OMAN, PEOPLE'S REPUBLIC OF CHINA, QATAR, SINGAPORE, SOUTH AFRICA, SWITZERLAND, THAILAND, THE UNITED ARAB EMIRATES, THE UNITED KINGDOM AND THE UNITED STATES. THE OFFERING TO WHICH THIS 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 SOLICIATION 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.**

### **Filing**

This Draft Letter of Offer is being filed with the BSE as per the provisions of the SEBI ICDR Regulations. 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 from Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, this Draft Letter of Offer has been filed with Stock Exchange and not with SEBI. However, the Letter of Offer will be submitted to SEBI for information and dissemination and will be filed with the Stock Exchange.

### **Mechanism for Redressal of Investor Grievances**

Our Company has adequate arrangements for redressal of investor grievances in compliance with the SEBI Listing Regulations. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular no. CIR/ OIAE/2/2011 dated June 3, 2011. Consequently, investor grievances are tracked online by our Company.

Our Company has a Stakeholders Relationship Committee 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. MAS Services Limited is our Registrar and Share Transfer Agent. All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with the Company Secretary and Compliance Officer.

Investor complaints received by our Company are typically disposed of within 15 days from the receipt of the complaint.

### **Investor Grievances arising out of this Issue**

Investors may contact the Registrar to the Issue or our Company Secretary for any pre-Issue or post-Issue related matters. 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 “*Terms of the Issue*” at page 180 of this Draft Letter of Offer. The contact details of our Registrar to the Issue and our Company Secretary are as follows:

### **Registrar to the Issue**

Investors may contact the **Company Secretary and Compliance Officer** at the below mentioned address for any pre-Issue/post-Issue related matters such as non-receipt of Letters of Allotment / share certificates / demat credit / Refund Orders etc.

**Mr. Mrugesh A Vyas is the Company Secretary and Compliance Officer of our Company.**

### **His contact details are:**

B-1101, Titanium Square, B/h Sarveshwar Tower,  
Opp. B. M. W. Showroom, Thaltej, Ahmedabad, Gujarat – 380 054.  
**Tel:** 079-46008108  
**Fax:** -

Email: [compliance@tihil.co.in](mailto:compliance@tihil.co.in); [info@tihil.co.in](mailto:info@tihil.co.in)

### ***Consents and Expert Opinion***

Consents in writing of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, legal advisor to the Issue and the Registrar to the Issue 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 August 05<sup>th</sup> 2024, from our Manoj Acharya & Associates, Chartered Accountants, who were the Statutory Auditors for financial year ended March 31, 2024 for inclusion of their Restated Audit Report dated 10<sup>th</sup> August 2024 on our Financial Information for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022; 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. Such consent has not been withdrawn up to the date of this Draft Letter of Offer.

Our Company has received written consent dated August 05<sup>th</sup> 2024 from our Manoj Acharya & Associates, Chartered Accountants, in relation to the Statement of Tax Benefits dated October 23, 2024 in the form and context in which it appears in this Draft Letter of Offer 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. Such consent has not been withdrawn up to the date of this Draft Letter of Offer.

## SECTION VII – ISSUE 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, Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and the Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI Circulars SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (“SEBI – Rights Issue Circular”), all investors (including renouncees) shall make an application for a rights issue only through ASBA facility.*

### OVERVIEW

The Issue and the Rights Equity Shares proposed to be issued on a rights basis, are subject to the terms and conditions contained in this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Application Form and the Rights Entitlement Letter, the Memorandum of Association and the Articles of Association of our Company, the provisions of Companies Act, the terms and conditions as may be incorporated in the FEMA, the SEBI ICDR Regulations, the SEBI Listing 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 SEBI, the RBI or other regulatory authorities, the terms of Listing Agreements entered into by our Company with the Stock Exchange and terms and conditions as stipulated in the Allotment Advice.

### Important:

#### I. DISPATCH AND AVAILABILITY OF ISSUE MATERIALS:

In accordance with the SEBI (ICDR) Regulations, and the ASBA Circular, our Company will send/dispatch at least three days before the Issue Opening Date, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material (**‘Issue Materials’**) only to the Eligible Equity 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 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 the 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 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.

Further, the Letter of Offer will be sent/dispatched, by the Registrar to the Issue on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses and have made a request in this regard.

Investors can also 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 Rights Equity Shares under applicable securities laws) on the websites of:

- a) Our Company at [www.tihil.co.in](http://www.tihil.co.in);
- b) the Registrar to the Issue at [www.masserv.com](http://www.masserv.com); and
- c) the Stock Exchange at [www.bseindia.com](http://www.bseindia.com);

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at [www.masserv.com](http://www.masserv.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 (i.e., [www.tihil.co.in](http://www.tihil.co.in)).

Further, our Company will undertake all adequate steps to reach out to the Eligible Equity Shareholders who have provided their Indian address through other means, as may be feasible.

**Please note that neither our Company nor the Registrar shall be responsible for not sending the physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or 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 Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit. Resident Eligible Equity Shareholders, who are holding Equity Shares in physical form as on the Record Date, can obtain details of their respective Rights Entitlements from the website of the Registrar by entering their Folio Number.**

The distribution of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer is being filed with SEBI and the Stock Exchange. Accordingly, the Rights Entitlements and Rights Equity Shares may not be offered or sold, directly or indirectly, and the 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 re-distributed.

Accordingly, persons receiving a copy of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an application or acquire the Rights Entitlements referred to in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who makes an application to acquire Rights Entitlements and the Rights Equity Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is authorised to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India).

**Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will send the Letter of Offer, Abridged Letter of Offer, the Application Form and other applicable Issue materials primarily to email addresses of Eligible Equity Shareholders who have provided a valid e-mail address and an Indian address to our Company.**

**The Letter of Offer will be provided, primarily through e-mail, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard.**

## **II. PROCESS OF MAKING AN APPLICATION IN THE ISSUE**

*In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the 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.*

The Application Form can be used by the Eligible Equity Shareholders as well as the Renounees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense account, as applicable. For further details on the Rights Entitlements and demat suspense account, please see “*Terms of Issue—Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*” on page 192 of this Draft Letter of Offer.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense account in case of resident Eligible Equity Shareholders holding shares in physical form as at Record Date and 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 Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein:

- i) 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; or
- ii) the requisite internet banking.

**Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details, please see “*Terms of Issue—Grounds for Technical Rejection*” on page 188 of this Draft Letter of Offer. Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.**

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, - please see “*Terms of Issue—Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 184 of this Draft Letter of Offer.

#### ***Options available to the Eligible Equity Shareholders***

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- i) apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
- ii) apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- iii) apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- iv) apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for Additional Rights Equity

Shares; or

- v) renounce its Rights Entitlements in full.

***Making of an Application through the ASBA process***

An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

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>.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Our Company, their directors, their employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

*Do's for Investors applying through ASBA:*

- a. Ensure that the necessary details are filled in the Application Form including the details of the ASBA Account.
- b. Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Rights Equity Shares will be Allotted in the dematerialised form only.
- c. Ensure that the Applications are submitted with the Designated Branch of the SCSBs, and details of the correct bank account have been provided in the Application.
- d. Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including Additional Rights Equity Shares) applied for} X {Application Money of Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.
- e. Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application Form and have signed the same.
- f. Ensure that you have a bank account with SCSBs providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.
- g. Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the

Application Form in physical form or plain paper Application.

- h. Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.
- i. Ensure that your PAN is linked with Aadhaar, and you are in compliance with CBDT notification dated Feb 13, 2020 read with press release dated June 25, 2021 and September 17, 2021.

*Don'ts for Investors applying through ASBA:*

- a. Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction.
- b. Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.
- c. Do not send your physical Application to the Registrar, a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
- d. Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.
- e. Do not submit Application Form using third party ASBA account.

***Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process***

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar or the Stock Exchange. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

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 SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application. If an Eligible Equity Shareholder makes an Application both in an Application Form as well as on plain paper, both applications are liable to be rejected.

Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilise the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Trans India House Impex Limited.
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository).
3. Folio number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date)/DP and Client ID.



4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue.
5. Number of Equity Shares held as at Record Date.
6. Allotment option – only dematerialized form.
7. Number of Rights Equity Shares entitled to.
8. Number of Rights Equity Shares applied for within the Rights Entitlements.
9. Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
10. Total number of Rights Equity Shares applied for.
11. Total amount paid at the rate of ₹[●] per Rights Equity Share;
12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB.
13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE / FCNR/ NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained.
14. Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account.
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
16. An approval obtained from any regulatory authority, if required, shall be obtained by the Eligible Equity Shareholders and a copy of such approval from any regulatory authority, as may be required, shall be sent to the Registrar at [investor@masserv.com](mailto:investor@masserv.com); and All such Eligible Equity Shareholders shall be deemed to have made the representations, warranties and agreements set forth in “Restrictions on Purchases and Resales” on page 208 of this Draft Letter of Offer and shall include the following:

*“I/ We hereby make representations, warranties and agreements set forth in “Restrictions on Purchases and Resales” on page 208 of this Draft Letter of Offer.*

*I/ We acknowledge that the Company, its affiliates and others will rely upon the truth and accuracy of the representations, warranties and agreements set forth therein.”*

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at [www.masserv.com](http://www.masserv.com).

Our Company and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB, or funds are not blocked in the Investors’ ASBA Accounts on or before the Issue Closing Date.

***Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form***

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI 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 at 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 clear Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as at Record Date 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, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two clear Working Days prior to the Issue Closing Date;
- b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date.
- c) The remaining procedure for Application shall be same as set out in “*Terms of Issue—Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 184 of this Draft Letter of Offer.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as at the Record Date will not be allowed to renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialised Rights Entitlements are transferred from the suspense demat account to the respective demat accounts within prescribed timelines, can apply for Additional Rights Equity Shares while submitting the Application through ASBA process.

#### ***Application for Additional Rights Equity Shares***

Investors are eligible to apply for Additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of Additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for Additional Rights Equity Shares shall be considered, and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in “*Terms of Issue—Basis of Allotment*” on page 201 of this Draft Letter of Offer.

**Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for Additional Rights Equity Shares. Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for Additional Rights Equity Shares.**

#### ***Additional general instructions for Investors in relation to making of an application***

- a) Please read the Draft Letter of Offer carefully to understand the Application process and applicable settlement process.
- b) Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regards to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.

- c) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under “*Terms of Issue—Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 184 of this Draft Letter of Offer.
- d) Applications should be submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchange.
- e) Applications should not be submitted to the Bankers to the Issue, our Company or the Registrar.
- f) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be “suspended for credit” and no Allotment and credit of Rights Equity Shares pursuant to this Issue shall be made into the accounts of such Investors.
- g) 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. Investors applying under this Issue should note that on the basis of name of the Investors, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Therefore, Investors applying under 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. The Allotment Advice and the intimation on unblocking of ASBA Account or refund (if any) would be mailed to the address of the Investor as per the Indian address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Equity Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, or the Registrar shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.
- h) By signing the Application Forms, Investors would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.
- i) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.
- j) Investors should provide correct DP ID and Client ID/ Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) 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. The investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.
- k) In case of joint 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.

- l) All communication in connection with Application for the Rights Equity Shares, including any change in contact details of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date)/DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.
- m) Investors are required to ensure that the number of Rights Equity Shares applied by them do not exceed the prescribed limits under the applicable law.
- n) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
- o) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- p) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.
- q) Do not pay the Application Money in cash, by money order, pay order or postal order.
- r) Do not submit multiple Applications.
- s) An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and FEMA Rules.
- t) Ensure that your PAN is linked with Aadhaar, and you are in compliance with CBDT notification dated Feb 13, 2020 and press release dated June 25, 2021 and September 17, 2021.

#### ***Grounds for Technical Rejection***

Applications made in this Issue are liable to be rejected on the following grounds:

- a) DP ID and Client ID mentioned in Application does not match with the DP ID and Client ID records available with the Registrar.
- b) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.
- c) Sending an Application to our Company, Registrar, to a branch of a SCSB which is not a Designated Branch of the SCSB.
- d) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
- e) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
- f) Account holder not signing the Application or declaration mentioned therein.
- g) Submission of more than one Application Form for Rights Entitlements available in a particular demat account.
- h) Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.

- i) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).
- j) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the Demographic Details provided by the Depositories.
- k) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
- l) Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and this Draft Letter of Offer.
- m) Physical Application Forms not duly signed by the sole or joint Investors, as applicable.
- n) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.
- o) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.
- p) Applications which: (i) appear to our Company or its agents to have been executed in, electronically transmitted from or dispatched from jurisdictions where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is outside the United States, and is eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.
- q) Applications which have evidence of being executed or made in contravention of applicable securities laws.
- r) Application from Investors that are residing in U.S. address as per the depository records.

### ***Multiple Applications***

In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Investors and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialised form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. Further supplementary Applications in relation to further Rights Equity Shares with/without using Additional Rights Entitlement will not be treated as multiple application. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, please see “*Terms of Issue—Procedure for Applications by Mutual Funds*” on page 191 of this Draft Letter of Offer.

In cases where Multiple Application Forms are submitted, including cases where (a) an Investor submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications on through ASBA, such Applications shall be treated as multiple applications and are liable to be rejected, other than multiple applications submitted by any of our Promoters to meet the minimum subscription requirements applicable to this Issue as described in “*Capital Structure*” on page 44 of this Draft Letter of Offer.

## ***Procedure for Applications by certain categories of Investors***

### ***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-Issue 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 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 is up to the sectoral cap applicable to the sector in which our Company operates (i.e., 100% under automatic route).

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. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to, inter alia, the following conditions:

- a) such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and
- b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

### ***Procedure for Applications by AIFs, FVCIs, VCFs and FDI route***

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Further, venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in 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.

No investment under the FDI route (i.e., any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of our Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors

to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any Allotments made by relying on such approvals.

### ***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 recognised stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total 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 Circular 2020 has been amended to state that all investments by entities incorporated in a country which shares land border with India or where beneficial owner of an investment into India is situated in or is a citizen of any such country (“**Restricted Investors**”), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Investors will also require prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

### ***Procedure for Applications by Mutual Funds***

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.

### ***Procedure for Applications by Systemically Important Non-Banking Financial Companies (“NBFC-SI”)***

In case of an application made by NBFC-SI registered with RBI, (a) the certificate of registration issued by RBI under Section 45IA of RBI Act, 1934 and (b) net worth certificates from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

### ***Last date for Application***

The last date for submission of the duly filled in the Application Form or a plain paper Application is [●], i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchange and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this Draft Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in “*Terms of Issue—Basis of Allotment*” on page 201 of this Draft Letter of Offer.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchange.

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. However, no Investor, whether applying through ASBA facility, may withdraw their application post the Issue Closing Date.

### ***Disposal of Application and Application Money***

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form.

Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, 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 15 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

## **III. CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS**

### ***Rights Entitlements***

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as at the Record Date, you may be entitled to subscribe to the number of Rights Equity Shares as set out in the Rights Entitlement Letter.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar ([www.masserv.com](http://www.masserv.com)) by entering their DP ID and Client ID or folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., [www.tihilco.in](http://www.tihilco.in)).

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialised form. A separate ISIN for the Rights Entitlements has also been generated which is [●]. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense account to the Stock Exchange after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall lapse and shall be extinguished



after the Issue Closing Date. No Rights Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Rights Equity Shares offered under Rights Issue for subscribing to the Rights Equity Shares offered under Issue.

If Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense 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 [www.masserv.com](http://www.masserv.com). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised 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 account (namely, “[●] RE Suspense Account”) opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, i.e., by [●] to enable the credit of their Rights Entitlements by way of transfer from the demat suspense account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

#### **IV. RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT**

##### ***Renouncees***

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renouncee(s) as well.

##### ***Renunciation of Rights Entitlements***

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchange or through an off-market transfer. In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 read with SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, the Eligible Equity Shareholders, who hold Equity Shares in physical form as at 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.

### ***Procedure for Renunciation of Rights Entitlements***

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchange (the “**On Market Renunciation**”); or (b) through an off-market transfer (the “**Off Market Renunciation**”), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited / lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

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 stockbroker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

**Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.**

### **Payment Schedule of Rights Equity Shares**

₹[●] per Rights Equity Share (including premium of ₹[●] per Rights Equity Share) shall be payable on Application.

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.

#### ***a) On Market Renunciation***

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchange through a registered stock-broker in the same manner as the existing Equity Shares.

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 Equity Shareholders shall be admitted for trading on the Stock Exchange under ISIN: [●] subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchange for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchange from time to time.

The Rights Entitlements are tradable in dematerialised form only. The market lot for trading of Rights Entitlements is 1 (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: [●] band indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on 'T+1 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stockbroker will issue a contract note in accordance with the requirements of the Stock Exchange and the SEBI.

**b) Off Market Renunciation**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

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

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN: [●], the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

**V. MODE OF PAYMENT**

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

In case of Application through the ASBA facility, the Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorising 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, of the receipt of minimum subscription and pursuant to the finalisation of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company, 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.

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 Issue.

### ***Mode of payment for Resident Investors***

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

### ***Mode of payment for Non-Resident Investors***

As regards the Application by non-resident Investors, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Rights Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income-Tax Act. However, please note that conditions applicable at the time of original investment in our Company by the Eligible Equity Shareholder including repatriation shall not change and remain the same for subscription in the Issue or subscription pursuant to renunciation in the Issue.
2. Subject to the above, in case Rights Equity Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Rights Equity Shares cannot be remitted outside India.
3. In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.
4. Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Rights Equity Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.
5. In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.
6. Non-resident Renounees who are not Eligible Equity Shareholders must submit regulatory approval for applying for Additional Rights Equity Shares.

## **VI. BASIS FOR THIS ISSUE AND TERMS OF THIS ISSUE**

The Rights Equity Shares are being offered for subscription to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialised form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date.

For principal terms of Issue such as face value, Issue Price, Rights Entitlement ratio, please see “*Issue Information*” on page 180 of this Draft Letter of Offer.

### ***Fractional Entitlements***

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of [●] Equity Share for every [●] Equity Shares held on the Record Date. For Equity Shares being offered on a rights basis under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Shares or not in the multiple of [●] the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Equity Share each if they apply for additional Equity Shares over and above their Rights Entitlement, if any.

Further, the Eligible Equity Shareholders holding less than [●] Equity Shares shall have ‘zero’ entitlement in the Issue. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the allotment of one additional Equity Share if, such Eligible Equity Shareholders apply for the additional Equity Shares. However, they cannot renounce the same in favour of third parties and the application forms shall be non-negotiable.

## ***Ranking***

The Rights Equity Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of this Draft 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 Listing Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchange and the terms and conditions as stipulated in the Allotment advice. The Rights Equity Shares to be issued and Allotted under this Issue shall, upon being fully paid-up rank *pari passu* with the existing Equity Shares, in all respects including dividends.

## ***Listing and trading of the Rights Equity Shares to be issued pursuant to this Issue***

Subject to receipt of the listing and trading approvals, the Rights Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchange. Unless otherwise permitted by the SEBI ICDR Regulations, the Rights Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Rights Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in-principle approval from the BSE through letter bearing reference number [●] dated [●]. Our Company will apply to the Stock Exchange for final approvals 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 this Issue will trade after the listing thereof.

The existing Equity Shares are listed and traded on BSE (Scrip Code: 523752) under the ISIN: INE502D01011. The Rights Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/trading approvals from the Stock Exchange. Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Rights Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Rights Equity Shares issued pursuant to 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 Exchange, our Company shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within four days of receipt of intimation from the Stock Exchange, rejecting the application for listing of the Rights Equity Shares, and if any such money is not refunded/ unblocked within four days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

## ***Subscription to this Issue by our Promoters***

For details of the intent and extent of the subscription by our Promoters and Promoter Group, see “Capital Structure – Intention and extent of participation by our Promoters and Promoter Group in the Issue” on page 44 of this Letter of Offer.

***Rights of Holders of Rights Equity Shares***

Subject to applicable laws, Equity Shareholders who have been Allotted Rights Equity Shares pursuant to the Issue shall have the following rights:

- a) The right to receive dividend, if declared;
- b) The right to receive surplus on liquidation;
- c) The right to receive offers for rights shares and be allotted bonus shares, if announced;
- d) The right to free transferability of Rights Equity Shares;
- e) The right to attend general meetings of our Company and exercise voting powers in accordance with law, unless prohibited / restricted by law and as disclosed in this Draft Letter of Offer; and
- f) 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.

## VII. GENERAL TERMS OF THE ISSUE

### ***Market Lot***

The Rights Equity Shares shall be tradable only in dematerialised form. The market lot for the Rights Equity Shares in dematerialised mode is one Equity Share.

### ***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 the Rights Equity Shares offered in this Issue.

### ***Nomination***

Nomination facility is available in respect of the Rights Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014.

Since the Allotment is in dematerialised form, there is no need to make a separate nomination for the Equity Shares to be Allotted in this Issue. Nominations registered with the respective DPs of the Investors would prevail. Any Investor holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its Depository Participant.

### ***Arrangements for Disposal of Odd Lots***

The Rights Equity Shares shall be traded in dematerialised form only and, therefore, the marketable lot shall be one Rights Equity Share and hence, no arrangements for disposal of odd lots are required.

### ***Notices***

In accordance with the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other applicable Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation and one Gujarati language local newspaper with wide circulation (Gujarati being the regional language of Gujarat, where our Registered Office is located).

This Draft 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 websites.

### ***Offer to Non-Resident Eligible Equity Shareholders/Investors***

As per Rule 7 of the FEMA Rules, RBI has given general permission to a person resident outside India and having investment in an Indian company to make investment in rights equity shares issued by such company subject to certain conditions. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, subject to the conditions set out therein (i) subscribe for additional shares over and above their rights entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a

person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Rights Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Rights Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Investor has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at ([www.masserv.com](http://www.masserv.com)). It will be the sole responsibility of the investors to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and our Company will not be responsible for any such allotments made by relying on such approvals.

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent only to the Indian addresses of the non-resident Eligible Equity Shareholders on a reasonable efforts basis, who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Rights Equity Shares may be permitted under laws of such jurisdictions, Eligible Equity Shareholders can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of the Registrar, our Company and the Stock Exchange. Further, Application Forms will be made available at Registered Office of our Company for the non-resident Indian Applicants. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Rights Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Rights Equity Shares are issued on rights basis.

In case of change of status of holders, i.e., from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company.

Please also note that pursuant to Circular No. 14 dated September 16, 2003 issued by RBI, OCBs have been derecognised as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and to obtain prior approval from RBI for applying in this Issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and FEMA Rules.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting their respective copies of self-attested proof of address, passport, etc. by email to [investor@masserv.com](mailto:investor@masserv.com).

## **ALLOTMENT OF THE RIGHTS EQUITY 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. FOR DETAILS, PLEASE SEE “ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS” ON PAGE 202 OF THIS DRAFT LETTER OF OFFER.**

### **VIII. ISSUE SCHEDULE**

LAST DATE FOR CREDIT OF RIGHTS ENTITLEMENTS	[●]
ISSUE OPENING DATE	[●]
LAST DATE FOR ON MARKET RENUNCIATION OF RIGHTS ENTITLEMENTS #	[●]
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 Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

\* Our Board or a duly authorised committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, i.e., [●], to enable the credit of the Rights Entitlements by way of transfer from the demat suspense account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., [●]. If demat account details are not provided by the Eligible Equity Shareholders holding Equity Shares in physical form to the Registrar or our Company by the date mentioned above, such shareholders will not be allotted any Rights Equity Shares, nor such Rights Equity Shares be kept in suspense account on behalf of such shareholder in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar, is active to facilitate the aforementioned transfer. Eligible Equity Shareholders holding Equity Shares in physical form can update the details of their demat accounts on the website of the Registrar (i.e., [www.masserv.com](http://www.masserv.com)). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts. Eligible Equity Shareholders can obtain the details of their Rights Entitlements from the website of the Registrar (i.e., [www.masserv.com](http://www.masserv.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.

## **IX. BASIS OF ALLOTMENT**

Subject to the provisions contained in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to Allot the Rights Equity Shares in the following order of priority:

- a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Rights Equity Shares either in full or in part and also to the Renounee(s) who has or have applied for Rights Equity Shares renounced in their favour, in full or in part.
- b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one Additional Rights Equity Share each if they apply for Additional Rights Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Rights Equity Shares after allotment under (a) above. If number of Rights Equity Shares required for Allotment under this head are more than the number of Rights Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.
- c) Allotment to the Eligible Equity Shareholders who having applied for all the Rights Equity Shares offered to them as part of this Issue, have also applied for Additional Rights Equity Shares. The Allotment of such Additional Rights Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Rights Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Rights Equity Shares will be at the sole discretion of our Board or its Rights Issue Committee in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- d) Allotment to Renounees who having applied for all the Rights Equity Shares renounced in their favour, have applied for Additional Rights Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Rights Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- e) Allotment to any other person, subject to applicable laws, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Investors who have been allocated Rights Equity Shares in this Issue, along with:

1. 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;
2. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
3. The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

Further, the list of Applicants eligible for refund with corresponding amount will also be shared with Banker to the Issue to refund such Applicants.

#### **X. ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS**

Our Company will send/ dispatch Allotment advice, refund intimations or demat credit of securities and/or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them along with crediting the Allotted Rights 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 4 (Four) days from the Issue Closing Date. In case of failure to do so, our Company and our Directors who are "officers in default" shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 4 (Four) days' period.

The Rights Entitlements will be credited in the dematerialised form using electronic credit under the depository system and the Allotment advice shall be sent, through a mail, to the Indian mail address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking refunds and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for Additional Rights Equity Shares in the Issue and is Allotted a lesser number of Rights Equity Shares than applied for, the excess Application Money paid/blocked shall be unblocked. The unblocking of ASBA funds / refund of monies shall be completed be within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

#### **XI. PAYMENT OF REFUND**

##### ***Mode of making refunds***

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes.

- a) Unblocking amounts blocked using ASBA facility.
- b) **NACH** – National Automated Clearing House is a consolidated system of electronic clearing service. Payment of

refund would be done through NACH for Applicants having an account at one of the centres specified by RBI, where such facility has been made available. This would be subject to availability of complete bank account details including a Magnetic Ink Character Recognition (“MICR”) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

- c) **National Electronic Fund Transfer (“NEFT”)** – Payment of refund shall be undertaken through NEFT wherever the Investors’ bank has been assigned the Indian Financial System Code (“**IFSC Code**”), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as at a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine-digit MICR number and their bank account number with the Registrar, to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.
- d) **Direct Credit** – Investors having bank accounts with the 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.
- e) **RTGS** – If the refund amount exceeds ₹2,00,000, the Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the Refund Bank(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.
- f) For all other Investors, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demand drafts drawn in favour of the sole/first Investor and payable at par.
- g) Credit of refunds to Investors in any other electronic manner, permissible by SEBI from time to time.

#### ***Refund payment to non-residents***

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

## **XII. ALLOTMENT ADVICE OR DEMAT CREDIT OF SECURITIES**

The demat credit of securities to the respective beneficiary accounts will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

#### ***Receipt of the Rights Equity Shares in Dematerialised 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 CLEAR WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS AT THE RECORD DATE.**

Investors shall be Allotted the Rights Equity Shares in dematerialised (electronic) form. Our Company has signed two agreements with the respective Depositories and the Registrar to the Issue, which enables the Investors to hold and trade in the securities issued by our Company in a dematerialised form, instead of holding the Equity Shares in the form of physical certificates:

- a) Tripartite agreement dated 22<sup>nd</sup> May 2013 amongst our Company, NSDL and the Registrar to the Issue; and

- b) Tripartite agreement dated 24<sup>th</sup> May 2013 amongst our Company, CDSL and the Registrar to the Issue.

**INVESTORS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALISED FORM**

The procedure for availing the facility for Allotment of Rights Equity Shares in this Issue in the dematerialised form is as under:

1. Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for such holdings. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.
2. It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.
3. The responsibility for correctness of information filled in the Application Form vis-a-vis such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's depository participant.
4. If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Equity Shares and the Application Form will be rejected.
5. The Rights Equity Shares will be allotted to Applicants only in dematerialised form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form/ with Investor Education and Protection Fund (IEPF) authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Applicant's depository account.
6. Non-transferable Allotment advice/ refund intimation will be directly sent to the Investors by the Registrar, through physical dispatch.
7. Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

**XIII. IMPERSONATION**

Attention of the Investors is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who –

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹0.1 crore or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in

the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹0.1 crore or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹0.5 crore or with both.

#### **XIV. 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 utilised out of this Issue referred to under (A) above shall be disclosed, and continue to be disclosed until the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; 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 unutilised monies have been invested.

#### **XV. UNDERTAKINGS BY OUR COMPANY**

Our Company undertakes the following:

1. The complaints received in respect of this 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 all Stock Exchange where the Equity Shares are to be listed will be taken by our Board within the period prescribed by SEBI.
3. The funds required for unblocking 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 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
5. In case of unblocking of the Application Money for unsuccessful Applicants or part of the Application Money 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.
7. As of the date of this Draft Letter of Offer, our Company had not issued any outstanding compulsorily convertible debt instruments. Further, except as disclosed in this Draft Letter of Offer, our Company has not issued any outstanding convertible debt instruments.
8. Our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.

#### **XVI. INVESTOR GRIEVANCES, COMMUNICATION AND IMPORTANT LINKS**

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 must be addressed (quoting the registered folio

number in case of Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date 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 superscribed “**Trans India House Impex Limited– Rights Issue**” on the envelope and postmarked in India) to the Registrar at the following address:

**MAS Services Limited**

T 34, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi, Delhi – 110 020.

Tel No: 011 - 26387281,82,83/11 4132 0335

Email: investor@masserv.com

Website: [www.masserv.com](http://www.masserv.com)

Contact Person: Mr Sarwan Mangla

SEBI Registration Number: INR000000049

3. 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.masserv.com](http://www.masserv.com)) . Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is 011 – 26387281.
4. The Investors can visit following links for the below-mentioned purposes:
  - a) Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: [www.masserv.com](http://www.masserv.com)
  - b) Updation of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: [www.masserv.com](http://www.masserv.com)
  - c) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: [www.masserv.com](http://www.masserv.com)
  - d) Submission of self-attested PAN, client master sheet and demat account details by non- resident Eligible Equity Shareholders: <https://www.masserv.com>

This Issue will remain open for a minimum 7 (Seven) days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Closing Date).

## 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, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. 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 not 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 through the FDI Circular 2020 (defined below).

The DPIIT issued the Consolidated FDI Policy Circular of 2020 (“**FDI Circular 2020**”), which, with effect from October 15, 2020, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as at October 15, 2020. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2020 will be valid until the DPIIT issues an updated circular. 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, the relevant notification under the FEMA Rules will prevail. The payment of inward remittance and reporting requirements are stipulated under the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 issued by RBI.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Offer shall be on the basis of the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of 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, will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of 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 non- resident 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.

Please also note that pursuant to Circular no. 14 dated September 16, 2003, issued by RBI, Overseas Corporate Bodies (“**OCBs**”) have been derecognised as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and FEMA Rules. Further, while investing in the Issue, the Investors are deemed to have obtained the necessary approvals, as required, under applicable laws and the obligation to obtain such approvals shall be upon the Investors. Our Company shall not be under an obligation to obtain any approval under any of the applicable laws on behalf of the Investors and shall not be liable in case of failure on part of the Investors to obtain such approvals.

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 Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations.

## **RESTRICTIONS ON PURCHASES AND REALES**

### **Eligibility and Restrictions**

#### ***General***

No action has been taken or will be taken to permit an offering of the Rights Entitlements or the Rights Equity Shares to occur in any jurisdiction, or the possession, circulation, or distribution of the Letter of Offer or any other Issue Material in any jurisdiction where action for such purpose is required, except that the Letter of Offer will be filed with the Stock Exchange and submitted to the SEBI for information and dissemination.

The Rights Entitlement and the Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer and any other Issue Materials may not be distributed, in whole or in part, in or into: (i) the United States, or (ii) any jurisdiction other than India except in accordance with the legal requirements applicable in such jurisdiction.

Receipt of the Letter of Offer or any other Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone: (i) in the United States or (ii) any jurisdiction 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 and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed. Accordingly, persons receiving a copy of the Letter of Offer and any other Issue Materials should not distribute or send the Letter of Offer or any such documents 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 or any other Issue Material is received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares.

Investors are advised to consult their legal counsel prior to accepting any provisional allotment of Rights Equity Shares, applying for excess Rights Equity Shares or making any offer, sale, resale, pledge or other transfer of the Rights Entitlements or the Rights Equity Shares. Rights Entitlements may not be transferred or sold to any person outside India except in accordance with applicable law.

The Letter of Offer is, and the other Issue Materials will be, 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.

Each person who exercises the Rights Entitlements and subscribes for the Rights Equity Shares, or who purchases the Rights Entitlements or the Rights Equity Shares shall do so in accordance with the restrictions set out above and below.

#### ***Australia***

The Letter of Offer does not constitute a prospectus or other disclosure document under the Corporations Act 2001 (Cth) (“**Australian Corporations Act**”) and does not purport to include the information required of a disclosure document under the Australian Corporations Act. The Letter of Offer is not a disclosure document under Chapter 6D of the Corporations Act of Australia and it has not been lodged with the Australian Securities and Investments Commission (“**ASIC**”) and no steps have been taken to lodge it as such with ASIC. It is not required to, and does not, contain all the information which would be required in a disclosure document.

Any offer in Australia of the Rights Entitlements and Equity Shares under the Letter of Offer may only be made to persons who are “sophisticated investors” (within the meaning of section 708(8) of the Australian Corporations Act), to “professional investors” (within the meaning of section 708(11) of the Australian Corporations Act) or otherwise pursuant to one or more exemptions under section 708 of the Australian Corporations Act so that it is lawful to offer the



Rights Entitlements and Equity Shares in Australia without disclosure to investors under Part 6D.2 of the Australian Corporations Act.

If you are acting on behalf of, or acting as agent or nominee for, an Australian resident and you are a recipient of the Letter of Offer, and any offers made under the Letter of Offer, you represent to the Issuer that you will not provide the Letter of Offer or communicate any offers made under the Letter of Offer to, or make any applications or receive any offers for Rights Entitlements or the Equity Shares for, any Australian residents unless they are a “sophisticated investor” or a “professional investor” as defined by section 708 of the Australian Corporations Act.

Any offer of the Rights Entitlements or the Equity Shares for on-sale that is received in Australia within 12 months after their issue by our Company, or within 12 months after their sale by a selling security holder under the Issue, as applicable, is likely to need prospectus disclosure to investors under Part 6D.2 of the Australian Corporations Act, unless such offer for on-sale in Australia is conducted in reliance on a prospectus disclosure exemption under section 708 of the Australian Corporations Act or otherwise. Any persons acquiring the Rights Entitlements and the Equity Shares should observe such Australian on-sale restrictions.

### ***Bahrain***

The Letter of Offer and the Rights Entitlements and the Rights Equity Shares that are offered pursuant to the Letter of Offer have not been registered, filed, approved or licensed by the Central Bank of Bahrain (“CBB”), the Bahrain Bourse, the Ministry of Industry, Commerce and Tourism (“MOICT”) or any other relevant licensing authorities in the Kingdom of Bahrain.

The CBB, the Bahrain Bourse and the MOICT of the Kingdom of Bahrain takes no responsibility for the accuracy of the statements and information contained in the Letter of Offer, nor shall they have any liability to any person, investor or otherwise for any loss or damage resulting from reliance on any statements or information contained herein. The Letter of Offer is only intended for Accredited Investors as defined by the CBB. We have not made and will not make any invitation to the public in the Kingdom of Bahrain to subscribe to the Rights Equity Shares and the Letter of Offer will not be issued to, passed to, or made available to the public generally in the Kingdom of Bahrain. All marketing and offering of the Rights Equity Shares shall be made outside the Kingdom of Bahrain. The CBB has not reviewed, nor has it approved the Letter of Offer and any related offering documents or the marketing thereof in the Kingdom of Bahrain. The CBB is not and will not be responsible for the performance of Rights Equity Shares.

### ***British Virgin Islands***

No offer or invitation to subscribe for the Rights Entitlements and the Rights Equity Shares has been or will be made to the public in the British Virgin Islands.

### ***China***

No action has been taken by our Company which would permit an offering of Rights Entitlements or the Rights Equity Shares or the distribution of the Letter of Offer in the People's Republic of China (“PRC”). The Letter of Offer may not be circulated or distributed in the PRC and the Rights Entitlements, and the Rights Equity Shares may not be offered or sold, and will not be offered or sold to any person for re-offering or resale directly or indirectly to, or for the benefit of, legal or natural persons of the PRC except pursuant to applicable laws and regulations of the PRC. Further, no legal or natural persons of the PRC may directly or indirectly purchase any of the Rights Entitlements and the Equity Shares or any beneficial interest therein without obtaining all prior PRC’s governmental approvals that are required, whether statutorily or otherwise. Persons who come into possession of the Letter of Offer are required to observe these restrictions. For the purpose of this paragraph, PRC does not include Taiwan and the special administrative regions of Hong Kong and Macau.

### ***Cayman Islands***

No offer or invitation to subscribe for the Rights Entitlements and the Rights Equity Shares may be made to the public in the Cayman Islands.

### ***European Economic Area***

In relation to each Member State of the European Economic Area (each a “**Relevant State**”), an offer to the public of any Rights Entitlement or Rights Equity Shares may not be made in that Relevant State, except if the Rights Entitlement or Rights Equity Shares are offered to the public in that Relevant State at any time under the following exemptions under the Prospectus Regulation (EU) 2017/1129 (and any amendment thereto) (the “**Prospectus Regulation**”):

- a) to any legal entity that is a qualified investor, as defined in the Prospectus Regulation;
- b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation);  
or
- c) in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Rights Entitlement or Rights Equity Shares shall result in a requirement for the publication by our Company of a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement of a prospectus pursuant to Article 23 of the Prospectus Regulation. The Letter of Offer is not a prospectus for the purposes of the Prospectus Regulation.

For the purposes of this subsection, the expression an “offer to the public” in relation to any Rights Entitlement or Rights Equity Shares in any Relevant State means a communication to persons in any form and by any means presenting sufficient information on the terms of the Issue so as to enable an investor to decide to purchase or subscribe for the Rights Entitlement or Rights Equity Shares.

### ***Hong Kong***

The Rights Entitlements and the Equity Shares may not be offered or sold in Hong Kong by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32, Laws of Hong Kong), or (ii) to “professional investors” within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a “prospectus” within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32, Laws of Hong Kong) and no advertisement, invitation or document relating to the Rights Entitlements and the Equity Shares may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to the Rights Entitlements and the Equity Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

### ***Japan***

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Law. No. 25 of 1948 as amended) (the “**FIEA**”) and disclosure under the FIEA has not been and will not be made with respect to the Rights Entitlements and the Rights Equity Shares. No Rights Entitlements or Rights Equity Shares are, directly or indirectly, being offered or sold, and may not, directly or indirectly, be offered or sold in Japan or to, or for the benefit of, any resident of Japan as defined in the first sentence of Article 6, Paragraph 1, Item 5 of the Foreign Exchange and Foreign Trade Contract Act of Japan (Law No. 228 of 1949, as amended) (“**Japanese Resident**”) or to others for re-offering or re-sale, directly or indirectly in Japan or to, or for the benefit of, any Japanese Resident except (i) pursuant to an exemption from the registration requirements of the FIEA and (ii) in compliance with any other relevant laws, regulations and governmental guidelines of Japan.

If an offeree does not fall under a “qualified institutional investor” (tekikaku kikan toshika), as defined in Article 10, Paragraph 1 of the Cabinet Office Ordinance Concerning Definition Provided in Article 2 of the Financial Instruments and Exchange Act (Ordinance of the Ministry of Finance No. 14 of 1993, as amended) (the “**Qualified Institutional Investor**”), the Rights Entitlements and Equity Shares will be offered in Japan by a private placement to a small number

of investors (shoninzu muke kanyu), as provided under Article 23- 13, Paragraph 4 of the FIEA, and accordingly, the filing of a securities registration statement for a public offering pursuant to Article 4, Paragraph 1 of the FIEA has not been made.

If an offeree is a Qualified Institutional Investor, the Rights Entitlements and the Equity Shares will be offered in Japan by a private placement to the Qualified Institutional Investor (tekikaku kikan toshikamuke kanyu), as provided under Article 23-13, Paragraph 1 of the FIEA, and accordingly, the filing of a securities registration statement for a public offering pursuant to Article 4, Paragraph 1 of the FIEA has not been made. Any Qualified Institutional Investor purchasing Rights Equity Share agree that it will not, directly or indirectly, resell, assign, transfer, or otherwise dispose of the Rights Equity Shares to any Japanese Resident other than to another Qualified Institutional Investor.

### ***Kuwait***

The Letter of Offer and does not constitute an offer to sell, or the solicitation of an offer to subscribe for or buy, the Rights Entitlements or the Equity Shares in the State of Kuwait. The Rights Entitlements and the Equity Shares have not been licensed for offering, promotion, marketing, advertisement or sale in the State of Kuwait by the Capital Markets Authority or any other relevant Kuwaiti government agency. The offering, promotion, marketing, advertisement or sale of the Rights Entitlements and the Equity Shares in State of Kuwait on the basis of a private placement or public offering is, therefore, prohibited in accordance with Law No. 7 of 2010 and the Executive Bylaws for Law No. 7 of 2010, as amended, which govern the issue, offer, marketing and sale of financial services/products in the State of Kuwait. No private or public offering of the Rights Entitlements or the Equity Shares is or will be made in the State of Kuwait, and no agreement relating to the sale of the Rights Entitlements or the Equity Shares will be concluded in the State of Kuwait and no marketing or solicitation or inducement activities are being used to offer or market the Rights Entitlements or the Equity Shares in the State of Kuwait.

### ***Mauritius***

The Rights Entitlements and the Rights Equity Shares may not be offered or sold, directly or indirectly, to the public in Mauritius. Neither the Letter of Offer nor any offering material or information contained herein relating to the offer of the Rights Entitlements and the Rights Equity Shares may be released or issued to the public in Mauritius or used in connection with any such offer. The Letter of Offer does not constitute an offer to sell the Rights Entitlements and the Rights Equity Shares to the public in Mauritius and is not a prospectus as defined under the Companies Act 2001.

### ***Singapore***

The Letter of Offer has not been and will not be registered as a prospectus with the Monetary Authority of Singapore under the Securities and Futures Act (Chapter 289) of Singapore (“SFA”). The offer of Rights Entitlements and Rights Equity Shares pursuant to the Rights Entitlements to Eligible Equity Shareholders in Singapore is made in reliance on the offering exemption under Section 273(1)(cd) of the SFA.

Eligible Equity Shareholders in Singapore may apply for additional Rights Equity Shares over and above their Rights Entitlements only (i) if they are an “institutional investor” within the meaning of Section 274 of the SFA and in accordance with the conditions of an exemption invoked under Section 274, (ii) if they are a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275, of the SFA, or (iii) pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where any additional Rights Equity Shares over and above their Rights Entitlements are purchased under Section 275 of the SFA by a relevant person which is: (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries’ rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired such Rights Equity Shares pursuant to an offer made under Section 275 except: (1) to an institutional investor under Section 274 of the SFA or to a relevant person defined in Section 275(2) of the SFA, or to any person pursuant to

an offer that is made on terms that such shares, debentures and units of shares and debentures of that corporation or such rights or interest in that trust are acquired at a consideration of not less than SGP\$ 200,000 (or its equivalent in a foreign currency) for each transaction, whether such amount is to be paid for in cash or by exchange of securities or other assets, and further for a corporation, in accordance with the conditions specified in Section 275 of the SFA; (2) where no consideration is or will be given for the transfer; or (3) where the transfer is by operation of law.

In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “CMP Regulations 2018”), our Company has determined, and hereby notifies all relevant persons (as defined in Section 309(A)(1) of the SFA) that the Rights Entitlements and the Rights Equity Shares are ‘prescribed capital markets products’ (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

### ***United Kingdom***

No Rights Entitlement or Rights Equity Shares may be offered in the Issue to the public in the United Kingdom prior to the publication of a prospectus in relation to the Rights Entitlement and Rights Equity Shares which is to be treated as if it had been approved by the Financial Conduct Authority in accordance with the transitional provisions in Article 74 (transitional provisions) of the Prospectus (Amendment etc.) (EU Exit) Regulations 2019/1234, except that our Company may make an offer to the public in the United Kingdom of Rights Entitlement and Rights Equity Shares at any time:

- a) to any legal entity which is a qualified investor as defined under Article 2 of the UK Prospectus Regulation.
- b) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the UK Prospectus Regulation); or
- c) in any other circumstances falling within Article 1(4) of the UK Prospectus Regulation,

provided that no such offer of Rights Entitlement or Rights Equity Shares shall result in a requirement for the publication by our Company of a prospectus pursuant to Article 3 of the UK Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation. For the purposes of this provision, the expression an “offer to the public” in relation to any Rights Entitlement or Rights Equity Shares in means a communication to persons in any form and by any means presenting sufficient information on the terms of the Issue so as to enable an investor to decide to purchase or subscribe for the Rights Entitlement or Rights Equity Shares and the expression “UK Prospectus Regulation” means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

Except for each person who is not a qualified investor as defined in the UK Prospectus Regulation and who has notified our Company of such fact in writing and has received the consent of our Company in writing to subscribe for or purchase Rights Equity Shares, each person in the United Kingdom who acquires Rights Equity Shares shall be deemed to have represented and warranted that it is a qualified investor as defined in the UK Prospectus Regulation.

In addition, the Letter of Offer may not be distributed or circulated to any person in the United Kingdom other than to (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Financial Promotion Order**”); and (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Financial Promotion Order (each such person being referred to as a “**Relevant Person**”). If you are not a Relevant Person, you should not take any action on the basis of the Letter of Offer and you should not act or rely on it or any of its contents. Except for each person who is not a Relevant Person and who has notified our Company of such fact in writing and has received the consent of our Company in writing to subscribe for or purchase Rights Equity Shares, each person in the United Kingdom who acquires Rights Equity Shares shall be deemed to have represented and warranted that it is a Relevant Person.

### ***United Arab Emirates (excluding the Dubai International Financial Centre)***

The Letter of Offer has not been, and is not intended to be, approved by the UAE Central Bank, the UAE Ministry of Economy, the Emirates Securities and Commodities Authority or any other authority in the United Arab Emirates (the “UAE”) or any other authority in any of the free zones established and operating in the UAE. The Rights Entitlements and the Rights Equity Shares have not been and will not be offered, sold or publicly promoted or advertised in the UAE in a manner which constitutes a public offering in the UAE in compliance with any laws applicable in the UAE governing the issue, offering and sale of such securities. The Letter of Offer is strictly private and confidential and is being distributed to a limited number of investors and must not be provided to any other person other than the original recipient and may not be used or reproduced for any other purpose.

### ***Dubai International Financial Centre***

The Rights Entitlement and the Rights Equity Shares offered in the Issue are not being offered to any persons in the Dubai International Financial Centre except on that basis that an offer is: (i) an “Exempt Offer” in accordance with the Markets Rules (MKT) (the “**Markets Rules**”) adopted by the Dubai Financial Services Authority (the “**DFSA**”); and (ii) made only to persons who meet the Professional Client criteria set out in Rule 2.3.3 of the DFSA Conduct of Business Module of the DFSA rulebook and are not natural Persons. The Letter of Offer must not be delivered to, or relied on by, any other person. The DFSA has not approved the Letter of Offer nor taken steps to verify the information set out in it and has no responsibility for it. Capitalised terms not otherwise defined in this subsection have the meaning given to those terms in the Markets Rules.

The Equity Shares may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the Rights Equity Shares offered in the Offer should conduct their own due diligence on the Equity Shares. If you do not understand the contents of the Letter of Offer, you should consult an authorised financial adviser.

### ***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 within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any applicable state securities laws. The Rights Entitlements and the Rights Equity Shares are only being offered and sold outside the United States in offshore transactions, as defined in and in compliance with Regulation S. Neither the receipt of the Letter of Offer nor any of its accompanying documents constitutes an offer of the Rights Entitlements or the Rights Equity Shares to any Eligible Equity Shareholder other than the Eligible Equity Shareholders who has received the Letter of Offer and its accompanying documents directly from our Company.

### **Representations, Warranties and Agreements by Purchasers**

In addition to the applicable representations, warranties and agreements set forth above, each purchaser, by accepting the delivery of the Letter of Offer and its accompanying documents, submitting an Application Form for the exercise of any Rights Entitlements and subscription for any Rights Equity Shares and accepting delivery of any Rights Entitlements or any Rights Equity Shares, will be deemed to have represented, warranted, acknowledged and agreed as follows on behalf of itself and, if it is acquiring the Rights Entitlements or the Rights Equity Shares as a fiduciary or agent for one or more investor accounts, on behalf of each owner of such account (such person being the “purchaser”, which term shall include the owners of the investor accounts on whose behalf the person acts as fiduciary or agent):

1. The purchaser has the full power and authority to make the representations, warranties, acknowledgements, undertakings and agreements contained herein and to exercise the Rights Entitlements and subscribe for the Rights Equity Shares, and, if the purchaser is exercising the Rights Entitlements and acquiring the Rights Equity Shares as a fiduciary or agent for one or more investor accounts, the purchaser has the full power and authority to make the representations, warranties, acknowledgements, undertakings and agreements contained herein and to exercise the Rights Entitlements and subscribe for the Rights Equity Shares on behalf of each owner of such account.
2. If any Rights Entitlements were bought by the purchaser or otherwise transferred to the purchaser by a third party (other than our Company), the purchaser was in India at the time of such purchase or transfer.

3. The purchaser is aware and understands (and each account for which it is acting has been advised and understands) that an investment in the Rights Entitlements and the Rights Equity Shares involves a considerable degree of risk and that the Rights Entitlements and the Rights Equity Shares are a speculative investment.
4. The purchaser acquiring the Rights Equity Shares for one or more managed accounts, represents and warrants that the purchaser has been authorized in writing, by each such managed account to acquire the Rights Equity Shares for each managed account and make the representations, warranties, acknowledgements, undertakings and agreements herein for and on behalf of each such account, reading the reference herein to 'the purchaser' to include such accounts.
5. The purchaser is eligible to invest in India under applicable law, including the FEMA Rules and any notifications, circulars or clarifications issued thereunder, and have not been prohibited by SEBI, RBI or any other regulatory authority, statutory authority or otherwise, from buying, selling or dealing in securities or otherwise accessing capital markets in India. Further, the purchaser is eligible to invest in and hold the Rights Equity Shares in accordance with the FDI Policy, read along with the press note 3 of 2020 dated April 17, 2020 issued by the Department for Promotion of Industry and Internal Trade, Government of India and the related amendments to the FEMA Rules wherein if the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, foreign direct investments can only be made through the Government approval route, as prescribed in the FEMA Rules.
6. The purchaser is investing in the Rights Equity Shares to be issued pursuant to the Issue in accordance with applicable laws and by participating in the Issue, the purchaser is not in violation of any applicable law, including but not limited to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 and the Companies Act, 2013, each as amended and/or substituted from time to time.
7. The purchaser understands (and each account for which it is acting has been advised and understands) that no action has been or will be taken to permit an offering of the Rights Entitlements or the Rights Equity Shares in any jurisdiction (other than the filing of the Letter of Offer with the Stock Exchange and its submission with the SEBI for information and dissemination); and it will not offer, resell, pledge or otherwise transfer any of the Rights Entitlements (except in India) or the Rights Equity Shares which it may acquire, or any beneficial interests therein, in any jurisdiction or in any circumstances in which such offer or sale is not authorised or to any person to whom it is unlawful to make such offer, sale, solicitation or invitation except under circumstances that will result in compliance with any applicable laws and/or regulations.
8. The purchaser (or any account for which it is acting) is an Eligible Equity Shareholder and has received an invitation from our Company, addressed to it and inviting it to participate in the Issue.
9. None of the purchaser, any of its affiliates or any person acting on its or their behalf has taken or will take, directly or indirectly, any action designed to, or which might be expected to, cause or result in the stabilization or manipulation of the price of any security of our Company to facilitate the sale or resale of the Rights Entitlements or the Rights Equity Shares pursuant to the Issue.
10. Prior to making any investment decision to exercise the Rights Entitlements and subscribe for the Rights Equity Shares, the purchaser (i) will have consulted with its own legal, regulatory, tax, business, investment, financial and accounting advisers in each jurisdiction in connection herewith to the extent it has deemed necessary; (ii) will have carefully read and reviewed a copy of the Letter of Offer and its accompanying documents; (iii) will have possessed and carefully read and reviewed all information relating to us and the Rights Entitlements and the Rights Equity Shares which it believes is necessary or appropriate for the purpose of making its investment decision, including, without limitation, the Exchange Information (as defined below); (iv) will have conducted its own due diligence on our Company and the Issue, and will have made its own investment decisions based upon its own judgement, due diligence and advice from such advisers as it has deemed necessary and will not have relied upon any recommendation, promise, representation or warranty of or view expressed by or on behalf of our Company (including any research reports) (other than, with respect to our Company and any information contained in the Letter of Offer); and (v) will have made its own determination that any investment decision to exercise the Rights Entitlements and subscribe for the Rights Equity Shares is suitable and appropriate, both in the nature and number of Rights Equity Shares being subscribed.

11. Without limiting the generality of the foregoing, the purchaser acknowledges that the Equity Shares are listed on BSE Limited and our Company is therefore required to publish certain business, financial and other information in accordance with the rules and practices of BSE Limited (which includes, but is not limited to, a description of the nature of our Company's business and our Company's most recent financial results, and similar statements for preceding years together with the information on its website and its press releases, announcements, investor education presentations, annual reports, collectively constitutes the "Exchange Information"), and that it has had access to such information without undue difficulty and has reviewed such Exchange Information as it has deemed necessary; and (ii) none of our Company, any of its affiliates has made any representations or recommendations to it, express or implied, with respect to our Company, the Rights Entitlements, the Rights Equity Shares or the accuracy, completeness or adequacy of the Exchange Information.
12. The purchaser acknowledges that any information that it has received or will receive relating to or in connection with the Issue, and the Rights Entitlements or the Rights Equity Shares, including the Letter of Offer and the Exchange Information, has been prepared solely by our Company.
13. The purchaser acknowledges that no written or oral information relating to the Issue, and the Rights Entitlements or the Rights Equity Shares has been or will be provided by our Company.
14. The purchaser understands that its receipt of the Rights Entitlements and any subscription it may make for the Rights Equity Shares will be subject to and based upon all the terms, conditions, representations, warranties, acknowledgements, undertakings and agreements and other information contained in the Letter of Offer and the Application Form. The purchaser understands that none of our Company, the Registrar or any other person acting on behalf of us 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 us have reason to believe is in the United States or is ineligible to participate in the Issue under applicable securities laws.
15. The purchaser is aware that the Rights Entitlements and the Equity Shares have not been and will not be registered under the Securities Act or the securities law of any state of the United States and that the offer of the Rights Entitlements and the offer and sale of the Rights Equity Shares to the purchaser was made in accordance with Regulation S.
16. The purchaser was outside the United States at the time the offer of the Rights Entitlements and Rights Equity Shares was made to it and the purchaser was outside the United States when the purchaser's buy order for the Rights Equity Shares was originated.
17. The purchaser did not accept the Rights Entitlements or subscribe to the Rights Equity Shares as a result of any "directed selling efforts" (as defined in Regulation S).
18. The purchaser subscribed to the Rights Equity Shares for investment purposes and not with a view to the distribution or resale thereof. If, in the future, the purchaser decides to offer, sell, pledge or otherwise transfer any of the Rights Equity Shares, the purchaser shall only offer, sell, pledge or otherwise transfer such Rights Equity Shares: (i) outside the United States in a transaction complying with Rule 903 or Rule 904 of Regulation S and in accordance with all applicable laws of any other jurisdiction, including India or (ii) in the United States pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.
19. The purchaser is, and the persons, if any, for whose account it is acquiring the Rights Entitlements and the Rights Equity Shares are, entitled to subscribe for, and authorized to consummate the purchase of, the Rights Equity Shares in compliance with all applicable laws and regulations. If the purchaser is outside India:
  - a) the purchaser, and each account for which it is acting, satisfies: (i) all suitability standards for investments in the Rights Entitlements and the Rights Equity Shares imposed by all jurisdictions applicable to it, and (ii) is eligible to subscribe, and is subscribing, for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of all jurisdictions of residence; and
  - b) the sale of the Rights Equity Shares to it will not require any filing or registration by, or qualification of, our Company with any court or administrative, governmental or regulatory agency or body, under the laws of any jurisdiction which apply to the purchaser or such persons.

20. Except for the sale of Rights Equity Shares on the Stock Exchange, the purchaser agrees, upon a proposed transfer of the Rights Equity Shares, to notify any purchaser of such Equity Shares or the executing broker, as applicable, of any transfer restrictions that are applicable to the Rights Equity Shares being sold.
21. The purchaser is a highly sophisticated investor and has such knowledge and experience in financial, business and international investment matters and is capable of independently evaluating the merits and risks (including for tax, legal, regulatory, accounting and other financial purposes) of an investment in the Rights Entitlements and the Rights Equity Shares. It, or any account for which it is acting, has the financial ability to bear the economic risk of investment in the Rights Entitlements and the Rights Equity Shares, has adequate means of providing for its current and contingent needs, has no need for liquidity with respect to any investment it (or such account for which it is acting) may make in the Rights Entitlements and the Rights Equity Shares, and is able to sustain a complete loss in connection therewith and it will not look to our Company for all or part of any such loss or losses it may suffer.
22. Each of the aforementioned representations, warranties, acknowledgements and agreements shall continue to be true and accurate at all times up to and including the Allotment, listing and trading of the Rights Equity Shares. The purchaser shall hold our Company harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of its representations, warranties, acknowledgements and agreements set forth above and elsewhere in the Letter of Offer. The indemnity set forth in this paragraph shall survive the resale of the Rights Equity Shares.
23. The purchaser acknowledges that our Company and its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements which are given to our Company, and are irrevocable.
24. The purchaser agrees that any dispute arising in connection with the Issue will be governed by and construed in accordance with the laws of Republic of India, and the courts in Bhopal, Madhya Pradesh, India shall have sole and exclusive jurisdiction to settle any disputes which may arise out of or in connection with the Letter of Offer and other Issue Materials.



## SECTION VIII: OTHER INFORMATION

### 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 documents for inspection referred to hereunder, would be available for inspection at the registered office of the Company till the issue closing date on working days and working hours between 11:00 A.M. to 5:00 P.M. and also shall be available on the website of the Company at [www.tihil.co.in](http://www.tihil.co.in) from the date of this Draft Letter of Offer until the Issue Closing Date.*

Additionally, any person intending to inspect the abovementioned contracts and documents electronically, may do so, by writing an email to [●].

#### 1. Material Contracts for the Issue

- (i) Registrar Agreement dated [●] entered into amongst our Company and the Registrar to the Issue.
- (ii) Escrow Agreement dated [●] amongst our Company, the Registrar to the Issue and the Bankers to the Issue/ Refund Bank.

#### 2. Material Documents

- (i) Certified true copies of the Certificate of Incorporation, the Memorandum of Association and the Articles of Association of our Company as amended from time to time.
- (ii) Resolution of the Board of Directors dated May 30, 2024, in relation to the approval of this Issue.
- (iii) Resolution passed by our Rights Issue Committee dated [●] finalizing the terms of the Issue including Record Date and the Rights Entitlement ratio
- (iv) Resolution of the Rights Issue Committee dated October \_\_, 2024 approving and adopting the Draft Letter of Offer.
- (v) Resolution of the Board of Directors dated [●] approving and adopting the Letter of Offer.
- (vi) Consent of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory and Peer Reviewed Auditor, Legal Advisor, the Registrar to the Issue, Banker to the Issue/ Refund Bank for inclusion of their names in the Draft Letter of Offer in their respective capacities.
- (vii) Copies of Annual Reports of our Company for Financial years 2024, 2023, 2022 and 2021.
- (viii) Restated Financial statements dated August 10, 2024, of our Company's Audited Financial Statements, included in this Draft Letter of Offer for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022.
- (ix) Tripartite Agreement dated 22<sup>nd</sup> may 2013 our Company, NSDL and the Registrar to the Issue.
- (x) Tripartite Agreement dated 24<sup>th</sup> may 2013 between our Company, CDSL and the Registrar to the Issue.
- (xi) In principle listing approval dated [●] issued by BSE Limited.

Any of the contracts or documents mentioned in this Draft Letter of Offer may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder, or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

Sd/-  
\_\_\_\_\_  
**MAYANK SURESH JOLLY**  
(Managing Director)

Sd/-  
\_\_\_\_\_  
**IRFAN ABDULRAHIMBHAI QURESHI**  
(Executive Director)

Sd/-  
\_\_\_\_\_  
**MITESH SURENDRASINH RAJPUT**  
(Non-Executive Non-Independent Director)

Sd/-  
\_\_\_\_\_  
**ADITYA VIKRAMBHAI PATEL**  
(Independent Director)

Sd/-  
\_\_\_\_\_  
**NIDHI BANSAL**  
(Independent Director)

Sd/-  
\_\_\_\_\_  
**ANKITKUMAR SURENDRAKUMAR AGRAWAL**  
(Independent Director)

Sd/-  
\_\_\_\_\_  
**RANJEET MADHUKARRAO PAWAR**  
(Chief Executive Officer)

Sd/-  
\_\_\_\_\_  
**MANISHA K RAJPUT**  
(Chief Financial Officer)

Sd/-  
\_\_\_\_\_  
**MRUGESH VYAS**  
(Company Secretary and Compliance Officer)

Place: Ahmedabad  
Date: October 24, 2024