


GUJARAT NATURAL RESOURCES LIMITED
CIN: L27100GJ1991PLC016158

Our Company was originally incorporated as Lesha Steels Limited“ a Public limited company vide a certificate of incorporation dated August 23, 1991, and got its Certificate of Commencement of Business dated 24th June, 1992 issued by the Registrar of Companies, Gujarat, subsequently the Company had Change its name as “Lesha Energy Resources Limited” dated March 13, 2008 and thereafter the Company again changed its name as “ Gujarat Natural Resources Limited” dated March 23, 2010 as provisions of the Companies Act, 1956 and approval granted for the same from Registrar of Companies, Gujarat.

Registered Office: Ninth Floor, 906 to 910, ANAM-1, Parimal Garden, Ellisbridge, Ahmadabad City, Gujarat, India, 380006

Tel: +91 92654 02633/ 079 3521 9058 **Email:** info@gnrl.in **Website:** www.gnrl.in

Contact Person: Barkha Chanderkumar Lakhani, Company Secretary & Compliance Officer

PROMOTERS OF OUR COMPANY: ASHOK CHINUBHAI SHAH AND SHALIN ASHOK SHAH		
FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF GUJARAT NATURAL RESOURCES LIMITED		
NEITHER OUR COMPANY, OUR PROMOTERS NOR OUR DIRECTORS HAVE BEEN DECLARED AS A WILFUL DEFAULTER OR FRAUDULENT BORROWER BY THE RBI OR ANY OTHER GOVERNMENT AUTHORITY		
THE ISSUE		
ISSUE OF UPTO [●] FULLY PAID UP EQUITY SHARES OF FACE VALUE OF RS. 10 EACH (“EQUITY SHARES”) OF GUJARAT NATURAL RESOURCES LIMITED (“GNRL” OR THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF RS. [●] PER EQUITY SHARE (INCLUDING PREMIUM OF RS. [●] PER EQUITY SHARE) (“ISSUE PRICE”) FOR AN AGGREGATE AMOUNT NOT EXCEEDING RS. 4,850.00 LACS TO THE ELIGIBLE EQUITY SHAREHOLDERS ON RIGHTS BASIS IN THE RATIO OF [●] [●] PAID UP EQUITY SHARES FOR EVERY [●] [●] FULLY PAID UP EQUITY SHARE HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, I.E. [●] (THE “ISSUE”). THE ISSUE PRICE IS [●] TIME OF FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE SEE THE CHAPTER TITLED “TERMS OF THE ISSUE” ON PAGE 212 OF THIS DRAFT LETTER OF OFFER. #ASSUMING FULL SUBSCRIPTION OF THE ISSUE		
GENERAL RISK		
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 with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors shall 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 (“SEBI”) nor does SEBI guarantee the accuracy or adequacy of this Draft Letter of Offer. Specific attention of the investors is invited to “Risk Factors” beginning on page 20 of this Draft Letter of Offer before making an investment in this Issue.		
ISSUER’S ABSOLUTE RESPONSIBILITY		
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Letter of offer contains all information with regard to our Company and the Issue, which is material in the context of this Issue; that the information contained in this Draft Letter of offer is true and correct in all material aspects and is not misleading in any material respect; that the opinions and intentions expressed herein are honestly held; and that there are no other facts, the omission of which makes this Draft Letter of offer as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.		
LISTING		
The existing Equity Shares of our Company are listed on BSE Limited (BSE). Our Company has received “in-principle” approval from BSE for listing the Equity Shares to be allotted pursuant to the Issue through its letter dated [●]. Our Company will also make an application to BSE to obtain their trading approval 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 purpose of this Issue, the Designated Stock Exchange is BSE.		
REGISTRAR TO THE OFFER		
Purva Sharegistry (India) Pvt. Ltd 9, Shiv Shakti Industrial Estate, J.R.Boricha Marg, Lower Parel - East,Mumbai,Maharashtra,400011. Tel No.: 079 - 23012518 Website: www.purvashare.com E-mail ID: support@purvashare.com Contact Person: Ms. Deepali Dhuri SEBI Registration No: INR000001112		
ISSUE PROGRAMME		
ISSUE OPENS ON	LAST DATE OF MARKET RENONCIATIONS*	ISSUE CLOSES ON**
[●]	[●]	[●]

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

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

Table of Contents

SECTION I – GENERAL	3
DEFINITIONS AND ABBREVIATIONS	3
NOTICE TO INVESTORS	12
PRESENTATION OF FINANCIAL AND OTHER INFORMATION	14
FORWARD LOOKING STATEMENTS	16
SECTION II – SUMMARY OF DRAFT LETTER OF OFFER.....	17
SECTION III - RISK FACTORS.....	20
SECTION IV– INTRODUCTION.....	31
THE ISSUE.....	31
GENERAL INFORMATION.....	39
CAPITAL STRUCTURE	43
SECTION V-PARTICULARS OF THE ISSUE.....	46
OBJECTS OF THE ISSUE.....	46
STATEMENT OF SPECIAL TAX BENEFITS.....	51
SECTION V-ABOUT OUR COMPANY	53
OUR INDUSTRY	53
OUR BUSINESS	70
OUR MANAGEMENT	95
OUR PROMOTERS	101
SECTION VI – FINANCIAL INFORMATION.....	102
FINANCIAL STATEMENTS	102
MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.....	196
SECTION VII - LEGAL AND OTHER INFORMATION AND OTHER DEFAULTS	202
OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS	202
GOVERNMENT AND OTHER STATUTORY APPROVALS	204
OTHER REGULATORY AND STATUTORY DISCLOSURES.....	206
SECTION VIII – ISSUE INFORMATION	212
TERMS OF THE ISSUE.....	212
PROCEDURE FOR APPLICATIONS BY CERTAIN CATEGORIES OF SHAREHOLDERS	221
RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES.....	237
SECTION IX – OTHER INFORMATION.....	240
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	240
DECLARATION	242

**SECTION I – GENERAL
DEFINITIONS AND ABBREVIATIONS**

This Draft Letter of Offer uses the definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain capitalized terms used in this Draft Letter of Offer is intended for the convenience of the reader/prospective investor only and is not exhaustive.

References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Draft Letter of Offer but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in "Statement of Special Tax Benefits" and "Financial Statements" beginning on pages 51 and 102, respectively of this Draft Letter of Offer, shall have the meaning given to such terms in such sections.

Company Related Terms

Terms	Description
“Gujarat Natural Resources Limited” or “the Company” or “our Company” or “we” or “us” or “our” or “the Issuer”	Gujarat Natural Resources Limited, a public limited company incorporated on 23 rd August, 1991 under the provisions of the Companies Act, 1956 and having its Registered Office at Ninth Floor, 906 to 910, ANAM-1, Parimal Garden, Ellisbridge, Ahmadabad, Gujarat - 380006
Articles of Association	The Articles of Association of our Company as amended from time to time.
Auditors / Statutory Auditors	The Statutory Auditors of our Company being M/s. G M C A & Co. Chartered Accountants.
Board / Board of Directors / our Board	The Board of Directors of our Company or a duly constituted committee thereof, as the context may refer to.
Director(s)	Any or all the director(s) of our Board, as may be appointed from time to time.
Equity Shares / Shares	Equity Shares of face value of Rs. 10 each of our Company.
Key Managerial Personnel / KMP	Mr. Shalin Ashok Shah, Managing Director, Hiteshkumar Madhubhai Donga, Chief Financial Officer & Director, Barkha Chanderkumar Lakhani, Company Secretary and Compliance Officer .
Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time.
Promoter	1. Ashok Chinubhai Shah 2. Shalin Ashok Shah
Promoter Group	Persons and entities forming part of the promoter group of our Company as determined in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations and as disclosed by our Company in the filings made with the Stock Exchange under the SEBI Listing Regulations.
Registered Office	Registered office of our Company situated at Registered Office at Ninth Floor, 906 to 910, ANAM-1, Parimal Garden, Ellisbridge, Ahmadabad, Gujarat - 380006.
Registrar of Companies / ROC	Registrar of Companies, Ahmedabad at ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad, Gujarat-380013
Subsidiary / Subsidiary Company / our Subsidiary	Our company has 1 Indian Wholly-owned subsidiary and 3 Step-down international subsidiaries. 1. GNRL Oil & Gas (I) Private Limited (Formerly Sigma Oil & Gas Private Limited) (Wholly Owned Subsidiary) 2. Heramec Oil & Gas (Singapore) Pte. Ltd. 3. GNRL Oil & Gas Ltd. (Formerly Heramec Ltd) 4. Alkor Petro Overseas Ltd.

Issue Related Terms

Term	Description
Abridged Letter of Offer or ALOF	The Abridged letter of offer to be sent to the Eligible Equity Shareholders as on the Record Date with respect to the Issue in accordance with the SEBI ICDR Regulations and the Companies Act.
Additional Rights Equity Shares / Additional Equity Shares	The Rights Equity Shares applied or allotted under this Issue in addition to the Rights Entitlement.
Allotment / Allot / Allotted /Allotment of Rights Equity Shares	The allotment of Rights Equity Shares pursuant to the Issue.
Allotment Account(s)	The account(s) opened with the Banker(s) to this Issue, into which the Application Money lying credit to the Escrow Account(s) and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act, 2013.
Allotment Account Bank(s)	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being, [●]
Allotment Advice	The note or advice or intimation of Allotment sent to the Investors, who have been or are to be allotted the Rights Equity Shares after the basis of Allotment has been approved by the BSE.
Allotment Date	The date on which Allotment is made.
Allottee(s)	Persons to whom Rights Equity Shares of our Company are allotted pursuant to this Issue.
Applicant(s) / Investors	Eligible Shareholder(s) and/or Renouncee(s) who make an application for the Rights Equity Shares pursuant to the Issue in terms of the Letter of Offer.
Application	Application made through (i) submission of the Application Form or plain paper Application to the Designated Branch of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Rights Equity Shares at the Issue Price.
Application Form	Unless the context otherwise requires, an application form (including online application form available for submission of application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Applicant to make an application for the Allotment of Rights Equity Shares in this Issue.
Application Money	Aggregate amount payable in respect of the Rights Equity Shares applied for in the Issue at the Issue Price.
Application Supported by Blocked Amount/ASBA	The application (whether physical or electronic) used by Investors to make an application authorizing the SCSB to block the amount payable on application in their specified bank account maintained with SCSB.
ASBA Account	An account maintained with an SCSB and specified in the CAF or plain paper application, as the case may be by the Applicant for blocking the amount mentioned in the CAF 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, 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/DIL2/P/CIR/2022/75 dated May 30, 2022.
Bankers to the Company	IDBI Bank
Bankers to the Issue / Escrow Collection Bank	[●]
Banker to the Issue Agreement	Agreement dated [●] entered into by and amongst our Company, the Registrar to the Issue and the Bankers 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.

Term	Description
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants in consultation with the Designated Stock Exchange under this Issue, as described in "Terms of the Issue" beginning on page 212 of this Draft Letter of Offer.
CAF / Common Application Form	The application form used by Investors to make an application for Allotment under the Issue
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 https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34
Designated Branches	Such branches of the SCSBs which shall collect application forms used by ASBA Investors and a list of which is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34
Designated Stock Exchange	BSE Limited
Depository	A depository registered with SEBI under the SEBI (Depository and Participant) Regulations, 2018, as amended from time to time, read with the Depositories Act, 2018.
Draft Letter of Offer / DLOF	This draft letter of offer dated September 17, 2024.
ECS	Electronic Clearing Service
Equity Shareholder(s)/ Shareholder(s)	The holders of Equity Shares of our Company.
Eligible Equity Shareholders / Eligible Shareholders/	Holders of Equity Shares of our Company as on the Record Date, i.e. [●].
Escrow Account(s)	One or more no-lien and non-interest-bearing accounts with the Escrow Collection Bank(s) for the purposes of collecting the Application Money from resident Investors.
"Escrow Collection Bank", "Allotment Account Bank(s)" or "Refund Bank(s)"	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, [●]
Fraudulent Borrower	A fraudulent borrower, as defined under the SEBI ICDR Regulations
General Corporate Purposes	General corporate purposes shall have the meaning as determined in Regulation 2(1)(r) of the SEBI ICDR Regulations.
GIR	General Index Registrar
IEPF	Investor Education and Protection Fund
Investor(s)	The Equity Shareholders of our Company on the Record Date i.e. [●] and the Renouncee(s).
ISIN	International Securities Identification Number
Issue / the Issue / this Issue / Rights Issue	Issue of fully paid up [●] Equity Shares with a face value of Rs. 10 each for cash at a price of Rs. [●] per Equity Share aggregating up to Rs. 4,815.00 Lakhs on a rights basis to Eligible Shareholders in the ratio of [●] ([●]) fully paid-up Equity Share held on the Record Date i.e. [●].
Issue Closing Date	[●]
Issue Opening Date	[●]
Issue Price	Rs. [●] per Equity Share
Issue Proceeds	The gross proceeds raised through the Issue
Issue Size	The issue of upto fully paid up [●] Rights Equity Shares for an amount aggregating up to Rs. 4,850.00 Lakhs.
Letter of Offer / LOF	The final letter of offer to be issued by our Company in connection with the Issue.
Listing Agreement	Uniform listing agreement entered into under the Listing Regulations between our Company and the Stock Exchange.
MICR	Magnetic Ink Character Recognition

Term	Description
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 Entitlement will not be treated as multiple application.
NAV	Net Asset Value calculated as Net Worth divided by number of fully paid-up Equity Shares.
Net Proceeds	The Issue Proceeds less the Issue related expenses. For further details, please refer to the chapter titled "Objects of the Issue" beginning on page 61 of this Draft Letter of Offer.
Net Worth	Net worth as defined under Section 2(57) of the Companies Act.
Non-Institutional Investor(s)	Investor, including any company or body corporate, other than a Retail Individual Investor and a QIB.
Offer Document	The Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer including any notices, corrigenda thereto.
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off-market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws.
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchange through a registered stock broker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchange, from time to time, and other applicable laws, on or before [●]
QIBs / Qualified Institutional Buyers	Qualified Institutional Buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Record Date	A record date fixed by our Company for the purposes of determining the names of the Equity Shareholders who are eligible for the issue of Rights Equity Shares i.e. [●].
Registered Foreign Portfolio Investors / Foreign Portfolio Investors / Registered FPIs / FPIs	Foreign portfolio investors as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2014.
Registrar to the Issue / Registrar and Transfer Agent / RTA	M/s Purva Shareregistry (India) Pvt. Ltd
Registrar Agreement	Agreement dated 05 th September, 2024 between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue.
Renouncee(s)	Person(s) who has / have acquired Rights Entitlements from the Eligible Equity Shareholders.
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on [●] in case of 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.

Term	Description
Retail Individual Investor(s)	Individual Investors who have applied for Rights Equity Shares for an amount less than or equal to Rs. 200,000 (including HUFs applying through their karta).
Rights Entitlements (Res)	The number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by such Eligible Equity Shareholder on the Record Date.
RE-ISIN	The RE-ISIN for Rights Entitlement being [●] RE-ISIN for Fully Paid-up shares being [●].
Rights Equity Shares / Rights Shares	The equity shares of face value Rs. 10 each of our Company offered and to be issued and allotted pursuant to the Issue.
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders. The Rights Entitlements are also accessible through on the website of our Company.
Self-Certified Syndicate Bank / SCSBs	The banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended, and offer the facility of ASBA, including blocking of bank account and a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes& intmId=34
Stock Exchange/ Stock Exchange(s)	BSE where the Equity Shares of our Company are presently listed being BSE.
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 finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange.
Willful Defaulter	Willful Defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
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.

Business and Industry related Terms / Abbreviations

Term	Description
EMDE	Emerging Market and developing economies is the economy of a developing nation that is becoming more engaged with global markets as it grows.
GDP	Gross Domestic Product is a monetary measure of the market value of all the final goods and services produced in a specific time period by a country or countries. It is most often used by the government of a single country to measure its economic health.
IMP	International Monetary Fund works to achieve sustainable growth and prosperity for all of its 190 member countries. It does so by supporting economic policies that promote financial stability and monetary cooperation, which are essential to increase productivity, job creation, and economic well-being.
WTO	World Trade Organisation is an intergovernmental organization that regulates and facilitates international trade.
IBEF	India Brand Equity Foundation is a Trust established by the Department of Commerce, Ministry of

	Commerce and Industry, Government of India. IBEF's primary objective is to promote and create international awareness of the Made in India label in markets overseas and to facilitate the dissemination of knowledge of Indian products and services.
HFI	High Frequency Indicators also known as High Frequency Data is a data that is collected at higher frequency or more often than traditional datasets.
CAD	Current Account Deficit occurs when the nation send more money in abroad than it receives.
CPI	Consumer Price Index is the measure of changes in the price level of a basket of consumer goods and services bought by households.
WPI	Wholesale Price Index measures overall change in producer prices over time. It is a measure of inflation based on the prices of goods before they reach consumers.
CAGR	The compound annual growth rate is the rate of return (RoR) that would be required for an investment to grow from its beginning balance to its ending balance, assuming the profits were reinvested at the end of each period of the investment's life span.
ITI	Industrial training institutes is a qualification and are post-secondary schools in India constituted under the Directorate General of Training.
FDI	Foreign Direct Investment is an ownership stake in a foreign company or project made by an investor, company, or government from another country.

Conventional and General Terms or Abbreviations

Term	Description
“” / “Rs.” / “Rupees” / “INR”	Indian Rupees
A/c	Account
AGM	Annual General Meeting
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the SEBI AIF Regulations
AY	Assessment Year
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CARO	Companies (Auditor's Report) Order, 2020
CBIC	Central Board of Indirect Taxes and Customs
CDSL	Central Depository Services (India) Limited
Central Government	The Central Government of India
CFO	Chief Financial Officer
CIN	Corporate Identity Number
Companies Act	Companies Act, 2013, as amended from time to time
Companies Act, 1956	Companies Act, 1956 and the rules made thereunder, as the context requires
Companies Act, 2013	Companies Act, 2013 and the rules made thereunder
COVID-19 / Novel Coronavirus	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CRAR	Capital adequacy ratio/Capital to risk assets ratio
CrPC	Code of Criminal Procedure, 1973
CTS	Cheque Truncation System
Depositories Act	The Depositories Act, 2018 as amended from time to time
DIN	Director Identification Number
DP	Depository Participant as defined under the Depositories Act
DP ID	Depository Participant's Identity
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
EPS	Earnings per Share
EGM	Extraordinary General Meeting
FCNR Account / FCNR	Foreign Currency Non Resident Account
FBIL	Financial Benchmarks India Private Limited
FDI	Foreign Direct Investment
FEMA Act / FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations promulgated there under and any amendments thereto.

Term	Description
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by Person Resident Outside India) Regulations, 2017 as amended from time to time
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Fiscal /Fiscal Year/ Financial Year/FY	12 month period commencing from April 1 and ending on March 31 of the immediately succeeding year.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018
FPI	Foreign Portfolio Investor
FVCIs	Foreign venture capital investors as defined in and registered with SEBI under the SEBI FVCI Regulations.
GCP	General Corporate Purpose
Government/GoI	Government of India
GST	Goods and Service Tax
HFC	Housing finance companies
HUF	Hindu Undivided Family
IBC	Insolvency and Bankruptcy Code, 2016
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Ind AS	Indian Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
Indian GAAP	Generally accepted accounting principles followed in India.
Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time
ISIN	International Securities Identification Number
I.T. Act / IT Act	Income Tax Act, 1961
I. T. Rules	Income Tax Rules, 1962, as amended from time to time.
KMP	Key Managerial Personnel
Lakh	One hundred thousand
MCA	Ministry of Corporate Affairs, Government of India
Mutual Fund	Mutual fund registered with SEBI under the Securities and Exchange Board of (Mutual Funds) Regulations, 1996
NACH	National Automated Clearing House which is a consolidated system of ECS.
NBFC	Non-banking financial companies
NCD (s)	Non-convertible debentures
Net Worth	Aggregate of Equity Share capital and other equity
NCLT	National Company Law Tribunal
NCLAT	National Company Law Appellate Tribunal
NEFT	National Electronic Fund Transfer
N.A.	Not Applicable
NI Act	The Negotiable Instruments Act, 1881
NR	Non Resident
NRE	Non Resident External Account
NRI	Non Resident Indian
NSDL	National Securities Depositories Limited
NSE	National Stock Exchange of India Limited

Term	Description
OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Deposit) Regulations, 2000 and which was in existence on the date of the commencement of Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's)) Regulations, 2003 and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the regulations.
OPC	One Person Company
p.a.	Per Annum
PAN	Permanent Account Number
PAT	Profit after tax
QP	Qualified purchaser as defined in the U.S. Investment Company Act
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India
RTGS	Real Time Gross Settlement
SCORES	SEBI Complaints Redress System
SCRA	The Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	The Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	The Securities and Exchange Board of India, constituted under the SEBI Act, 1992
SEBI Act	The Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended from time to time
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended from time to time
SEBI ICDR Regulations /ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Listing Regulations/ Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
SEBI Takeover Regulations/ SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended from time to time
SEBI Relaxation Circulars	SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, read with SEBI circulars bearing reference numbers SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020 and SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021
SEBI Rights Issue Circulars	Collectively, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020 and the SEBI Relaxation Circulars
STT	Securities Transaction Tax
SICA	Sick Industrial Companies (Special Provisions) Act, 1985.
Total Borrowings	Aggregate of debt securities, borrowings (other than debt securities) and subordinated liabilities
UPI	Unified Payments Interface
U.S/United States	The United States of America
USD / US\$	United States Dollars

Term	Description
US Securities Act	The United States Securities Act of 1933, as amended from time to time
VCFs	Venture capital funds as defined in and registered with the SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
WHO	World Health Organization

The words and expressions used but not defined herein shall have the same meaning as is assigned to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder.

NOTICE TO INVESTORS

The distribution of this Draft 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 this Draft Letter of Offer, the Abridged Letter of Offer or Application Form 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 and will dispatch through email and courier this Draft Letter of Offer / Abridged Letter of Offer, Application Form and Rights Entitlement Letter only to Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. Further, this Draft Letter of Offer will be provided, through email and courier, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. Investors can also access this Draft Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, the Stock Exchange.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and this Draft Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, this Draft Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of this Draft Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Draft Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If this Draft Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in this Draft Letter of Offer, the Abridged Letter of Offer or the Application Form.

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, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter 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 and the Abridged Letter of Offer and the Application Form and Rights Entitlement Letter 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 THEIR 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, this Draft Letter of Offer / Abridged Letter of Offer and the enclosed Application Form and Rights Entitlement Letters 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 this Draft Letter of Offer / Abridged Letter of Offer and Application Form and Rights Entitlement Letter 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.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Certain Conventions

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

Financial Data

Unless stated or the context requires otherwise, our financial data included in this Draft Letter of Offer is derived from the Audited Standalone and Consolidated Financial Statements. For further information, refer chapter titled "Financial Statements" on page 102.

We have prepared our Audited Standalone and Consolidated Financial Statements in accordance with Indian Accounting Standards specified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. Our Company publishes its financial statements in Indian Rupees. 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.

Our Company's Financial Year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year. Accordingly, all references to a particular Financial Year or Fiscal, unless stated otherwise, are to the 12 months period ending on March 31 of that particular calendar year.

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. Unless stated otherwise, throughout this Letter of Offer, all figures have been expressed in Lakhs.

Currency of Presentation

- All references to 'INR', '₹', 'Indian Rupees', 'Rs.' and 'Rupees' are to the legal currency of India.
- Any reference to 'US\$', 'USD', '\$' and 'U.S. dollars' are to the legal currency of the United States of America.

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

Market and Industry Data

Unless stated otherwise, industry and market data used in this Draft Letter of Offer have been obtained or derived from publicly available information. Publicly available Information generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Accordingly, no investment decision should be made on the basis of such information. Although we believe that industry data used in this Draft Letter of Offer is reliable, it has not been independently verified and neither we, nor any of our affiliates, jointly or severally, make any representation as to its accuracy or completeness. 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 we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in the section "Risk Factors" beginning on page 20 of this Draft Letter of Offer.

Conversion rates for foreign currency:

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:

(Rs. per unit of Foreign Currency)

Sr. No.	Name of Currency	As on March 31, 2024	As on March 31, 2023	As on March, 31, 2022
1	U.S. Dollar	83.34	82.11	75.90

Source: <https://www.x-rates.com/>

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FORWARD LOOKING STATEMENTS

Our Company has included statements in this Draft Letter of Offer which contain words or phrases such as ‘anticipate’, ‘believe’, ‘continue’, ‘can’, ‘could’, ‘estimate’, ‘expect’, ‘expected to’, ‘future’, ‘intend’, ‘is likely’, ‘may’, ‘objective’, ‘plan’, ‘potential’, ‘project’, ‘pursue’, ‘shall’, ‘should’, ‘will’, ‘will continue’, ‘would’, or other words or phrases of similar import. Similarly, statements that describe our objectives, strategies, plans or goals are also forward looking statements. However, these are not the exclusive means of identifying forward looking statements. Forward-looking statements are not guarantees of performance and are based on certain assumptions, future expectations, describe plans and strategies, contain projections of results of operations or of financial condition or state other forward-looking information. All statements regarding our Company’s expected financial conditions, results of operations, business plans and prospects are forward-looking statements.

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. Important factors that could cause actual results to differ materially from our Company’s expectations include, among others:

- Uncertainty of the continuing impact of the COVID-19 pandemic on our business and operations;
- Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various business plans;
- Any failure or disruption of our information technology system;
- Increasing competition in or other factors affecting the industry segments in which our Company operates;
- Changes in laws and regulations relating to the industries in which we operate;
- Fluctuations in operating costs and impact on the financial results;
- Our ability to attract and retain qualified personnel;
- Changes in political and social conditions in India or in other countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices; and
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed in the section titled “Risk Factors” beginning on page 20 of this Draft Letter of Offer. By their very nature, market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains, losses or impact on net interest income and net income could materially differ from those that have been estimated, expressed or implied by such forward-looking statements or other projections.

Whilst we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, Investors are cautioned not to place undue reliance on such forward-looking statements. In any event, these statements speak only as of the date of this Draft Letter of Offer or the respective dates indicated in this Draft Letter of Offer, and our Company undertakes no obligation to update or revise any of them, whether as a result of new information, future events or otherwise. If any of these risks and uncertainties materialise, or if any of our Company’s underlying assumptions prove to be incorrect, the actual results of operations or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements.

In accordance with SEBI / Stock Exchange requirements, our Company will ensure that Investors are informed of material developments until the time of the grant of listing and trading permission for the Rights Equity Shares by the Stock Exchange.

SECTION II – SUMMARY OF DRAFT LETTER OF OFFER

The following is a general summary of certain disclosures included in this Draft Letter of Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Letter of Offer or all details relevant to 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, "Objects of the Issue", "Our Business", "Outstanding Litigation and other Defaults" and "Risk Factors" beginning on pages 46, 70, 202, and 20 respectively of this Draft Letter of Offer.

1. Summary of Business

Our Company is generating significant revenue through its step-down subsidiary company i.e. "GNRL Oil & Gas Limited (formerly Heramec Limited)" engaged in upstream oil & gas sector in India, and indulge in the business of Extraction of crude petroleum and natural gas. The company has 6 Operated field i.e. Unawa, Allora, Dholasan, Kanawara, North Kathana, North Balol where well drilling projects has been organized. Comprehensive development of the exploration and development work program is as under:

- Allora:** Drilling of Two Wells (Drilling of one Firm well for Mandhali mem of Kadi fm and the other location would be a dependent location)
- Dholasan:** Drilling of Two wells as a part of partial development (One well for Mandhali, One well for Lynch mem)
- Kanawara:** Drilling of seven development wells to produce from EP-IV pay of Kalol formation (Drilling of 3 wells in progress during January)
- North Kathana:** Drilling of Three wells (Two wells to produce from EP- IV pay & One deep well for Fractured trap formation)
- Unawa:** Drilling of Two wells (Deepening of existing well up to Olpad formation and one additional well as exploratory to probe Olpad formation)
- North Balol:** Drilling of four development wells

For further details, refer chapter titled "Our Business" on page 70.

Summary of Industry

The oil and gas sector is among the eight core industries in India and plays a major role in influencing the decision-making for all the other important sections of the economy.

India's economic growth is closely related to its energy demand, therefore, the need for oil and gas is projected to increase, thereby making the sector quite conducive for investment. India retained its spot as the third-largest consumer of oil in the world as of 2023. India's crude oil production stood at 29.4 MMT during April-March 2024.

For further details, refer chapter titled "Our Industry" on page 53.

2. Objects of the Issue

Our Company intends to utilize the Net Proceeds for the following object: (Amount in Lakhs)

S.No.	Particulars	Amounts	% of gross proceeds	% of Net proceeds
1.	Investment in wholly owned subsidiary	Upto 2,000.00*	[●]*	[●]*
2.	Repayment of certain outstanding borrowings availed by us	Upto 2,000.00*	[●]*	[●]*
3.	To meet General corporate purposes	850.00*	[●]*	[●]*
	Total	Upto 4,850.00*	[●]*	[●]*

*assuming full subscription and receipt of Call Monies.

For further details, refer chapter titled "Objects of the Issue" on page 46.

3. Intention and extent of participation by the Promoter and Promoter Group

The promoters and promoter group of the company will participate upto the extent of their shareholding into the company and has indicated in vide resolution passed in the meeting dated 10th June, 2024 that they will subscribe fully to their portion of right entitlement and that do not renounce their rights except to the extent of renunciation within the promoter group. Accordingly, in terms of Regulation 86(1) of the SEBI ICDR Regulations, the requirements of minimum subscription are not applicable to the issue.

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

As such, other than meeting the requirements indicated in the chapter titled “Objects of the Issue” at page 46 of this Letter of Offer, there is no other intention / purpose for the Issue, including any intention to delist our Equity Shares.

In case the Rights Issue remains unsubscribed and / or minimum subscription is not achieved, the Board of Directors may dispose of such unsubscribed portion in the best interest of the Company and the Equity Shareholders and in compliance with the applicable laws.

4. Auditor Qualifications

There are no any qualifications, reservations and adverse remarks made by our Statutory Auditors in their report to Audited standalone and consolidated financial statements of the Company for the financial year 2023-24, 2022-23 and 2021-22.

For further details, refer chapter titled “Financial Statements” on page 102.

5. Summary of outstanding litigations

S.No.	Outstanding Litigations	Amount (in Lakhs)
1.	Pending Litigations involving our Company and subsidiary Company	*NA
2.	Pending Dues to Revenue Departments	NA
3.	Pending litigation with Revenue Departments	NA

**Pending litigation has already been disclosed under page number 115, however there was no amount involved in this matter.*

For further details, please see chapter titled “Outstanding Litigations and Other Defaults” beginning on page 202 of this Draft Letter of Offer.

6. Risk Factors

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Letter of Offer.

For the details pertaining to the internal and external risk factors relating to the Company, kindly refer to the chapter titled “Risk Factors” beginning on page no. 20 of this Draft Letter of Offer.

7. Contingent liabilities

For details of the contingent liabilities, as reported in the Audited Financial Statements, please refer to the section titled “Financial Statements” beginning on page 102 of Draft this Letter of Offer.

8. Related party transactions

For details regarding our related party transactions as per Ind AS 24, see "Financial Statements" beginning on page 102 of this Draft Letter of Offer.

9. Financing Arrangements

There has been no financing arrangement whereby our Promoter, members of the Promoter Group, our Directors and their relatives have financed the purchase, by any other person, of securities of our Company other than in the normal course of the business of the financing entity during the period of 6 (six) months immediately preceding the date of this Draft Letter of Offer.

10. Issue of Equity Shares for consideration other than cash in last one year

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

11. Split / Consolidation

There has been no sub division (face value split) in last one year from the date of this Draft Letter of offer.

12. Exemption from complying with any provisions of Securities Laws, if any, granted by SEBI

Our Company has not submitted any application to SEBI for exemption from complying with any provisions of Securities.

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SECTION III - RISK FACTORS

An investment in our Equity Shares involves a high degree of risk. You should carefully consider each of the following risk factors and all other information set forth in this Draft Letter of Offer, including in "Our Business", "Industry Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations", and "Financial Statements" before making an investment in our Equity Shares.

The risks and uncertainties described below are not the only risks that we currently face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business, financial condition, results of operations and cash flows. If any or some combination of the following risks, or other risks that are not currently known or believed to be adverse, actually occur, our business, financial condition and results of operations could suffer, the trading price of, and the value of your investment in, our Equity Shares could decline and you may lose all or part of your investment. In making an investment decision with respect to this Issue, you must rely on your own examination of our Company and the terms of this Issue, including the merits and risks involved. You should consult your tax, financial and legal advisors about the consequences of an investment in our Equity Shares and its impact on you.

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

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

INTERNAL RISK FACTORS

BUSINESS RELATED RISK

- 1. Our activities relating to exploration, drilling operations are critical to our business and any shutdown of our exploration, drilling facilities may have an adverse effect on our business, results of operations and financial condition.**

Our Company is in the field of upstream Oil and Gas sector in India and our success depend on our ability to successfully exploration, drilling of wells, refining of crude oil and gas and deliver quality products to meet our customer demand. These activities are also susceptible to damage or interruption or operating risks, such as human error, power loss, breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, obsolescence, loss of services of our external contractors, terrorist attacks, acts of war, break-ins, earthquakes, other natural disasters and industrial accidents and similar events. It is also subject to operating risk arising from compliance with the directives of relevant government authorities. Operating risks may result in personal injury and property damage and in the imposition of civil and criminal penalties.

If our Company experience delays in production or shutdowns at our facility due to any reason, including disruptions caused by disputes with its workforce or any external factors, our Company's operations will be significantly affected, which in turn would have a material adverse effect on its business, financial condition and results of operations. Further, continuous addition of industries in and around our manufacturing facilities without commensurate growth of its infrastructural facilities may put pressure on the existing infrastructure therein, which may adversely affect our business.

- 2. Activities involving in oil exploration and drilling process can be dangerous and can cause injury to people or property in certain circumstances. A significant disruption at any of our drilling facilities may adversely affect our**

production schedules, costs, sales and ability to meet customer demand.

Our business operations are subject to hazards such as risk of equipment failure, work accidents, fire or explosion and require individuals to work under potentially dangerous circumstances or with flammable materials. Although we employ safety procedures in the operation of our facilities and maintain what we believe to be adequate insurance, there is a risk that an accident or death may occur in one of our facilities. An accident may result in destruction of property or equipment, environmental damage, drilling or delivery delays, or may lead to suspension of our operations and/or imposition of liabilities. Any such accident may result in litigation, the outcome of which is difficult to assess or quantify, and the cost to defend litigation can be significant. As a result, the costs to defend any action or the potential liability resulting from any such accident or death or arising out of any other litigation, and any negative publicity associated therewith, may have a negative effect on our business, financial condition, results of operations, cash flows and prospects.

In particular, if operations at our oil exploration and drilling facility were to be disrupted as a result of any significant workplace accident, equipment failure, natural disaster, power outage, fire, explosion, terrorism, adverse weather conditions, labour dispute, obsolescence or other reasons, our financial performance may be adversely affected as a result of our inability to meet customer demand or committed delivery schedules for our products. Interruptions in production may also increase our costs and reduce our sales, and may require us to make substantial capital expenditures to remedy the situation or to defend litigation that we may become involved in as a result, which may negatively affect our profitability, business, financial condition, results of operations, cash flows and prospects.

3. Our cost of production and trading activities is exposed to fluctuations in the prices of materials.

Our Company is dependent on third party suppliers for procuring the raw material. Raw material prices of essential materials such as drilling mud, chemicals, and steel can vary widely, affecting overall production costs. For instance, a rise in the cost of steel impacts the price of casing and tubing used in drilling. For production activities it requires energy, and the cost of energy required for operations, including electricity and fuel, can fluctuate, influencing operational expenses.

Costs associated with transporting and storing raw materials can fluctuate based on market conditions. We are exposed to fluctuations in the prices of these raw materials as well as its unavailability, particularly as we typically do not enter into any long-term supply agreements with our suppliers and our major requirement is met in the spot market. We may be unable to control the factors affecting the price at which we procure the materials. We also face the risks associated with compensating for or passing on such increase in our cost of production/ trades on account of such fluctuations in prices to our customers. Upward fluctuations in the prices of raw material/ traded goods may thereby affect our margins and profitability, resulting in a material adverse effect on our business, financial condition and results of operations. Though we enjoy favourable terms from the suppliers both in prices as well as in supplies, our inability to obtain high- quality materials in a timely and cost-effective manner would cause delays in our production/trade cycles and delivery schedules, which may result in the loss of our customers and revenues.

4. Our key raw material, is manufactured by few players domestically, hence we are dependent on a few suppliers.

Our key raw materials: Drilling mud, completion fluid, Steel tubing and casing, corrosion-resistant alloys, Drilling Additives, hydraulic fracturing chemicals, cementing materials, equipment are required by us are manufactured by third parties in India. Hence, we are significantly dependent on them for supply of key raw materials in exploration and drilling activities. We enter into annual MoUs with them for purchase of key raw materials such as Drilling mud, completion fluid, Steel tubing and casing, corrosion-resistant alloys, Drilling Additives, hydraulic fracturing chemicals, cementing materials, equipment in quantity as it is not economic to enter into long term agreements with our key suppliers due to price fluctuations. Due to our long-standing relationship with such suppliers, we believe we procure these raw materials at competitive rates. If the supplier is unable to supply these to us on commercially reasonable terms or quantity we require, it may adversely affect our production schedule and we may have to purchase these at a higher rate from the market, which may affect our profitability.

5. We incur investments from time to time on our R & D and we may not be able to derive adequate benefits from such investments.

We operate in the industry which requires continuous technology upgrade in the field of exploration, drilling and refining. Therefore, research activities required to stay ahead of the market. We currently have centralized integrated research labs and room where we develop, advance EOR methods, CO2 EOR, advanced drilling techniques and completion technologies, reservoir management and simulation, environmental and safety technology such as spill prevention, subsea and offshore technologies, data management and cyber securities. While we believe our centralized labs and research room provides us with advantage like early development of products at cheaper cost, but cannot assure you that we will be able to develop products acceptable to our customers. We will continue to make investments on R & D including and not limited to the aforementioned technologies and research and processes as we depend significantly on such processes for upgrading our technologies and processes from time to

time. We capitalize part of salary of our Managing Director, Mr. Shalin Ashok Shah, who devotes considerable time to develop new design and technologies at our research room. These R & D activities are critical since it may improve demand for our product and our profitability, if such activities prove to be successful.

Our Company is engaged in the on-going process of studying, designing and developing new techniques in accordance with requirement of this sector. We cannot guarantee that we may be able to derive adequate benefits from these R & D activities and will be able to reap profits from our investments in the same. In addition, shifts in customer demand may render existing technologies and machinery obsolete, requiring additional capital expenditures and/or write-downs of assets.

6. Our growth prospect may suffer if we fail to anticipate and develop new techniques and enhance existing technologies in order to keep pace with rapid changes in customer preferences and the industry on which we focus.

In the upstream oil and gas sector, failing to anticipate and develop new techniques and enhance existing technologies can indeed hinder growth prospects. Here's a closer look at how this issue might impact your business and strategies to mitigate these risks: the impact of failing to innovate caused technological lag, market share loss, Higher cost, increased downtime, slower growth and investments appeals. We believe that our in-house research room and centralized R&D gives us competitive advantage and helped us in reaching current level. However, we cannot assure that our new products may always gain buyer acceptance and we will always be able to achieve competitive products to meet customer expectations. Failure to identify and respond to changes in consumer preferences could, among other things, limit our ability to differentiate our products, adversely affect consumer acceptance of our products and could have impact on our growth prospect.

7. Any inability on our part to successfully maintain quality standards could adversely impact our business.

In the upstream oil and gas sector, quality standards are essential to ensure the safety, efficiency, and environmental sustainability of operations and for crude oil and natural gas, quality standards ensure that these resources meet the required specifications for safe handling, processing, and sale. Quality for crude oil standard are; API Gravity, sulfur content, Viscosity, Acid Number, water and sediment content, API Specification 5L, Quality Specifications (ASTM Standards); ASTM D86: Distillation; ASTM D445: Viscosity; ASTM D4294: Sulfur content, and Natural Gas Quality Standards are, Methane Content, Hydrocarbon Dew Point, Sulfur Content, Carbon Dioxide (CO₂) and Nitrogen (N₂) Content, Hydrogen Sulfide (H₂S) Content, Heating Value (BTU Content) and such as others in these reference. Quality of our product is very important for our customers and their brands equity. Our product goes through various quality checks at various stages including random sampling check, drop test and/or any tenth order lot check. Failure of our products to meet prescribed quality standards may results in rejection and reworking of product hence any failure on our part to successfully maintain quality standards for our products may affect our customer demands or preference which may negatively affect our business.

8. We may be unable to effectively implement our growth strategies or manage our growth.

Our total consolidated income has been increased from Rs. 1433.30 lakhs in the Fiscal 2023 to Rs. 2770.37 lakhs in the Fiscal 2024. Our growth has been a result of our growth strategies over the year and success of our exploration and drilling capabilities and innovations. Our growth strategy involves risks and difficulties, many of which are beyond our control and, accordingly, there may be no assurance that we will be able to complete our plans on schedule or at all, or without incurring additional unforeseen material capital expenditure. Any inability on our part to manage our growth effectively or to ensure the continued adequacy of our current systems to support our growth strategy could have an adverse effect on our growth plans. Furthermore, if market conditions change or if our operations do not generate sufficient funds or for any other reasons, we may decide to delay, modify or forgo some aspects of our growth strategy which could have a material and adverse effect on our business prospects.

9. If we are unable to adapt to technological changes coupled with changes in industry trends and preferences our business and results of operations may be adversely affected

We seek to enhance our production and technological capabilities to distinguish ourselves from our competitors and enable us to introduce new products as well as different variants of our existing products, based on consumer preferences and demand. We depend on the successful introduction of new production and manufacturing processes to create innovative products, achieve operational efficiencies and adapt to advances in, or obsolescence of our technology. Our failure to successfully adopt such technologies in a cost effective and a timely manner could increase our costs and lead to us being less competitive in terms of our prices or quality of products we sell. Our future success will depend on our ability to respond to technological advances in the businesses in which we operate, on a cost-effective and timely basis. The development and implementation of such technology entails significant technical and business risks. There can be no assurance that we will continuously implement/adopt new technologies effectively or will be able to respond in timely manner

10. Failure to meet our production timelines may impact our reputation and could also lead to cancellation of our orders.

In the upstream oil and gas sector, adhering to production timelines is crucial for maintaining operational efficiency and sustaining business relationships. Failure to meet established production timelines can have significant and far-reaching consequences for our organization, including reputational Damage where Consistently missing production deadlines undermines client trust and confidence. Clients rely on timely deliveries to align with their operational schedules, and delays can lead to doubts about our reliability and competence and the upstream oil and gas sector is highly competitive, and our reputation within the industry is vital for securing future projects and partnerships. Delays can tarnish our reputation, making it difficult to attract new clients or retain existing ones. Most of our customers give us production schedule. We are expected to supply varying quantities at different points in time, as per the given schedule. Our operations are streamlined to take into account delivery schedule. While a certain amount of time is always calculated as buffer and we keep raw material for about a month's requirement, any serious disruption in our manufacturing units will impact our ability to meet our production timelines and may impact our reputation and could also lead to cancellation of our orders.

11. Any shortage or non-availability of electricity may adversely affect our profitability

The process of drilling of wells, exploration of oil and reefing takes huge energy, and we are completely dependent on it. We depend on power supplied by the State electricity board for our exploration and drilling facility requirements. Our units are equipped with diesel generator set for alternative source of power. We have faced power supply deficiency including scheduled power disruptions in our units in the past due to which led to alternate source of power. The average cost of generation of electricity from diesel generator set is Rs. 12 per unit, whereas the average cost of electricity purchase from electricity board is Rs. 6.65 per unit.. If we do not get uninterrupted quality power for our units from electricity board, it may increase the cost of our operations and affect our profitability.

12. Delays or defaults in client payments could result in a reduction of our profits.

We may be subject to working capital shortages due to delays or defaults in payments by clients. If clients default in their payments in due time to which we have devoted significant resources it could have a material adverse effect on our business, financial condition and results of operations and could cause the price of our Equity Shares to decline.

13. We are dependent on our Managing Director, and senior management to manage our current operations and meet future business challenges

While we have been developing next layers of management as a direct support system to senior management who can take over the management responsibilities in the future, our future success is still dependent on our Managing Director Mr. Shalin Ashok Shah, Director, Mr. Ashok Chinu bhai Shah and other senior management to maintain strategic direction, manage current operations and risk profile and meet future business challenges, including the planned expansion and the addition of new businesses. Our Managing Director has more than a decade of experience in business and its management and is the visionary of our Company and involved in formulation of corporate strategy and planning, overall execution and management, and concentrates on the growth of our Company.

Although, most of the other senior management of our Company have been employed with us for over 5 years, our Company does not enter into employment agreements with the senior management personnel who are therefore not obligated to work for our Company for any specified period. If one or more of these key personnel are unwilling or unable to continue in their present positions, we may not be able to replace them with persons of comparable skill and expertise promptly or at all, and we may not be able to further augment our management team appropriately and this could have a material adverse effect on our business, results of operations and financial condition

14. Termination of agreements/arrangements with Customers, could negatively impact our revenues and profitability.

Our company has indulged in the business of Oil and Natural Gases and in this industry client base is limited and customers typically retain us on a non-exclusive basis. Many of our client contracts can be terminated with or without cause by providing notice and without termination-related penalties. Additionally, most of clients carry no commitment to a specific volume of business or future work. Our business is dependent on the decisions and actions of our customers, and there are a number of factors relating to our clients that are outside our control that might result in the termination of an assignment or the loss of a client, including a demand for price reductions. Therefore, our business may be adversely affected if any of our contracts are terminated by our customers.

15. We face competition in our business from both domestic and international competitors. Such competition would have an adverse impact on our business and financial performance.

The industry, in which we are operating, is highly competitive and our results of operations and financial condition are sensitive to, and may be materially adversely affected by, competitive pricing and other factors. Competition may result in pricing pressures, reduced profit margins or lost market share or a failure to grow our market share, any of which could substantially harm our business and results of operations. There can be no assurance that we can effectively compete with our competitors in the future, and any such failure to compete effectively may have a material adverse effect on our business, financial condition and results of operations.

16. Our Company is involved in certain legal and other proceedings. An adverse outcome in such proceedings may have an adverse effect on our financials.

Our Company is currently involved in certain legal proceedings in India. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. In the event of an adverse outcome of such legal proceedings, we may have to incur expenses and management time in such proceedings and may have to make provisions in our financial statements, which could increase our expenses and liabilities which will adversely affect our financials.

For further details of these legal proceedings, please refer to chapter titled “Outstanding Litigations and Defaults” beginning on page 115 of this Draft Letter of offer.

17. We have in the past entered into related party transactions and may continue to do so in the future.

We have entered into transactions with our promoter, Directors. While we believe that all such transactions have been conducted on an arm's 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. Further, 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 an adverse effect on our financial condition and results of operations.

For further details please refer to Financial Information of Our Company on page 102 of Draft Letter of offer.

18. Changes in government regulations or their implementation could disrupt our operations and adversely affect our business and results of operations.

Our business and industry are regulated by different laws, rules and regulations framed by the Central and State Government. These regulations can be amended/ changed on a short notice at the discretion of the Government. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change adversely, we may incur increased costs or be subject to penalties, which could disrupt our operations and adversely affect our business and results of operations.

19. Our Company requires certain statutory and regulatory registrations, licenses and approvals for our business and failure or inability to obtain and/or renew any registration, approvals or licenses in future may have an adverse impact on our business operations and profitability.

Our Company requires several statutory and regulatory permits, licenses and approvals to operate the business. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Our Company is required to renew such permits, licenses and approvals. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all. Further, these permits, licenses and approvals are subject to several conditions, and our Company cannot assure that it shall be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, and this may lead to cancellation, revocation or suspension of relevant permits/ licenses/ approvals. Failure by our Company to renew, maintain or obtain the required permits, licenses or approvals, or cancellation, suspension or revocation of any of the permits, licenses or approvals which may result in the interruption of our Company's operations and may have a material adverse effect on the business.

20. Extensive environmental, health and safety laws and regulations may result in increased liabilities and capital expenditure.

Our operations are subject to various environmental and safety laws including industry specific regulations, including those governing the generation, handling, storage, use, management, transportation and disposal of, or exposure to, environmental pollutants or hazardous materials resulting from our manufacturing processes. For instance, we require approvals under the Water (Prevention and Control of Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981, in order to establish and operate our manufacturing facilities in India. We would also incur costs and liabilities related to compliance with these laws and regulations. We are subject to various central, state and local environmental, health and safety laws and

regulations concerning issues such as damage caused by air emissions, wastewater discharges, solid and hazardous waste handling and disposal. These laws and regulations are increasingly becoming stringent and may in the future create substantial environmental compliance or remediation liabilities and costs. These laws can impose liability for non-compliance, with health and safety regulations or clean up liability on generators of hazardous waste and other substances that are disposed of either on or off-site, regardless of fault or the legality of the disposal activities.

21. We engage contract labour for carrying out certain of our operations and we may be held liable for paying the wages of such workers in the event of default by the independent contractor.

We appoint independent contractors who in turn engage on-site contract labour for performance of certain of our operations in our manufacturing unit. We use to engaged labourers through our contractors based on the requirements of our manufacturing units. Although we do not engage these labourers directly, we may be held responsible for any wage payments to be made to such labourers in the event of default by such independent contractors. Any difficulties in managing contract labour may have an adverse impact on our results of operations.

22. We are a labour-intensive industry and hence may face labour disruptions and other planned and unplanned outages that would interfere with our operations.

Our Company's activities are labour intensive. Our Company use to engage labourers hired through contractors. Strikes and other labour action may have an adverse impact on our operations, though we have not experienced any such labour disruption in the past. We cannot guarantee that we will not experience any strike, work stoppage or other industrial action in the future. Any such event could disrupt our operations impacting profitability.

23. We are dependent on third party transportation providers for the supply of raw materials and delivery of our products and any failure on part of such providers to meet their obligations could have an adverse effect on our profitability and results of operation.

As a exploration and drilling, refining on oil and gas business, our success depends on the smooth supply and transportation of the various raw materials required for our units and of our products from our exploration units to our customers, both of which are subject to various uncertainties and risks. We are dependent on third party transport providers for transportation of raw material from our suppliers to our manufacturing units and for delivery of our finished products to our customers.

Many of our customers work on just in time principle and maintain very low level of inventory of pails. An increase in freight costs or the unavailability of adequate infrastructure for transportation of our products to our customers may have an adverse effect on our profitability and results of operation.

24. 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.

25. As on the date of this Draft Letter of Offer, no investor complaint is outstanding on SCORES.

As on the date of this Draft Letter of Offer, no investor complaint is outstanding on SCORES. But there is no assurance that in future the Company will be able to resolve each and every investor complaint received on SCORES. For detailed information of the no. of Investor Complaints received and resolved by the Company, kindly refer to page 206 of this Draft letter of letter.

26. Our Promoters or members of our Promoter Group may pledge or dispose of the Equity Shares held by them which may adversely impact the trading price of our Equity Shares.

There is no restriction on our Promoters and members of the Promoter Group to dispose, transfer or pledge their Equity Shares, and our Promoters and / or members forming part of the Promoter Group may at any time pledge or dispose of the Equity Shares held by them including immediately after listing of Rights Equity Shares pursuant to this Rights Issue. In the event of creation of such a pledge, the pledgee may exercise the right of acquiring, selling or otherwise disposing of such Equity Shares if the

pledgor fails to abide by the terms and conditions of the pledge so created. Any transfer / sale of Equity Shares by our Promoter and / or members forming part of the Promoter Group will lead to a dilution of the Promoter holding in our Company which may adversely impact the trading price of our Equity Shares.

27. 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 Company has paid dividend in the year 2012-13, 2013-14, 2014-15, 2016-17 till now to our shareholders in the absence of high profit. Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements and capital expenditure. We are required to obtain consents from our lenders prior to the declaration of dividend as per the terms of the agreements executed with them. In the past, we have written to our lenders requesting for their consent to declare dividend but have not received any response thereof. 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.

Further we cannot assure you that our dividend yields maintain our past practice.

28. Our premises from which we operate or are used by our Company for the purposes of our operations are situated at lease hold premises. Any termination of the relevant lease or leave and license agreements in connection with such properties or our failure to renew the same could adversely affect our operations.

Premises used by our Company is a drilling of Development Well at Kanawara Field, Tarapur, Gujarat Taken on lease at a lease rent i.e. Prevailing Rate given by ONGC with effect from 1st April, 2024 upto the last date of the lease deed. There can be no assurance that these agreements will be renewed upon expiry or on terms and conditions acceptable to us. Any failure to renew these agreements or procure new premises will increase our costs or may force us to look out for alternative premises which may not be available or which may be available at more expensive prices. Any or all of these factors may have a material adverse effect upon our operation and profitability.

29. Our diverse and complex multi-location operations subject us to various statutory, legal and regulatory risks.

Our future revenue growth depends upon the successful operation of our operating locations and warehouses, the efficiency of our delivery systems and the successful management of our sales, marketing, and support and service teams through direct and indirect channels in various states across India where our existing or potential clients are located. The expansion of our business may require that we establish new offices and warehouses and manage businesses in widely disparate states with different statutory, legal and regulatory framework. In addition, we may be affected by various factors inherent in carrying out business operations in several states in India and abroad, such as:

- coordinating and managing operations in several locations, including different political, economic and business conditions and labour laws and associated uncertainties;
- exposure to different legal standards and enforcement mechanisms and compliance with regulations; and
- difficulties in staffing and managing operations, including coordinating and interacting with our local representatives and business partners to fully understand local business and regulatory requirements. Any of these factors, alone or in combination, could materially and adversely affect our business, results of operations and financial condition and prospects.

30. Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject to, and this may have a material adverse effect on our business and financial condition

We maintain insurance for a variety of risks, including risks relating to fire, special perils, burglary, etc., and other similar risks. However, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time. Any liability in excess of our insurance limits could result in additional costs, which would reduce our profits. Further, we may be subject to claims arising from alleged, suspected or actual defects in the products that we manufacture, which may require us to conduct product recalls, due to alleged, suspected or actual defects in end product manufactured by them for their own customers. In the event that any significant product liability, performance improvement or replacement claims are brought against us, which are not covered by insurance or result in recoveries in excess of our insurance coverage, it may adversely affect our business, financial condition, results of operations and prospects.

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

As per SEBI (ICDR) Regulations, 2018 appointment of monitoring agency is required only for Issue size above Rs. 10,000 Lacs. Since our Issue size is for upto Rs. 4,815.00 Lakhs, hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the BSE and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

32. Delay in raising funds from the Right issue could adversely impact the implementation schedule.

The proposed expansion, as detailed in the section titled "*Objects of the Issue*" is to be funded from the proceeds of this Issue. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute the expansion process within the given time frame, or within the costs as originally estimated by us. Any time overrun or cost overrun may adversely affect our growth plans and profitability.

33. The Objects of the Issue for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same. The deployment of funds in the project is entirely at our discretion, based on the parameters as mentioned in the chapter titles "Objects of the Issue".

The fund requirement and deployment, as mentioned in the "Objects of the Issue" on page 61 of this Draft Letter of Offer is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter "Objects of the Issue" is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency.

Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter "Objects of the Issue" will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

34. Our future fund requirements, in the form of further issue of capital or securities may be prejudicial to the interest of the Shareholders depending upon the terms on which they are eventually raised.

We may require additional capital from time to time depending on our business needs. Any further issue of Equity Shares or convertible securities would dilute the shareholding of the existing Shareholders and such issuance may be done on terms and conditions, which may not be favourable to the then existing Shareholders. If such funds are raised in the form of loans or debt or preference shares, then it may substantially increase our fixed interest/dividend burden and decrease our cash flows, thus adversely affecting our business, results of operations and financial condition.

35. We have not independently verified certain data in this Draft Letter of offer.

We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

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

RISKS RELATING TO RIGHTS ISSUE

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

The Rights Entitlements that are not exercised prior to the end of the 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 pursuant to increase in paid up share capital. 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 Rights Issue. Renounees may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the Demat Account of the Renounees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renounee will not be able to apply in this Rights Issue with respect to such Rights Entitlements.

38. You may not receive the Equity Shares that you subscribe 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.

39. 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 Exchanges 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.

40. The Issue Price of our Right Equity Shares may not be indicative of the market price of our Equity Shares after the Issue.

The market price of the Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price.

There can be no assurance that the Investors will be able to sell their Equity Shares at or above the Issue Price. The factors that could affect our share price are:

- (a) quarterly variations in the rate of growth of our financial indicators such as earnings per share;
- (b) changes in revenue or earnings estimates or publication of research reports by analysts;
- (c) speculation in the press or investment community;
- (d) general market conditions; and
- (e) domestic and international economic, legal and regulatory factors unrelated to our performance.

EXTERNAL RISK FACTORS

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

There could be a downgrade of India's sovereign debt rating due to various factors, including changes in tax or fiscal policy, or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available.

Although economic conditions are different in each country, investors' reactions to developments in one country can have

adverse effects on the securities of companies in other countries, including India, which may cause fluctuations in the prices of our Equity Shares. This could have an adverse effect on our business and financial performance, and ability to obtain financing for expenditures.

42. Investing in securities that carry emerging market risks can be affected generally by volatility in the emerging markets.

The markets for securities bearing emerging market risks, such as risks relating to India, are, to varying degrees, influenced by economic and securities market conditions in other emerging market countries. Although economic conditions differ in each country, investors' reactions to developments in one country may affect securities of issuers in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and the Indian economy in general.

Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India, which could adversely affect the Indian financial sector in particular. Any such disruption could have an adverse effect on our Company's business, future financial performance, financial condition and results of operations, and affect the price of the Equity Shares. Accordingly, the price and liquidity of the Equity Shares may be subject to significant fluctuations, which may not necessarily be directly or indirectly related to our financial performance.

43. Political instability or changes in the Government or Government policies could impact the liberalization of the Indian economy and adversely affect economic conditions in India generally.

The performance and growth of our Company is dependent on the health of the Indian economy and more generally the global economy. The economy could be adversely affected by various factors such as political or regulatory action, including adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, interest rates, commodity and energy prices and various other factors. The rate of economic liberalization could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in India could change as well. As a result, our business and the market price and liquidity of the Equity Shares may be affected by such economic and / or political changes. While the current Government is expected to continue the liberalization of India's economic and financial sectors and deregulation policies, there can be no absolute assurance that such policies will be continued. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India generally and specifically have an adverse effect on the operations of our Company.

44. Regional hostilities, terrorist attacks, communal disturbances, civil unrest and other acts of violence or war involving India and other countries may result in a loss of investor confidence and adversely affect our business, prospects, results of operations and financial condition.

Terrorist attacks, civil unrest and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade as well as the worldwide financial markets. The Asian region has from time-to-time experienced instances of civil unrest and hostilities among neighbouring countries which may persist and occur in the future. Military activity or terrorist attacks in India may result in investor concern about stability in the region, which may adversely affect the price of our Equity Shares. Events of this nature in the future, as well as social and civil unrest within other countries in the World, could influence the Indian economy and could have an adverse effect on the market for securities of Indian companies, including our Equity Shares.

45. Natural disasters and other disruptions could adversely affect the Indian economy and could cause our business and operations to suffer and the trading price of our Equity Shares to decrease.

Our operations, may be damaged or disrupted as a result of natural disasters such as earthquakes, floods, heavy rainfall, epidemics, tsunamis and cyclones and other events such as protests, riots and labour unrest. Such events may lead to the disruption of information systems and telecommunication services for sustained periods. They also may make it difficult or impossible for employees to reach our business locations which could adversely affect our reputation, our relationships with our customers, our senior management team's ability to administer and supervise our business or it may cause us to incur substantial additional expenditure to repair or replace damaged equipment or rebuild parts of our infrastructure. We may also be liable to our customers for disruption in supply resulting from such damage or destruction. Our insurance coverage for such liability may not be sufficient. Any of the above factors may adversely affect our business, our financial results and the price of our Equity Shares.

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

Any future equity issuances by our Company may lead to dilution of your future shareholding in our Company. Any future

equity issuances by our Company or sales of the Equity Shares by the Promoters or other major shareholders of our Company may adversely affect the trading price of the Equity Share. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Share. Except as otherwise stated in the Draft Letter of Offer, there is no restriction on our Company's ability to issue the Securities or the relevant shareholders' ability to dispose of their Equity Share, and there can be no assurance that our Company will not issue Equity Share or that any such shareholder (including Promoters and Promoter Group) will not dispose of, encumber, or pledge its Securities.

47. 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.

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**SECTION IV– INTRODUCTION
THE ISSUE**

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 the chapter titled “*Terms of the Issue*” beginning on page 127 of this Draft Letter of Offer:

Authority for the Issue

The Equity Shares in the present Issue are being offered pursuant a resolution passed by our Board at its meeting held on June 10, 2024 in accordance with the provisions of the Companies Act.

Summary of the Issue

Rights Equity Shares to be Issued	Fully paid up [●] Equity Shares
Rights Entitlement for Equity Shares	[●] ([●]) fully paid-up Equity Share held on the Record Date.
Record Date	[●]
Face value per Equity Share	Rs. 10 each
Issue Price per Rights Equity Share	Rs. [●] per Rights Equity Share
Issue Size	Upto Rs. 4,850.00Lakhs
Equity Shares outstanding prior to the Issue	8,02,51,645 fully paid-up Equity Shares
Equity Shares outstanding after the Issue (assuming full subscription for and Allotment of the Rights Entitlement)	[●] Equity Shares
ISIN and Symbol	ISIN: INE207H01018, BSE Scrip Code: 513536
ISIN for Right Entitlements	[●]
Terms of the Issue	For more information, please see the chapter titled “ <i>Terms of the Issue</i> ” beginning on page 212 of this Draft Letter of Offer.
Use of Issue Proceeds	For more information, please see the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 46 of this Draft Letter of Offer.

For details in relation fractional entitlements, see "Terms of the Issue – Fractional Entitlements" beginning on page 212 of this Draft Letter of Offer.

Terms of payment

Amount Payable per Right Equity Shares	Face Value	Premium	Total
On the Issue application (i.e. along with the Application Form)	Rs. [●]	Rs. [●]	Rs. [●]
On One or more subsequent Call(s) as determined by our Board or a duly authorised committee at its sole discretion, from time to time.	Rs. [●]	Rs. [●]	Rs. [●]
Total	Rs. 10.00	Rs. [●]	Rs. [●]

SUMMARY OF FINANCIAL STATEMENTS

The summary financial information of our Company as derived from the Audited Standalone and Consolidated Financial Statements of our Company for the financial year ended on March 31, 2024 and is reproduced below. Our summary financial information should be read in conjunction with the financial statements and the notes (including the significant accounting principles) thereto included in chapter titled “*Financial Statements*” beginning on page 102 of this Draft Letter of Offer.

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AUDITED STANDALONE PROFIT AND LOSS FOR THE PERIOD ENDING 31ST MARCH, 2024

GUJARAT NATURAL RESOURCES LIMITED					
Regd. Office : 906-910 ,9th Floor, Anam-1 Nr. Parimal Garden , Ellisbridge , Ahmedabad. -380006.					
CIN : L27100GJ1991PLC016158					
STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED AND YEAR ENDED MARCH 31, 2024					
(Rs. in Lakhs except per share data)					
Particulars	Quarter Ended			Year Ended	
	31/03/2024 Audited	31/12/2023 Unaudited	31/03/2023 Audited	31/03/2024 Audited	31/03/2023 Audited
1 Income from Operations					
(a) Revenue from operations	167.20	0.00	27.01	224.44	33.01
(b) Other Income	0.16	26.74	37.99	0.70	37.99
Total Income	167.36	26.74	65.00	225.14	71.00
2 Expenses					
(a) Cost of Materials consumed	0.00	0.00	0.00	0.00	0.00
(b) Purchase of stock-in-trade	0.00	0.00	0.00	0.00	0.00
(c) Increase/Decrease in inventories of FG, WIP and stock-in-trade	0.00	0.00	0.00	0.00	0.00
(d) Employee benefits expense	9.27	10.20	8.91	37.70	35.25
(e) Finance Cost	115.02	57.65	50.92	228.87	63.12
(f) Depreciation and amortisation expense	0.00	0.00	0.00	0.00	0.11
(g) Other expenses	56.33	76.76	6.44	472.37	14.38
Total Expenses	180.62	144.61	66.27	738.94	112.87
3 Profit/(loss) before exceptional items and tax (1-2)	-13.26	-117.87	-1.27	-513.80	-41.87
4 Exceptional Items	0.00	0.00	0.00	0.00	0.00
5 Profit/(Loss) before tax (3-4)	-13.26	-117.87	-1.27	-513.80	-41.87
6 Extraordinary Items	0.00	0.00	0.00	0.00	0.00
7 Profit/(Loss) before tax (5-6)	-13.26	-117.87	-1.27	-513.80	-41.87
8 Tax Expense					
(a) Current tax	0.00	0.00	0.00	0.00	0.00
(b) Deferred tax	0.00	0.00	0.00	0.06	0.00
Total Tax Expenses	0.00	0.00	0.00	0.06	0.00
9 Profit / (Loss) for the period from continuing operations (7-8)	-13.26	-117.87	-1.27	-513.86	-41.87
10 Profit (Loss) from discontinuing operations	0.00	0.00	0.00	0.00	0.00
11 Tax Expense of discontinuing operations	0.00	0.00	0.00	0.00	0.00
12 Profit (Loss) from discontinuing operations (after tax)(10-11)	0.00	0.00	0.00	0.00	0.00
13 Other Comprehensive Income					
A(i) Items that will not be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00
(ii) Income tax relating to items that will not be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00
B (i) Items that will be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00
ii) Income tax relating to items that will be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00
Other Comprehensive Income for the period	0.00	0.00	0.00	0.00	0.00
14 Total Comprehensive Income for the period	-13.26	-117.87	-1.27	-513.86	-41.87
15 Paid-up equity share capital (Face value of Rs. 10/- each)	8025.16	8025.16	8025.16	8025.16	8025.16
16 Other Equity	-	-	-	3,972.12	4,485.98
17 Earnings Per Share (before exceptional items) (not annualised):					
(a) Basic	-0.02	-0.15	-0.002	-0.64	-0.05
(b) Diluted	-0.02	-0.15	-0.002	-0.64	-0.05
18 Earnings Per Share (after exceptional items) (not annualised):					
(a) Basic	-0.02	-0.15	-0.002	-0.64	-0.05
(b) Diluted	-0.02	-0.15	-0.002	-0.64	-0.05

Notes:

- The above standalone audited financial results have been reviewed by the Audit Committee and approved by the Board of Directors in their meeting held on May 30, 2024. The Audit under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been carried out by the statutory auditors. The Audit Report does not contain any observation which could have an impact on the results for the quarter/year ended March 31, 2024.
- The Company adopted the Indian Accounting Standards ('Ind AS') effective 1st April, 2017 (transition date 1st April, 2016). The financial results have been prepared in accordance with Ind AS as prescribed under Section 133 of the Companies Act, 2013 read with the relevant Rules issued there under.
- Company operates in Oil and Gas and Trading activities.
- Previous period's figures have been regrouped/rearranged wherever necessary to confirm to the current period's classification.
- The figures for Quarter ended 31st March, 2024 are the balancing figures between the audited financial results for the year ended 31st March, 2024 and the published financial results for nine months ended 31st December, 2023.

For, GUJARAT NATURAL RESOURCES LTD.

Shalin A Shah

SHALIN A SHAH
MANAGING DIRECTOR
DIN : 00297447

Date : 30/05/2024
Place : Ahmedabad



AUDITED STANDALONE BALANCE SHEET AS ON 31ST MARCH, 2024

GUJARAT NATURAL RESOURCES LIMITED			
STATEMENT OF STANDALONE AUDITED ASSETS AND LIABILITIES			
(Rs.in Lakhs)			
Particulars	As at 31/03/2024	As at 31/03/2023	
A	ASSETS		
1	Non-current Assets		
(a)	Property , Plant and Equipment	0.58	0.58
(b)	Other Intangible assets	-	-
(c)	Capital work in progress	-	-
(d)	Intangible assets under development	-	-
(e)	Financial Assets :		
(i)	Investments	1,543.50	1,543.50
(ii)	Deferred tax assets (Net)	-	-
(iii)	Loans(NCA)	320.28	320.57
(f)	Other non-current assets	-	331.93
	Sub-total - Non-current Assets	1,864.36	2,196.58
2	Current Assets		
(a)	Inventories	-	-
(b)	Financial Assets :		
(i)	Investments	-	-
(ii)	Trade Receivables	55.99	36.74
(iii)	Cash and Cash Equivalents	36.01	12.47
(iv)	Loans(CA)	13,187.91	12,459.13
(c)	Other current assets	-	-
	Sub-total - Current Assets	13,279.92	12,508.33
	TOTAL - ASSETS	15,144.28	14,704.93
B	EQUITY AND LIABILITIES		
	Shareholders' Funds		
(a)	Share Capital	8,025.16	8,025.16
(b)	Other Equity	3,972.12	4,485.98
(c)	Money received against Warrant	-	-
	Sub-total - Shareholders' Funds	11,997.28	12,511.14
1	Liabilities		
	Non-current Liabilities		
(a)	Financial Liabilities :		
(i)	Borrowings	-	-
(b)	Deferred Tax Liabilities (Net)	0.04	-
(c)	Provisions	-	-
	Sub-total - Non-current liabilities	0.04	-
2	Current Liabilities		
(a)	Financial Liabilities :		
(i)	Borrowings	2,997.59	1,752.94
(ii)	Trade Payables	15.68	414.69
(b)	Other Financial Liabilities	132.18	23.51
(c)	Provisions	1.50	2.65
	Sub-total - Current Liabilities	3,146.95	2,193.79
	TOTAL - EQUITY AND LIABILITIES	15,144.28	14,704.93



AUDITED STANDALONE CASH FLOW STATEMENT FOR THE PERIOD ENDING 31ST MARCH, 2024

GUJARAT NATURAL RESOURCES LIMITED

Standalone Cashflow Statement for the year ended on 31st March, 2024

		(Rs.in Lakhs)	
Particulars		01-04-2023 to 31-03-2024	01-04-2022 to 31-03-2023
A	Cash flow from Operating Activities		
	Net Profit Before Tax	(513.80)	(41.87)
	Adjustments for:		
	Add Depreciation	-	0.11
	Less Interest Income	-	-
	Add Interest Expense	228.87	31.10
	Operating Profit / (Loss) before Working Capital Changes	(284.93)	(10.66)
	Adjustments for:		
	Increase/(Decrease) in Trade Payables	(399.01)	(400.00)
	Increase/(Decrease) in Short term Borrowing	1,244.64	1,247.46
	Increase/(Decrease) in Provisions	(1.15)	(3.51)
	Increase/(Decrease) in Other Current Liability	108.63	(3.06)
	(Increase)/Decrease in Trade Receivables	(19.25)	(36.74)
	(Increase)/Decrease in short term loans & advances	(728.79)	(751.40)
	(Increase)/Decrease in inventories	-	-
	(Increase)/Decrease in other current assets	-	-
	Cashflow generated from Operating Activities	(79.81)	42.09
	Income Tax Paid (Net of Refund)	-	-
	Net Cashflow generated from Operating Activities A	(79.81)	42.09
B	Cash flow from Investment Activities		
	Purchase of Property , Plant and Equipment	-	-
	Change in Intangible Asset	-	-
	Sale of Property , Plant and Equipment	-	-
	Sale of Investments	-	-
	Purchase of Investments	-	-
	Share Application Money Received Back	-	-
	Interest Income	-	-
	Dividend Income	-	-
	Net Cashflow generated from Investments Activities B	-	-
C	Cash flow from Financing Activities		
	Interest Expenses	(228.87)	(31.10)
	Money received against Share warrant	-	-
	Proceeds/(Repayment) towards Convertible Warrant	-	-
	Non Controlling Interest	-	-
	Proceeds/(Repayment) towards Share Capital	-	-
	(Increase)/Decrease in other non-current assets	331.93	-
	(Increase) /Decrease in Long term Loans & Advances (Assets)	0.30	(15.74)
	Increase /(Decrease) in Borrowings (Liabilities)	-	-
	Increase/(Decrease) in non current liabilities	-	-
	Increase/(Decrease) in other financial liabilities	-	-
	Net Cashflow generated from Financing Activities C	103.36	(46.84)
	Net Change in Cash & Cash Equivalents (A+B+C)	23.54	(4.75)
	Opening Cash & Cash Equivalents	12.47	17.22
	Closing Cash & Cash Equivalents	36.01	12.47



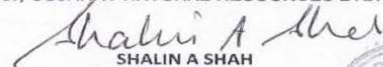
AUDITED CONSOLIDATED PROFIT AND LOSS FOR THE PERIOD ENDING 31ST MARCH, 2024

GUJARAT NATURAL RESOURCES LIMITED						
Regd. Office : 906-910 ,9th Floor, Anam-1 Nr. Parimal Garden , Ellisbridge , Ahmedabad . -380006.						
CIN : L27100GJ1991PLC016158						
STATEMENT OF CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED AND YEAR MARCH 31, 2024.						
(Rs. in Lakhs except per share data)						
Sr no	Particulars	Quarter Ended			Year Ended	
		31/03/2024	31/12/2023	31/03/2023	31/03/2024	31/03/2023
		Audited	Unaudited	Audited	Audited	Audited
1	Income from Operations					
	(a) Revenue from operations	783.52	642.28	325.85	2739.68	1330.87
	(b) Other Income	-47.36	34.51	16.29	30.69	102.43
	Total Income	736.16	676.79	342.14	2770.37	1433.30
2	Expenses					
	(a) Cost of Materials consumed	0.00	0.00	0.00	0.00	0.00
	(b) Purchase of stock-in-trade	0.00	0.00	0.00	0.00	0.00
	(c) Increase/Decrease in inventories of FG, WIP and stock-in-trade	2.57	-0.60	-7.07	0.48	0.68
	(d) Employee benefits expense	99.96	108.05	88.10	385.49	305.10
	(e) Finance Cost	128.43	64.25	50.14	262.85	257.76
	(f) Depreciation and amortisation expense	237.67	118.63	216.90	752.76	306.96
	(g) Other expenses	591.04	308.89	191.78	1799.43	925.85
	Total Expenses	1057.67	599.22	539.85	3201.01	1796.34
3	Profit/(Loss) before exceptional items and tax (1-2)	-321.51	77.57	-197.71	-430.64	-363.04
4	Exceptional Items	0.00	0.00	0.00	0.00	0.00
5	Profit/(Loss) before Extraordinary Items (3-4)	-321.51	77.57	-197.71	-430.64	-363.04
6	Extraordinary Items	0.00	0.00	0.00	0.00	210.39
7	Profit/(Loss) before tax (5-6)	-321.51	77.57	-197.71	-430.64	-573.43
8	Tax Expense					
	(a) Current tax	0.00	0.00	0.00	0.00	0.00
	(b) Deferred tax	-44.53	7.68	0.00	-42.60	46.53
	Total Tax Expenses	-44.53	7.68	0.00	-42.60	46.53
9	Profit / (Loss) for the period from continuing operations (7-8)	-276.98	69.89	-197.71	-388.04	-619.96
10	Profit (Loss) from discontinuing operations	0.00	0.00	0.00	0.00	0.00
11	Tax Expense of discontinuing operations	0.00	0.00	0.00	0.00	0.00
12	Profit (Loss) from discontinuing operations (after tax)(10-11)	0.00	0.00	0.00	0.00	0.00
13	Share of Profit / (Loss) of associates *	0.00	0.00	0.00	0.00	0.00
14	Minority Interest *	0.00	0.00	0.00	0.00	0.00
15	Other Comprehensive Income					
	A(i) Items that will not be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00
	(ii) Income tax relating to items that will not be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00
	B (i) Items that will be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00
	ii) Income tax relating to items that will be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00
	Other Comprehensive Income for the period	0.00	0.00	0.00	0.00	0.00
16	Total Comprehensive Income for the period	-276.98	69.89	-197.71	-388.04	-619.96
17	Total Comprehensive Income attributable to :					
	Share of Profit / (Loss) of associates *	0.00	0.00	0.00	0.00	0.00
	Minority Interest *	0.00	0.00	0.00	0.00	0.00
18	Paid-up equity share capital (Face value of Rs. 10/- each)	8025.16	8025.16	8025.16	8025.16	8025.16
19	Other Equity				2884.51	3279.69
20	Earnings Per Share (before exceptional items) (not annualised):					
	(a) Basic	-0.35	0.09	-0.25	-0.48	-0.77
	(b) Diluted	-0.35	0.09	-0.25	-0.48	-0.77
	Earnings Per Share (after exceptional items) (not annualised):					
	(a) Basic	-0.35	0.09	-0.25	-0.48	-0.77
	(b) Diluted	-0.35	0.09	-0.25	-0.48	-0.77

Notes:

- The above audited consolidated financial results have been reviewed by the Audit Committee and approved by the Board of Directors in their meeting held on May 30, 2024. The Audit under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been carried out by the statutory auditors. The Audit Report does not contain any observation which could have an impact on the results for the quarter/year ended March 31, 2024.
- The Company adopted the Indian Accounting Standards ('Ind AS') effective 1st April, 2017 (transition date 1st April, 2016). The financial results have been prepared in accordance with Ind AS as prescribed under Section 133 of the Companies Act, 2013 read with the relevant Rules issued there under.
- Company operates only in single segment i.e. Oil and Gas sector.
- Previous period's figures have been regrouped/rearranged wherever necessary to confirm to the current period's classification.
- The figures for Quarter ended 31st March, 2024 are the balancing figures between the audited financial results for the year ended 31st March, 2024 and the published financial results for nine months ended 31st December, 2023.

For, GUJARAT NATURAL RESOURCES LTD.


SHALIN A SHAH
MANAGING DIRECTOR
DIN : 00297447

Date : 30/05/2024
Place : Ahmedabad



AUDITED CONSOLIDATED BALANCE SHEET AS ON 31ST MARCH, 2024

GUJARAT NATURAL RESOURCES LIMITED			
STATEMENT OF CONSOLIDATED AUDITED ASSETS AND LIABILITIES			
(Rs.in Lakhs)			
Particulars	As at 31/03/2024	As at 31/03/2023	
A	ASSETS		
1	Non-current Assets		
(a)	Property , Plant and Equipment	4,442.29	3,444.10
(b)	Other Intangible assets	0.00	0.00
(c)	Goodwill	1,151.29	1,147.47
(d)	Capital work in progress	2,097.62	3,920.51
(e)	Intangible assets under development		
(f)	Financial Assets :		
(i)	Investments	0.00	0.00
(ii)	Deferred tax assets (Net)	0.00	0.00
(iii)	Loans	254.58	252.46
(iv)	Other non-current assets	225.66	530.00
	Sub-total - Non-current Assets	8,171.45	9,294.53
2	Current Assets		
(a)	Inventories	371.72	391.94
(b)	Financial Assets :		
(i)	Investments	-	-
(ii)	Trade Receivables	259.96	182.60
(iii)	Cash and Cash Equivalents	545.49	603.34
(iv)	Loans	6,160.43	5,383.45
(c)	Other current assets	441.19	429.47
	Sub-total - Current Assets	7,778.80	6,990.78
	TOTAL - ASSETS	15,950.25	16,285.31
B	EQUITY AND LIABILITIES		
	Shareholders' Funds		
(a)	Share Capital	8,025.16	8,025.16
(b)	Other Equity	2,884.51	3,279.69
	Sub-total - Shareholders' Funds	10,909.67	11,304.86
1	Liabilities		
	Non-current Liabilities		
(a)	Financial Liabilities :		
(i)	Borrowings	1,698.92	1,653.59
(b)	Deferred Tax Liabilities (Net)	260.31	302.93
(c)	Provisions	-	-
(d)	Other Non Current Liabilities	2.00	10.00
	Sub-total - Non-current liabilities	1,961.23	1,966.51
2	Current Liabilities		
(a)	Financial Liabilities :		
(i)	Borrowings	2,374.95	1,931.56
(ii)	Trade Payables		
	(i) Total outstanding dues to Micro and Small Enterprises	-	-
	(ii) Total outstanding dues of creditors other than Micro and Small Enterprises	333.43	811.90
(b)	Other Current Liabilities	332.50	210.11
(c)	Current Tax Liabilities (Net)	-	-
(d)	Provisions	38.46	60.38
	Sub-total - Current Liabilities	3,079.34	3,013.94
	TOTAL - EQUITY AND LIABILITIES	15,950.25	16,285.31



AUDITED CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDING 31ST MARCH, 2024

GUJARAT NATURAL RESOURCES LIMITED AUDITED CONSOLIDATED CASH FLOW STATEMENT FOR YEAR ENDED 31ST MARCH, 2024

(Rs. In Lakhs)

Particulars	01-04-2023 to 31-03-2024	01-04-2022 to 31-03-2023
A Cash flow from Operating Activities		
Net Profit Before Tax	(430.64)	(363.04)
Adjustments for:		
Add Depreciation	752.76	306.96
Less Dividend Income	-	-
less Interest Income	-	(69.13)
Add Interest Expenses	262.85	257.76
Add Adjustment due to Consolidation	(7.98)	-
Operating Profit / (Loss) before Working Capital Changes	576.99	132.55
Adjustments for:		
Increase/(Decrease) in Trade Payable	(478.47)	(240.48)
Increase/(Decrease) in other current liabilities	122.38	(184.27)
Increase/(Decrease) in Short Term Borrowings	443.39	1,249.14
Increase/(Decrease) in Provisions	(21.91)	39.91
(Increase)/Decrease in Trade Receivables	(77.37)	462.48
(Increase)/Decrease in inventories	20.21	(68.89)
(Increase)/Decrease in Short term Loans & Advances	(776.99)	(130.43)
(Increase)/Decrease in Other Current Asset	(11.72)	(374.00)
Cashflow generated from Operating Activities	(203.47)	753.46
Income Tax Paid (Net of Refund)	-	-
Net Cashflow generated from Operating Activities A	(203.47)	886.01
B Cash flow from Investment Activities		
Purchase of Property , Plant and Equipment	71.93	(1,109.20)
Change in Other Equity	-	(81.31)
Sale of Assets	-	-
Sale of Investments	-	-
Purchase of Investments	-	-
Interest Income	-	69.13
Dividend Income	-	-
Net Cashflow generated from Investments Activities B	71.93	(1,121.38)
C Cash flow from Financiag Activities		
Interest Expenses	(262.85)	(257.76)
Issue of Convert	-	-
Proceeds/(Repayment) towards share capital	-	-
(Increase)/Decrease in other non-current assets	304.33	(27.51)
(Increase)/Decrease in Long term loans & advances	(2.12)	354.22
Increase/(Decrease) in Other Non Current liabilities	(8.00)	(31.16)
Money received against share warrant	(3.02)	-
Net Change in Unsecured Loans Taken	45.33	313.73
Net Cashflow generated from Financing Activities C	73.69	351.52
Net Change in Cash & Cash Equivalents (A+B+C)	(57.85)	116.14
Opening Cash & Cash Equivalents	603.34	487.20
Closing Cash & Cash Equivalents	545.49	603.34



GENERAL INFORMATION

Our Company was originally incorporated as Lesha Steels Limited" a Public limited company vide a certificate of incorporation dated August 23, 1991, and got its Certificate of Commencement of Business dated 24th June, 1992 issued by the Registrar of Companies, Gujarat, subsequently the Company had Change its name as "Lesha Energy Resources Limited" dated March 13, 2008 and thereafter the Company again changed its name as " Gujarat Natural Resources Limited" dated March 23, 2010 as provisions of the Companies Act, 1956 and approval granted for the same from Registrar of Companies, Gujarat.

OFFICE(S) OF OUR COMPANY

REGISTERED OFFICE

GUJARAT NATURAL RESOURCES LIMITED

Ninth Floor, 906 to 910, ANAM-1, Parimal Garden, Ellisbridge, Ahmedabad, Ahmadabad City, Gujarat, India, 380006

CIN: L27100GJ1991PLC016158

Email: info@gnrl.in

Website: www.gnrl.in

Tel: + +91 92654 02633/ 079 3521 9058

ADDRESS OF REGISTRAR OF COMPANIES

Registrar of Companies, Gujarat

Address: OC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat

Tel No.: 079-27438531

e-mail: roc.ahmedabad@mca.gov.in

CHANGES IN REGISTERED OFFICE

Our Company has shifted the Registered Office time to time and the details of which are set out below:

Date of Change of Registered Office	Old Address	New Address	Reason for Change
23 rd January, 2010	702, 7th Floor, Ashoka Chambers, Mithakali Six Roads, Ahmedabad, Gujarat, 380006	8, Sigma Corporate, Nr. Mann Party Plot, S. G. High Way, Bodakdev Ahmedabad	Due to administrative reasons
13 th June, 2019	8, Sigma Corporate, Nr. Mann Party Plot, S. G. High Way, Bodakdev Ahmedabad	A Wing, Gopal Palace, Opp. Ocean Park, Nr. Nehru Nagar, Satellite Road, Ahmedabad Gujarat 380015	Due to administrative reasons
06 th November, 2023	A Wing, Gopal Palace, Opp. Ocean Park, Nr. Nehru Nagar, Satellite Road, Ahmedabad Gujarat 380015	Ninth Floor, 906 to 910, ANAM-1, Nr. Parimal Garden, Ellisbridge, Ahmedabad - 380006, Gujarat, India.	Due to administrative reasons

BOARD OF DIRECTORS OF OUR COMPANY

NAME	DESIGNATION	DIN	PAN	ADDRESS
Shalin Ashok Shah	Managing Director	00297447	AEQPS9910M	98, Lavanya Society, New Vikasgruh Road, Ahmedabad, Gujarat-380007.
Mr. Ashok Chinubhai Shah	Non-Executive - Non-Independent Director	02467830	AFGPS2827G	98, Lavanya Soceity, Paldi,, Ahmedabad, Gujarat-380007

NAME	DESIGNATION	DIN	PAN	ADDRESS
Mr. Hiteshkumar Madhubhai Donga	Non-Executive - Non Independent Director	03393396	ANGPD9929G	C/202 Shivalay Residency, Nr. Gangotri Bunglows, Nikol, Ahmedabad, Gujarat-382350
Mr. Alpesh Shantilal Swadas	Non-Executive - Independent Director	09512469	BZGPS1181N	Garasiya Sheri Same, Hadima Road, Gulab Tower, Sola Road, Thaltej, Ahmedabad, Gujarat-380059
Mrs. Mansi Sudhirbhai Shah	Non-Executive and Independent Director	08699650	AOTPT0798M	Palace Compound, Club Road, Dhrangadhra, Surendranagar, Gujarat-363310
Mr. Yash Vishwanath Bodade	Independent Director	10669649	FJJPB2603F	Plot No-186 Gat No-493/9/186 Bodade Niwas, Nr. Shainig Star, S hri Ram Adgaon, Shiwar, Nashik, Panchvati, Nashik, Maharashtra-422003

For more details, please see the section titled “Our Management” on page 95 of this Draft Letter of Offer.

COMPANY SECRETARY & COMPLIANCE OFFICER:

Ms. Barkha Chanderkumar Lakhani

Ninth Floor, 906 to 910, ANAM-1, Parimal Garden, Ellisbridge, Ahmedabad, Ahmadabad City, Gujarat, India, 380006

Email: caf.gnrl@gmail.com

Website: www.gnrl.in

Tel: +91 92654 02633/ 079 3521 9058

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB (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 of Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSB where the Application Forms, 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" beginning on page 212 of this Draft Letter of Offer.

CHIEF FINANCIAL OFFICER:

Mr. Hiteshkumar Madhubhai Donga

Address: Ninth Floor, 906 to 910, ANAM-1, Parimal Garden, Ellisbridge, Ahmedabad, Ahmadabad City, Gujarat, India, 380006

Email: info@gnrl.in

Website: www.gnrl.in

Tel: +91 92654 02633/ 079 3521 9058

REGISTRAR TO THE ISSUE

Purva Sharegistry (India) Pvt. Ltd

9, Shiv Shakti Industrial Estate, J.R.Boricha Marg, Lower Parel - East, Mumbai, Maharashtra, 400011.

Tel No.: 079 - 23012518

Website: www.purvashare.com

E-mail ID: support@purvashare.com

Contact Person: Ms. Deepali Dhuri

SEBI Registration No: INR000001112

STATUTORY AUDITORS:

M/s. GMCA & Co.

Chartered Accountants

101, Parishram Mithakhali Navrangpura, Ahmedabad, Gujarat

Email: gmca1973@gmail.com

Phone: 079-40037372 **Contact Person:** Mr. Mitt S. Patel (Partner)

EXPERT OPINION

Our Company has not obtained any expert opinion.

BANKER TO THE ISSUE AND REFUND BANK:

[•]

Self-Certified Syndicate Banks

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

Credit rating

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

Debenture Trustee

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

Monitoring Agency

Since the size of the Issue is less than Rs. 10,000 Lakh, our Company is not required to appoint a monitoring agency.

Appraising Agency

None of the purposes for which the Net Proceeds are proposed to be utilized have been appraised by any bank or financial institution.

Underwriting

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

Minimum Subscription

The objects of the Issue are investment in wholly owned subsidiary, repayment of loans and General Corporate Purpose and do not involve financing of Capital Expenditure for a project.

However, our promotor and promoter group has indicated in vide resolution passed in the meeting dated 10th June, 2024 that they will subscribe fully to their portion of right entitlement and that do not renounce their rights except to the extent of renunciation within the promoter group. Accordingly, in terms of Regulation 86(1) of the SEBI ICDR Regulations, the requirements of minimum subscription are not applicable to the issue.

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

FILLING OF THIS DRAFT LETTER OF OFFER:

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Draft Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3(b) of the SEBI ICDR Regulations has been increased from Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, this Draft Letter of Offer will be 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.

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:

Issue Opening Date	[●]
Last Date of Market renunciation of rights entitlements#	[●]
Issue Closing Date*	[●]

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

* Our Board or the Rights Issue Committee, duly constituted and authorized by the Board of Directors, 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 on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, 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, i.e., [●].

Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company or the Registrar will not be liable for any loss on account of non-submission of Application Forms on or before the Issue Closing Date. For details on submitting Application Forms, see "Terms of the Issue - Process of making an Application in the Issue" beginning on page 212 of this Draft Letter of Offer.

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 at www.purvashare.com after keying in their respective details along with other security control measures implemented thereat. For further details, see "Terms of the Issue - Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders" beginning on page 212 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 get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

CAPITAL STRUCTURE

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

(Rs. in Lakh, except the shares data)

Particulars		Aggregate value at face value	Aggregate value at Issue Price
A.	AUTHORIZED SHARE CAPITAL		
	13,10,00,000 Equity Shares of Rs. 10 each	13,100.00	-
B.	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE ISSUE		
	8,02,51,645 Equity Shares of Rs. 10 each	8,025.16	-
C.	PRESENT ISSUE BEING OFFERED TO THE EXISTING EQUITY SHAREHOLDERS THROUGH THIS DRAFT LETTER OF OFFER ⁽¹⁾		
	Upto [●] Equity Shares at an Issue Price of Rs. [●] per Equity Share	[●]	[●]
D.	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE ISSUE ⁽²⁾		
	Upto [●] Equity Shares of face value of Rs. 10 each fully paid up	[●]	[●]
E.	SECURITIES PREMIUM ACCOUNT		
	Before the Issue		[●]
	After the Issue		[●]

(1) The Issue has been authorized by a resolution of our Board passed at its meeting held on 10th June, 2024 pursuant to Section 62 of the Companies Act, 2013.

(2) Assuming full subscription for and allotment of the Rights Entitlement.

Notes to the Capital Structure:

- Our Company does not have any employee stock option scheme or employee stock purchase scheme.
- As on the date of this Draft Letter of Offer, there are no outstanding Warrants which provides the right to convert the warrants into Equity Shares.
- Shareholding of Promoter and Promoter Group:**

The details of specified securities held by the Promoter and Promoter Group including the details of lock-in, pledge and encumbrance on such securities as are set forth hereunder:

Sr. No.	Name of Promoter Group	Category	No. of Equity Shares held	% of total share capital	Details of Equity Shares pledged/ encumbered		Details of Equity Shares locked-in	
					No. of Equity Shares	% of total share capital	No. of Equity Shares	% of total share capital
1.	Shalin Ashok Shah	Promoter	-	-	-	-	-	-
2.	Ashok Chinubhai Shah	Promoter	1,25,100	0.16	-	-	-	-
3.	Leena Ashok Shah	Promoter Group	9,700	0.01	-	-	-	-
4.	Payal Shalin Shah	Promoter Group	5,65,000	0.70	-	-	-	-
5.	Rhetan Tmt Ltd.	Promoter Group	5,05,000	0.63	-	-	-	-
6.	Ashoka Metcast Ltd.	Promoter Group	3,50,000	0.44	-	-	-	-
7.	Ashnisha Industries	Promoter Group	2,98,900	0.37	-	-	-	-

Ltd.							
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List of Promoter/ Promoter Group as applied for Re-classification under Regulation 31A Of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015*.

Sr. No.	Name of Promoter Promoter Group	Category	No. of Equity Shares held	% of total share capital	Details of Equity Shares pledged/ encumbered		Details of Equity Shares locked-in	
					No. of Equity Shares	% of total share capital	No. of Equity Shares	% of total share capital
1.	Malav Ajitbhai Mehta	Promoter	48000	0.06	-	-	-	-
2.	Jayshreeben Ajitbhai Mehta	Promoter Group						
3.	O3 Developers Private Limited	Promoter Group	52,00,000	6.48	-	-	-	-
4.	Advanced Energy Resources & Management Private Limited	Promoter Group	5,30,000	0.66	-	-	-	-
5.	Tiw Systems Private Limited	Promoter Group	-	-	-	-	-	-
6.	Infinium Motors Gujarat Private Limited	Promoter Group	-	-	-	-	-	-

**The Company has filed application with the stock exchange i.e. BSE Limited for the re-classification of Promoters and promoters group under regulation 31A of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 dated on 5th July, 2024 and as on date application is pending with the stock exchange..*

None of the Equity Shares held by our Promoter and Promoter Group are pledged with any bank or institution, locked-in or otherwise.

4. None of our Promoter or Promoter Group have acquired any securities in the last one year, immediately preceding the date of filing of this Letter of Offer.

5. Intention and extent of participation in the Issue by the Promoter and Promoter Group

The Promoters of our Company is intended to participate in the Right Issue indicated that they will subscribe fully to their portion of right entitlement and that do not renounce their rights except to the extent of renunciation within the promoter group. Further, the promoters have confirmed that they intend to apply for, and subscribe to, additional Rights Equity Shares over and above their Rights Entitlements (including unsubscribed portion of the Issue, if any).

The Company shall maintain minimum public shareholding requirements as stipulated under the SEBI Listing Regulations.

As such, other than meeting the requirements indicated in the chapter titled “Objects of the Issue” at page 46 of this Letter of Offer, there is no other intention / purpose for the Issue, including any intention to delist our Equity Shares.

In case the Rights Issue remains unsubscribed and / or minimum subscription is not achieved, the Board of Directors may dispose of such unsubscribed portion in the best interest of the Company and the Equity Shareholders and in compliance with the applicable laws.

6. All the Equity Shares of our Company are fully paid-up as on the date of this Draft Letter of Offer. Further, the Equity Shares offered in the Rights Issue shall be made fully paid at the time of their allotment.

7. At any given time, there shall be only one denomination of the Equity Shares of our Company, excluding any equity shares with superior rights, if any, issued by our Company.

8. The ex-rights price per Equity Share arrived in accordance with Regulation 10(4)(b) of the SEBI Takeover Regulations is [●].

9. The details of the shareholders holding more than 1% of the share capital of the Company as on June 30, 2024 are as under:

Sr. No.	Name of Shareholders	No. of Equity Shares held	% of total share capital
1	Investor Education And Protection Fund Authority	1367737	1.70
2	Keyur Balkrishna Thakkar	1901646	2.37
3	Jagruti Keyur Thakkar	2518291	3.14
4	Sumit Lakhotia	1779926	2.22
5	Ravi Omprakash Agrawal	4335596	5.40
6	Jaikush Contracts Private Limited	968000	1.21
7	Clear Water Commodities Pvt Ltd	9500000	11.84
8	Suryaja Infrastructure Pvt. Ltd.	1186442	1.48
9	Snord Trading Private Limited	8896279	11.09
10	Rajasthan Gases Limited	13590811	16.94
11	Shaurya Organics Private Limited	1555000	1.94
12	Milan Grafitech Private Limited	1075023	1.34
13	Aarem Insights Private Limited	2175036	2.71
14	Goyenka Real Estate Llp	2671075	3.33
15	Midrina Oil And Gas Services Limited Llp	1565000	1.95
16	Dv Finance Services Llp	3000000	3.74
17	Taraash Pharma Llp	3042089	3.79

10. Shareholding Pattern of our Company

Shareholding Pattern of the Equity Shares of our Company as per the last filing with the Stock Exchange, i.e., as on June 30, 2024 can be accessed on the website of the BSE respectively at

<https://www.bseindia.com/stock-share-price/gujarat-natural-resources-limited/gnrl/513536/shareholding-pattern/>

The statement showing the holding of Equity Shares of persons belonging to the category “Promoter and Promoters Group” as on June 30, 2024 can be accessed on the website of the BSE at

<https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=513536&qtrid=122.00&QtrName=June%202024>

The Statement of showing the details of shares pledged, encumbrance by promoters and promoter group as on June 30, 2024 can be accessed on the website of the BSE at

<https://www.bseindia.com/stock-share-price/gujarat-natural-resources-limited/gnrl/513536/shareholding-pattern/>

**SECTION V-PARTICULARS OF THE ISSUE
OBJECTS OF THE ISSUE**

Our Company proposes to utilize the net proceeds from the Issue towards funding the following objects.

1. Investment in wholly owned subsidiary;
2. Repayment of certain outstanding borrowings availed by us;
3. To meet General corporate purposes;

Collectively, referred herein as the “objects”.

The main objects clause of our Memorandum of Association and the objects incidental and ancillary to the main objects enables us to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum of Association.

UTILIZATION OF NET PROCEEDS

The details of the proceeds of the Issue are summarized below:

(Rs. In Lacs)

S. No.	Particulars	Amounts*
1)	Gross Proceeds	Upto 4,850.00
2)	(Less) Issue related expenses*	[●]*
3)	Net Proceeds	[●]*

* To be finalized on determination of Issue Price.

FUND REQUIREMENTS

We intend to utilise the Net Proceeds from the Issue, in the manner set below:

(Rs. In lacs)

S. No.	Particulars	Amounts	% of gross proceeds	% of Net proceeds
1.	Investment in wholly owned subsidiary	Upto 2,000.00*	[●]*	[●]*
2.	Repayment of certain outstanding borrowings availed by us.	Upto 2,000.00*	[●]*	[●]*
3.	To meet General corporate purposes	850.00*	[●]*	[●]*
	Total	Upto 4,850.00*	[●]*	[●]*

* To be finalized on determination of Issue Price.

Schedule of implementation/ Utilization of Issue Proceeds

Our Company proposes to deploy the Net Proceeds in the aforesaid objects as follows:

(Rs. In lacs)

Sr. No.	Particulars	Amount Proposed to be Deployed from Issue Proceeds	Estimated Schedule of Deployment of Net Proceeds
			FY 2024-25
1.	Investment in wholly owned subsidiary	Upto 2,000.00*	Upto 2000.00*
2.	Repayment of certain outstanding borrowings availed by us.	Upto 2,000.00*	Upto 2,000.00*
3.	To meet General corporate purposes	850.00*	[●]*
	Total	Upto 4,850.00*	[●]*

* To be finalized on determination of Issue Price.

To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Objects, as per the estimated schedule of deployment specified above, Our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the Objects.

MEANS OF FINANCE:

The fund requirements set out below are proposed to be funded from the Net Proceeds and internal accruals. We confirm that there are no requirements to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds and existing identifiable internal accruals.

The fund requirement and deployment is based on internal management estimates and our Company's current business plan and is subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy. These estimates have not been appraised by any bank or financial institution.

Any amount, deployed by our Company out of internal accruals towards the aforementioned objects till the date of receipt of Issue Proceeds shall be recouped by our Company from the Issue Proceeds of the Issue. In case of delays in raising funds from the Issue, our company may deploy certain amounts towards any of the above-mentioned objects through a combination of Internal Accruals or Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

As we operate in competitive environment, we may have to revise our expenditure and fund requirements as a result of variations in cost estimates, exchange rate fluctuations and external factors which may not be within the control of our management. This may entail rescheduling and revising the planned expenditures and fund requirements and increasing or decreasing expenditures for a particular purpose at the discretion of our management, within the objects. For further details on the risks involved in our business plans and executing our business strategies, please see the section titled "Risk Factors" beginning on page 20 of this Draft Letter of offer.

DETAILS OF THE OBJECTS

The details of the objects of the Issue are set out below:

1. INVESTMENT IN WHOLLY OWNED SUBSIDIARY-GNRL Oil & Gas (I) Private Limited:

Brief about GNRL Oil and Gas Limited:

GNRL Oil And Gas Limited is a wholly owned subsidiary of GNRL Oil and Gas (I) Private Limited, having FCRN-F02068, having its principal place of business in India at Office No. 906 To 910, 9th Floor, Anam-1, Opp. Parimal Garden, Beside JMC House, Ellisbridge, Ahmedabad, Ahmadabad City, Gujarat, India, 380006, It is classified as a non-government Foreign company and is registered at the Registrar of Companies, Delhi.

Directors of GNRL Oil and Gas Limited Spinners Private Limited are as follows:

2. REPAYMENT OF CERTAIN OUTSTANDING BORROWINGS AVAILED BY US.

We have entered various financing arrangements from time to time, with various lenders. As at August 31, 2024, the amount outstanding under borrowing arrangements of our Company to be Fully or partially repaid or prepaid from the Net Proceeds. Our Company proposes to utilize an estimated amount of Rs. 2000.00 Lakhs from the Net Proceeds towards repayment of borrowings availed by our Company.

The following table sets forth details of certain borrowings availed by us, which are outstanding as on August 31, 2024 out of which we may repay all or a portion of, any or all of the borrowings, from the Net Proceeds:

Sr. No.	Lender	Amount sanctioned (Amount in Lakhs)	Outstanding Term loan as on August 31, 2024 (Amount in Lakhs)	Interest (%)	Nature of Borrowing	Purpose of borrowings	Date of repayment	Proposed repayment from Net Proceeds (Amount in Rs. lakhs)
1	GNRL Oil & Gas Limited	100354948.00	100354948.00	-	Short Term	Business Purpose	-	0.00
2	Neuzen Finance Pvt Ltd	150000000.00	150000000.00	15%	Short Term	Business Purpose	One Year	150000000.00

3	Padma Real Infra Pvt Ltd	10000000.00	10000000.00	-	Short Term	Business Purpose	-	0.00
4	Sakira Finlease Pvt Ltd	106000000.00	106000000.00	-	Short Term	Business Purpose	-	0.00
5	Clear Water Commodities Pvt Ltd	89550000.00	89550000.00	-	Short Term	Business Purpose	-	0.00
6	Amam Investment Pvt Ltd	90000000.00	90000000.00	-	Short Term	Business Purpose	One Year	50000000.00

We believe that such repayment or prepayment will help reduce our outstanding indebtedness and our debt - equity ratio and enable utilization of our internal accruals for further investment in business growth. In addition, we believe that the strength of our balance sheet and our leverage capacity will further improve, which shall enable us to raise further capital in the future at competitive rates to fund potential business development opportunities and plans to grow and expand our business in the coming years.

We have considered the following factors for identifying the loans that will be repaid or pre-paid out of the Net Proceeds:

- Costs, expenses and charges relating to the facility including interest rates involved;
- Presence of onerous terms and conditions under the facility;
- Terms and conditions of consents and waivers;
- Other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan.

Accordingly, we may utilize the Net Proceeds for repayment of any such refinanced facilities, or full or partial prepayment, or repayment of any additional facilities obtained by our Company. However, the aggregate amount to be utilized from the Net Proceeds towards repayment of borrowings (including refinanced or additional facilities availed, if any), in part or full, would not exceed Rs. 435.62 Lakhs. In the event our Board deems appropriate, the amount allocated for estimated schedule of deployment of Net Proceeds in a particular Financial Year may be repaid in full by our Company in the subsequent Financial Year subject to compliance with all applicable laws and regulations. Further, the amounts outstanding under the borrowings are dependent on several factors and may vary with the business cycle of our Company with multiple intermediate repayments, & drawdowns.

3. TO FINANCE THE GENERAL CORPORATE PURPOSE.

The Net Proceeds will first be utilized towards the Objects set out above, as well as meeting the Issue-related expenses. Subject to this, our Company intends to deploy any balance left out of the Net Proceeds of Rs. [●] * Lacs towards general corporate purposes and the business requirements of our Company, as approved by our management, from time to time. We confirm that utilization for general corporate purposes will not exceed 25% of the Net Proceeds of the Issue.

Such general corporate purposes may include, but are not restricted to, the following:

- Strategic initiatives, including investments or acquisitions, from time to time;
- Brand building, promotional and outreach activities;
- Strengthening our infrastructure and systems and processes, in-house training initiatives, etc.;
- Repayment of present or future loans;
- Research and Development;
- Ongoing general corporate purposes or exigencies, as approved by the Board, subject to compliance with applicable law.

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

* To be finalized on determination of Issue Price.

ISSUE RELATED EXPENSES

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. [●]* Lacs.

Particulars	Amount (Rs. in Lacs)	% of Total Issue Expenses	% of Total Issue Size
Issue management fees, selling commissions, brokerages, Payment to other intermediaries such as Registrars etc.	[●]*	[●]*	[●]*
Printing & Stationery, Distribution, Postage, etc.	[●]*	[●]*	[●]*
Advertisement & Marketing Expenses	[●]*	[●]*	[●]*
Regulatory & other expenses	[●]*	[●]*	[●]*
Miscellaneous Expenses	[●]*	[●]*	[●]*
Total	[●]*	[●]*	[●]*

* To be finalized on determination of Issue Price.

Details of funds already deployed till date and sources of funds deployed

The funds requirement pursuant to the object of this Issue as certified by the Auditors of our Company, viz. M/s GMCA & Co., Chartered Accountants pursuant to their certificate dated 12th September, 2024 is given below:

Deployment of funds	Amount (Rs. In Lakhs)
Investments in wholly owned subsidiary	2000.00
Repayment of Loans	2000.00
General Corporate Purpose (including Issue Related Expenses)	850.00

BRIDGE FINANCING

We have not entered into any bridge finance arrangements that will be repaid from the Net Issue Proceeds.

APPRAISAL BY APPRAISING AGENCY

None of the Objects have been appraised by any bank or financial institution or any other independent third party organization.

INTERIM USE OF FUNDS

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Net Proceeds. Pending utilization of the Issue Proceeds for the Objects of the Issue described above, our Company shall deposit the funds only in Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilisation of the proceeds of the Issue as described above, it shall not use the funds from the Issue Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

MONITORING UTILIZATION OF FUNDS

As the size of the Issue does not exceed Rs. 10,000 lakhs, in terms of Regulation 16 of the SEBI Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds.

Pursuant to Regulation 32 of the Listing Regulations, our Company shall on a Quarterly yearly basis disclose to the Audit Committee the uses and application of the Issue Proceeds. Until such time as any part of the Issue Proceeds remains unutilized, our Company will disclose the utilization of the Issue Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Issue Proceeds have been utilized so far, and details of amounts out of the Issue Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Issue Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Issue Proceeds in a Fiscal Year, we will utilize such unutilized amount in the next financial year.

Further, in accordance with Regulation 32(1) (a) of the Listing Regulations our Company shall furnish to the Stock Exchanges on a Quarterly basis, a statement indicating material deviations, if any, in the utilization of the Issue Proceeds for the objects stated in this Draft Letter of offer.

CONFIRMATION REGARDING PURCHASE OF SECOND-HAND EQUIPMENT AND MACHINERY

No second-hand equipment and machinery are proposed to be purchased by our Company from the Net Proceeds.

OTHER CONFIRMATIONS

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, associates or Key Management Personnel, except as stated above and in the normal course of business and in compliance with applicable.

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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

To,
The Board of Directors,
Gujarat Natural Resources Limited
Ninth Floor, 906 to 910, ANAM-1,
Parimal Garden, Ellisbridge,
Ahmedabad, Gujarat -380006,

Subject: Proposed Rights Issue of equity shares with a Face value of Rs. 10/- each by Gujarat Natural Resources Limited (the "Company") (the "Issue")

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 fulfill.

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 are 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:

- i) the Company or its shareholders will continue to obtain these benefits in future; or
- ii) the conditions prescribed for availing the benefits have been/would be met with

This statement is intended solely for information and for inclusion in the Draft 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 G M C A & CO.
Chartered Accountants
Firm Registration No.: 109850W

Sd/-

CA Mitt S. Patel
Partner
M. No. :163940
Date: 30/08/2024
Place: Ahmedabad
UDIN: 24163940BKAEFE6572

Annexure

ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

I Special Tax Benefits available to the Company under the Act:

There are no special tax benefits available to the Company.

II. Special Tax Benefits available to the Shareholders under the Act:

There are no special tax benefits available for the shareholders of the Company under the provisions of the Act.

For GMCA & Co.
Chartered Accountants
Firm Registration No. : 109850W
Sd/-
Partner
M. No. : 163940
Date: 30/08/2024
Place: Ahmedabad
UDIN: 24163940BKAEFE6572

SECTION V-ABOUT OUR COMPANY

OUR INDUSTRY

The information contained in 'Industry Overview' in this section is derived from publicly available sources. Neither we, nor any other person connected with the Issue has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends.

Shareholders should note that this is only a summary of the industry in which we operate and does not contain all information that should be considered before investing in the Equity Shares. Before deciding to invest in the Equity Shares, shareholders should read this entire Draft Letter of Offer, including the information in the sections "Risk Factors" and "Financial Information" on pages 20 and 102, respectively of this 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 an investment in the Equity Shares, please see the section 'Risk Factors' on page 20 of this Draft Letter of Offer.

GLOBAL PROSPECTS AND POLICIES

The baseline forecast is for the world economy to continue growing at 3.2 percent during 2024 and 2025, at the same pace as in 2023. A slight acceleration for advanced economies—where growth is expected to rise from 1.6 percent in 2023 to 1.7 percent in 2024 and 1.8 percent in 2025—will be offset by a modest slowdown in emerging market and developing economies from 4.3 percent in 2023 to 4.2 percent in both 2024 and 2025. The forecast for global growth five years from now—at 3.1 percent—is at its lowest in decades. Global inflation is forecast to decline steadily, from 6.8 percent in 2023 to 5.9 percent in 2024 and 4.5 percent in 2025, with advanced economies returning to their inflation targets sooner than emerging market and developing economies. Core inflation is generally projected to decline more gradually. The global economy has been surprisingly resilient, despite significant central bank interest rate hikes to restore price stability. Chapter 2 explains that changes in mortgage and housing markets over the prepandemic decade of low interest rates moderated the near-term impact of policy rate hikes. Chapter 3 focuses on medium-term prospects and shows that the lower predicted growth in output per person stems, notably, from persistent structural frictions preventing capital and labor from moving to productive firms. Chapter 4 further indicates how dimmer prospects for growth in China and other large emerging market economies will weigh on trading partners.

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

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

Policymakers' near-term challenge is to successfully manage the final descent of inflation to target, calibrating monetary policy in response to underlying inflation dynamics and—where wage and price pressures are clearly dissipating—adjusting to a less restrictive stance. At the same time, in many cases, with inflation declining and economies better able to absorb effects of fiscal tightening, a renewed focus on fiscal consolidation to rebuild budgetary capacity to deal with future shocks, raise revenue for new spending priorities, and curb the rise of public debt is needed. Targeted and carefully sequenced structural reforms would reinforce productivity growth and debt sustainability and accelerate convergence toward higher income levels. More efficient multilateral coordination is needed for, among other things, debt resolution, to avoid debt distress and create space for necessary investments, as well as to mitigate the effects of climate change.

Forces Shaping the Outlook

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

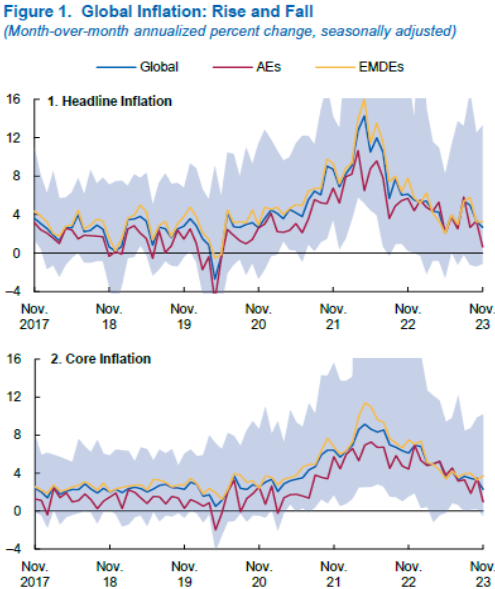
Growth resilient in major economies. Economic growth is estimated to have been stronger than expected in the second half of 2023 in the United States, and several major emerging market and developing economies. In several cases, government and private spending contributed to the upswing, with real disposable income gains supporting consumption amid still-tight—though easing—labor markets and households drawing down on their accumulated pandemic-era savings. A supply-side expansion also took hold, with a broad-based increase in labor force participation, resolution of pandemic-era supply chain problems, and declining delivery times. The rising momentum was not felt everywhere, with notably subdued growth in the euro area, reflecting weak consumer sentiment, the lingering effects of high energy prices, and weakness in interest-rate-sensitive manufacturing and business investment. Low-income economies continue to experience large output losses compared with their prepandemic (2017–19) paths amid elevated borrowing costs.

Inflation subsiding faster than expected.

Amid favorable global supply developments, inflation has been falling faster than expected, with recent monthly readings near the prepandemic average for both headline and underlying (core) inflation (Figure 1). Global headline inflation in the fourth quarter of 2023 is estimated to have been about 0.3 percentage point lower than predicted in the October 2023 WEO on a quarter-over-quarter seasonally adjusted basis. Diminished inflation reflects the fading of relative price shocks—notably those to energy prices—and their associated pass-through to core inflation.¹ The decline also reflects an easing in labor market tightness, with a decline in job vacancies, a modest rise in unemployment, and greater labor supply, in some cases associated with a strong inflow of immigrants. Wage growth has generally remained contained, with wage-price spirals—in which prices and wages accelerate together—not taking hold. Near-term inflation expectations have fallen in major economies, with long-term expectations remaining anchored.

High borrowing costs cooling demand. To reduce inflation, central banks raised policy interest rates to restrictive levels in resulting in high mortgage costs, challenges for firms refinancing their debt, tighter credit availability, and weaker business and residential investment. Commercial real estate has been especially under pressure, with higher borrowing costs compounding postpandemic structural changes. But with inflation easing, market expectations that future policy rates decline have contributed to a reduction in longer-term interest and rising equity markets (Box 1). Still, long-term borrowing remain high in both advanced and emerging market and developing economies, partly because government debt has rising. In addition, central banks’ policy rate decisions are becoming increasingly asynchronous. In some countries with inflation—including Brazil and Chile, where central banks tightened policy earlier than in other countries—interest rates have been declining since the second half of 2023. In China, where inflation has been near zero, the central bank has eased monetary policy. The Bank of Japan has kept short-term rates near zero.

Fiscal policy amplifying economic divergences. Governments advanced economies eased fiscal policy in 2023. The United States where GDP had already exceeded its prepandemic path, eased more than did euro area and other economies in which the recovery was incomplete. In emerging market and developing economies, in which output has on average fallen even further below the prepandemic trend, on average the fiscal stance is estimated to have been neutral. The exceptions include Brazil and Russia, where fiscal policy eased in 2023. In low-income countries, liquidity squeezes and the elevated cost of interest payments—averaging 13 percent of general government revenues, about double the level 15 years ago—crowded out necessary investments, hampering the recovery of large output losses compared with prepandemic trends. In 2024, the fiscal policy stance is expected to tighten in several advanced and emerging market and developing economies to rebuild budgetary room for maneuver and curb the rising path of debt, and this shift is expected to slow growth in the near term.



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Inflation Outlook: Steady Decline to Target

Global headline inflation is expected to fall from an estimated 6.8 percent in 2023 (annual average) to 5.8 percent in 2024 and 4.4 percent in 2025. The global forecast is unrevised for 2024 compared with October 2023 projections and revised down by 0.2 percentage point for 2025. Advanced economies are expected to see faster disinflation, with inflation falling by 2.0 percentage points in 2024 to 2.6 percent, than are emerging market and developing economies, where inflation is projected to decline by just 0.3 percentage point to 8.1 percent. The forecast is revised down for both 2024 and 2025 for advanced economies, while it is revised up for 2024 for emerging market and developing economies, mainly on account of Argentina where the realignment of relative prices and elimination of legacy price controls, past currency depreciation, and the related pass-through into prices is expected to increase inflation in the near term. The drivers of declining inflation differ by country but generally reflect lower core inflation as a result of still-tight monetary policies, a related softening in labor markets, and pass-through effects from earlier and ongoing declines in relative energy prices.

Overall, about 80 percent of the world's economies are expected to see lower annual average headline and core inflation in 2024. Among economies with an inflation target, headline inflation is projected to be 0.6 percentage point above target for the median economy by the fourth quarter of 2024, down from an estimated gap of 1.7 percentage points at the end of 2023. Most of these economies are expected to reach their targets (or target range midpoints) by 2025. In several major economies, the downward revision to the projected path of inflation, combined with a modest upgrade to economic activity, implies a softer-than-expected landing.

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WORLD ECONOMIC OUTLOOK UPDATE, JANUARY 2024

Table 1. Overview of the World Economic Outlook Projections
(Percent change, unless noted otherwise)

	Year over Year									
	Estimate		Projections		Difference from October 2023		Q4 over Q4 2/			
	2022	2023	2024	2025	WEO Projections 1/		Estimate	Projections		
				2024	2025		2023	2024	2025	
World Output	3.5	3.1	3.1	3.2	0.2	0.0	3.1	3.1	3.1	
Advanced Economies	2.6	1.6	1.5	1.8	0.1	0.0	1.6	1.6	1.7	
United States	1.9	2.5	2.1	1.7	0.6	-0.1	2.9	1.5	1.9	
Euro Area	3.4	0.5	0.9	1.7	-0.3	-0.1	0.2	1.5	1.6	
Germany	1.8	-0.3	0.5	1.6	-0.4	-0.4	-0.1	1.1	1.9	
France	2.5	0.8	1.0	1.7	-0.3	-0.1	0.6	1.4	1.8	
Italy	3.7	0.7	0.7	1.1	0.0	0.1	0.2	1.3	1.0	
Spain	5.8	2.4	1.5	2.1	-0.2	0.0	1.5	1.8	2.1	
Japan	1.0	1.9	0.9	0.8	-0.1	0.2	1.4	1.6	0.5	
United Kingdom	4.3	0.5	0.6	1.6	0.0	-0.4	0.9	0.6	1.8	
Canada	3.8	1.1	1.4	2.3	-0.2	-0.1	1.1	1.9	2.2	
Other Advanced Economies 3/	2.7	1.7	2.1	2.5	-0.1	0.2	1.5	2.6	2.0	
Emerging Market and Developing Economies	4.1	4.1	4.1	4.2	0.1	0.1	4.3	4.3	4.1	
Emerging and Developing Asia	4.5	5.4	5.2	4.8	0.4	-0.1	5.2	5.5	4.7	
China	3.0	5.2	4.6	4.1	0.4	0.0	5.4	4.4	4.0	
India 4/	7.2	6.7	6.5	6.5	0.2	0.2	5.0	7.8	6.7	
Emerging and Developing Europe	1.2	2.7	2.8	2.5	0.6	0.0	4.1	2.0	2.9	
Russia	-1.2	3.0	2.6	1.1	1.5	0.1	4.4	1.4	1.0	
Latin America and the Caribbean	4.2	2.5	1.9	2.5	-0.4	0.1	2.2	1.7	2.6	
Brazil	3.0	3.1	1.7	1.9	0.2	0.0	2.3	2.6	1.4	
Mexico	3.9	3.4	2.7	1.5	0.6	0.0	3.4	1.9	1.4	
Middle East and Central Asia	5.5	2.0	2.9	4.2	-0.5	0.3	...	...	...
Saudi Arabia	8.7	-1.1	2.7	5.5	-1.3	1.3	-4.5	2.8	5.4	
Sub-Saharan Africa	4.0	3.3	3.8	4.1	-0.2	0.0	...	...	...
Nigeria	3.3	2.8	3.0	3.1	-0.1	0.0	2.7	3.3	2.9	
South Africa	1.9	0.6	1.0	1.3	-0.8	-0.3	1.0	1.2	1.3	
Memorandum										
World Growth Based on Market Exchange Rates	β.0	2.7	2.6	2.7	0.2	0.0	2.7	2.5	2.6	
European Union	3.6	0.6	1.2	1.9	-0.3	-0.2	0.7	1.4	2.3	
ASEAN-5 5/	5.5	4.2	4.7	4.4	0.2	-0.1	4.1	5.2	3.5	
Middle East and North Africa	5.6	2.0	2.9	4.2	-0.5	0.3	...	...	...
Emerging Market and Middle-Income Economies	4.0	4.2	4.0	4.0	0.1	0.0	4.3	4.3	4.1	
Low-Income Developing Countries	5.2	4.0	5.0	5.6	-0.1	0.0	...	...	...
World Trade Volume (goods and services) 6/	5.2	0.4	3.3	3.6	-0.2	-0.1	...	...	...
Advanced Economies	6.1	0.3	2.6	3.2	-0.4	-0.1	...	...	...
Emerging Market and Developing Economies	3.7	0.6	4.5	4.4	0.2	0.0	...	...	...
Commodity Prices										
Oil 7/	39.2	-16.0	-2.3	-4.8	-1.6	0.1	-2.8	-6.1	-4.9	
Nonfuel (average based on world commodity import)	7.9	-6.1	-0.9	-0.4	1.8	-0.3	-2.0	1.5	0.2	
World Consumer Prices 8/	8.7	6.8	5.8	4.4	0.0	-0.2	6.0	5.3	3.8	
Advanced Economies 9/	7.3	4.6	2.6	2.0	-0.4	-0.2	3.1	2.3	2.0	
Emerging Market and Developing Economies 8/	9.8	8.4	8.1	6.0	0.3	-0.2	8.4	7.7	5.2	

Note: Real effective exchange rates are assumed to remain constant at the levels prevailing during October 30–November 27, 2023. Economies are listed on the basis of economic size. The aggregated quarterly data are seasonally adjusted. WEO = World Economic Outlook.

1/ Difference based on rounded figures for the current and October 2023 WEO forecasts. Countries for which forecasts have been updated relative to October 2023 WEO forecasts account for approximately 90 percent of world GDP measured at purchasing-power-parity weights.

2/ For World Output (Emerging Market and Developing Economies), the quarterly estimates and projections account for approximately 90 percent (80 percent) of annual world (emerging market and developing economies) output at purchasing-power-parity weights.

3/ Excludes the Group of Seven (Canada, France, Germany, Italy, Japan, United Kingdom, United States) and euro area countries.

4/ For India, data and projections are presented on a fiscal year (FY) basis, with FY 2022/23 (starting in April 2022) shown in the 2022 column. India's growth projections are 5.7 percent in 2024 and 6.8 percent in 2025 based on calendar year.

5/ Indonesia, Malaysia, Philippines, Singapore, Thailand.

6/ Simple average of growth rates for export and import volumes (goods and services).

7/ Simple average of prices of UK Brent, Dubai Fateh, and West Texas Intermediate crude oil. The average assumed price of oil in US dollars a barrel, based on futures markets (as of November 29, 2023), is \$79.00 in 2024 and \$75.31 in 2025.

8/ Excludes Venezuela.

9/ The assumed inflation rate for the euro area is 2.8% in 2024 and 2.1% in 2025, that for Japan is 2.7% in 2024 and 2.0% in 2025, and that for the United States is 2.2% in 2024 and 1.9% in 2025.

Risks to the Outlook

With the likelihood of a hard landing receding as adverse supply shocks unwind, risks to the global outlook are broadly balanced. There is scope for further upside surprises to global growth, although other potential factors pull the distribution of risks in the opposite direction.

Upside risks. Stronger global growth than expected could arise from several sources:

- *Faster disinflation:* In the near term, the risk that inflation will fall faster than expected could again become a reality, with stronger-than-expected pass-through from lower fuel prices, further downward shifts in the ratio of vacancies to unemployed persons, and a compression of profit margins to absorb past cost increases. Combined with a decline in inflation expectations, such developments could allow central banks to move forward with their policy-easing plans and could also contribute to improving business, consumer, and financial market sentiment, as well as raising growth.

- *Slower-than-assumed withdrawal of fiscal support:* Governments in major economies might withdraw fiscal policy support more slowly than necessary and then assumed during 2024–25, implying higher-than-projected global growth in the near term. However, such delays could in some cases exacerbate inflation and, with elevated public debt, result in higher borrowing costs and a more disruptive policy adjustment, with a negative impact on global growth later on.

- *Faster economic recovery in China:* Additional property sector–related reforms—including faster restructuring of insolvent property developers while protecting home buyers’ interests—or larger-than-expected fiscal support could boost consumer confidence, bolster private demand, and generate positive cross-border growth spillovers.

- *Artificial intelligence and supply-side reforms:* Over the medium term, artificial intelligence could boost workers’ productivity and incomes, although this would depend on countries’ harnessing the potential of artificial intelligence. Advanced economies may experience benefits from artificial intelligence sooner than emerging market and developing economies, largely because their employment structures are more focused on cognitive-intensive roles.² For emerging market and developing economies with constrained policy environments, faster progress on implementing supply-enhancing reforms could result in greater-than-expected domestic and foreign investment and productivity and faster convergence to higher income levels.

Downside risks. Several adverse risks to global growth remain plausible:

- *Commodity price spikes amid geopolitical and weather shocks:* The conflict in Gaza and Israel could escalate further into the wider region, which produces about 35 percent of the world’s oil exports and 14 percent of its gas exports. Continued attacks in the Red Sea—through which 11 percent of global trade flows—and the ongoing war in Ukraine risk generating fresh adverse supply shocks to the global recovery, with spikes in food, energy, and transportation costs. Container shipping costs have already sharply increased, and the situation in the Middle East remains volatile. Further geoeconomic fragmentation could also constrain the cross-border flow of commodities, causing additional price volatility. More extreme weather shocks, including floods and drought, could, together with the El Niño phenomenon, also cause food price spikes, exacerbate food insecurity, and jeopardize the global disinflation process.

- *Persistence of core inflation, requiring a tighter monetary policy stance:* A slower-than-expected decline in core inflation in major economies due, for example, to persistent labor market tightness and renewed tensions in supply chains could trigger a rise in interest rate expectations and a fall in asset prices, as in early 2023. Such developments could increase financial stability risks, tighten global financial conditions, trigger flight-to-safety capital flows, and strengthen the US dollar, with adverse consequences for trade and growth.

- *Faltering of growth in China:* Absent a comprehensive restructuring policy package for the troubled property sector, real estate investment could drop more than expected, and for longer, with negative implications for domestic growth and trading partners. Unintended fiscal tightening in response to local government financing constraints is also possible, as is reduced household consumption in a context of subdued confidence.

- *Disruptive turn to fiscal consolidation:* Fiscal consolidation is necessary in many economies to deal with rising debt ratios. But an excessively sharp shift to tax hikes and spending cuts, beyond what is envisaged, could result in slower-than-expected growth in the near term. Adverse market reactions could pressure some countries that lack a credible medium-term consolidation plan or face a risk of debt distress to undertake harsh adjustments. In low-income countries and emerging market economies, the risk of debt distress remains elevated, constraining scope for necessary growth-enhancing investments.

Selected Economies Real GDP Growth
(Percent change)

	Estimate		Projections		Difference from October 2023 WEO Projections 1/	
	2022	2023	2024	2025	2024	2025
Argentina	5.0	-1.1	-2.8	5.0	-5.6	1.7
Australia	3.8	1.8	1.4	2.1	0.2	0.1
Brazil	3.0	3.1	1.7	1.9	0.2	0.0
Canada	3.8	1.1	1.4	2.3	-0.2	-0.1
China	3.0	5.2	4.6	4.1	0.4	0.0
Egypt 2/	6.7	3.8	3.0	4.7	-0.6	-0.3
France	2.5	0.8	1.0	1.7	-0.3	-0.1
Germany	1.8	-0.3	0.5	1.6	-0.4	-0.4
India 2/	7.2	6.7	6.5	6.5	0.2	0.2
Indonesia	5.3	5.0	5.0	5.0	0.0	0.0
Iran 2/	3.8	5.4	3.7	3.2	1.2	1.2
Italy	3.7	0.7	0.7	1.1	0.0	0.1
Japan	1.0	1.9	0.9	0.8	-0.1	0.2
Kazakhstan	3.3	4.8	3.1	5.7	-1.1	1.1
Korea	2.6	1.4	2.3	2.3	0.1	0.0
Malaysia	8.7	4.0	4.3	4.4	0.0	0.0
Mexico	3.9	3.4	2.7	1.5	0.6	0.0
Netherlands	4.3	0.2	0.7	1.3	-0.4	-0.2
Nigeria	3.3	2.8	3.0	3.1	-0.1	0.0
Pakistan 2/	6.2	-0.2	2.0	3.5	-0.5	-0.1
Philippines	7.6	5.3	6.0	6.1	0.1	0.0
Poland	5.3	0.6	2.8	3.2	0.5	-0.2
Russia	-1.2	3.0	2.6	1.1	1.5	0.1
Saudi Arabia	8.7	-1.1	2.7	5.5	-1.3	1.3
South Africa	1.9	0.6	1.0	1.3	-0.8	-0.3
Spain	5.8	2.4	1.5	2.1	-0.2	0.0
Thailand	2.6	2.5	4.4	2.0	1.2	-1.1
Türkiye	5.5	4.0	3.1	3.2	0.1	0.0
United Kingdom	4.3	0.5	0.6	1.6	0.0	-0.4
United States	1.9	2.5	2.1	1.7	0.6	-0.1

Source: International Monetary Fund, World Economic Outlook, January 2024 Update.

Note: The selected economies account for approximately 83 percent of world output.

1/ Difference based on rounded figures for the current and October 2023 WEO forecasts.

2/ Data and forecasts are presented on a fiscal year basis.

(Source: <https://www.imf.org/en/publications/weo>)

Indian Economy Overview

Introduction

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

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

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

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

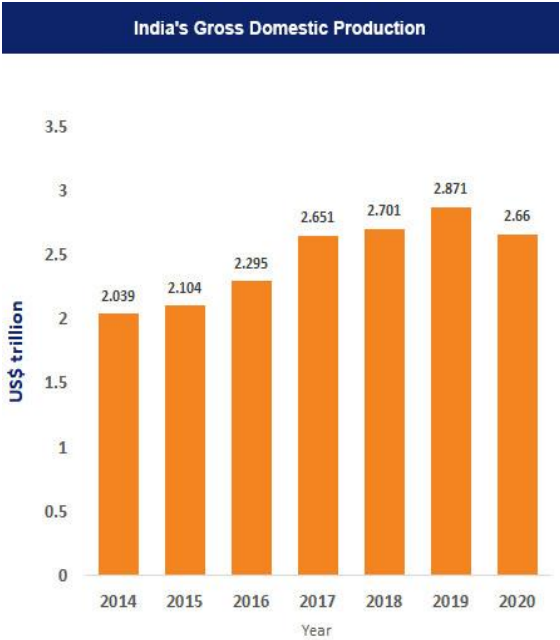
Market size

Real GDP or GDP at Constant (2011-12) Prices in the year 2023-24 is estimated at Rs. 172.90 lakh crores (US\$ 2.07 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 160.71 lakh crores (US\$ 1.92 trillion). The growth

in real GDP during 2023-24 is estimated at 7.6% as compared to 7.0% in 2022-23. There are 113 unicorn startups in India, with a combined valuation of over US\$ 350 billion. As many as 14 tech startups are expected to list in 2024 Fintech sector poised to generate the largest number of future unicorns in India. With India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

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

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



Recent Developments

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy recovering from the Covid-19 pandemic shock, several investments and developments have been made across various sectors of the economy. According to World Bank, India must continue to prioritise lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- According to HSBC Flash India PMI report, business activity surged in April to its highest level in about 14 years as well as sustained robust demand. The composite index reached 62.2, indicating continuous expansion since August 2021, alongside positive job growth and decreased input inflation, affirming India's status as the fastest-growing major economy.
- As of April 12, 2024, India's foreign exchange reserves stood at US\$ 643.162 billion.
- In 2023, India saw a total of US\$ 49.8 billion in PE-VC investments.
- Merchandise exports in March 2024 stood at US\$ 41.68 billion, with total merchandise exports of US\$ 437.06 billion during the period of April 2023 to March 2024.

- India was also named as the 48th most innovative country among the top 50 countries, securing 40th position out of 132 economies in the Global Innovation Index 2023. India rose from 81st position in 2015 to 40th position in 2023. India ranks 3rd position in the global number of scientific publications.
- In March 2024, the gross Goods and Services Tax (GST) stood at second highest monthly revenue collection at Rs.1.78 lakh crore (US\$ 21.35 billion), of which CGST is Rs. 34,532 crore (US\$ 4.14 billion), SGST is Rs. 43,746 crore (US\$ 5.25 billion).
- Between April 2000–December 2023, cumulative FDI equity inflows to India stood at US\$ 971.52 billion.
- In February 2024, the overall IIP (Index of Industrial Production) stood at 147.2. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 139.6, 144.5 and 187.1, respectively, in February 2024.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 5.69% in December 2023.
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 crore (US\$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crore (US\$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested (US\$ 8.06 billion) in India during January-April 2024.
- The wheat procurement during RMS 2023-24 (till May) was estimated to be 262 lakh metric tonnes (LMT) and the rice procured in KMS 2023-24 was 385 LMT. The combined stock position of wheat and rice in the Central Pool is over 579 LMT (Wheat 312 LMT and Rice 267 LMT).

Government Initiatives

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, is aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US\$ 133.27 billion).
- On January 22, 2024, Prime Minister Mr. Narendra Modi announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.
- On September 17, 2023, Prime Minister Mr. Narendra Modi launched the Central Sector Scheme PM-VISHWAKARMA in New Delhi. The new scheme aims to provide recognition and comprehensive support to traditional artisans & craftsmen who work with their hands and basic tools. This initiative is designed to enhance the quality, scale, and reach of their products, as well as to integrate them with MSME value chains.
- On August 6, 2023, Amrit Bharat Station Scheme was launched to transform and revitalize 1309 railway stations across the nation. This scheme envisages development of stations on a continuous basis with a long-term vision.
- On June 28, 2023, the Ministry of Environment, Forests, and Climate Change introduced the 'Draft Carbon Credit Trading Scheme, 2023'.
- From April 1, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'AtmaNirbhar Bharat' and 'Local goes Global'.
- To enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.
- Prime Minister's Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of Rs. 1,500 crore (US\$ 182.35 million).

- Prime Minister Mr Narendra Modi has inaugurated a new food security scheme for providing free food grains to Antodaya Ann Yojna (AAJ) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY) from January 1, 2023.
- The Amrit Bharat Station scheme for Indian Railways envisages the development of stations on a continuous basis with a long-term vision, formulated on December 29, 2022, by the Ministry of Railways.
- On October 7, 2022, the Department for Promotion of Industry and Internal Trade (DPIIT) launched Credit Guarantee Scheme for Start-ups (CGSS) aiming to provide credit guarantees up to a specified limit by start-ups, facilitated by Scheduled Commercial Banks, Non-Banking Financial Companies and Securities and Exchange Board of India (SEBI) registered Alternative Investment Funds (AIFs).
- Telecom Technology Development Fund (TTDF) Scheme was launched in October 2022 by the Universal Service Obligation Fund (USOF), a body under the Department of Telecommunications. The objective is to fund R&D in rural-specific communication technology applications and form synergies among academia, start-ups, research institutes, and the industry to build and develop the telecom ecosystem.
- Home & Cooperation Minister Mr. Amit Shah laid the foundation stone and performed Bhoomi Pujan of Tanot Mandir Complex Project under Border Tourism Development Programme in Jaisalmer in September 2022.
- In August 2022, Mr. Narendra Singh Tomar, Minister of Agriculture and Farmers Welfare inaugurated four new facilities at the Central Arid Zone Research Institute (CAZRI), which has been rendering excellent services for more than 60 years under the Indian Council of Agricultural Research (ICAR).
- In August 2022, a Special Food Processing Fund of Rs. 2,000 crore (US\$ 242.72 million) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up Mega Food Parks (MFP) as well as processing units in the MFPs.
- In July 2022, Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode at an estimated cost of Rs. 5,963 crore (US\$ 747.64 million).
- In July 2022, the Union Cabinet chaired by Prime Minister Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India & Maldives. This MoU will provide a platform to tap the benefits of information technology for court digitization and can be a potential growth area for IT companies and start-ups in both countries.
- India and Namibia entered a Memorandum of Understanding (MoU) on wildlife conservation and sustainable biodiversity utilization on July 20, 2022, for establishing the cheetah into the historical range in India.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (Rs.) to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- The Agnipath Scheme aims to develop a young and skilled armed force backed by an advanced warfare technology scheme by providing youth with an opportunity to serve Indian Army for a 4-year period. It is introduced by the Government of India on June 14, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi inaugurated and laid the foundation stone of development projects worth Rs. 21,000 crore (US\$ 2.63 billion) at Gujarat Gaurav Abhiyan at Vadodara.
- Mr. Rajnath Singh, Minister of Defence, launched 75 newly developed Artificial Intelligence (AI) products/technologies during the first-ever 'AI in Defence' (AIDef) symposium and exhibition organized by the Ministry of Defence in New Delhi on July 11, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi laid the foundation stone of 1,406 projects worth more than Rs. 80,000 crore (US\$ 10.01 billion) at the ground-breaking ceremony of the UP Investors Summit in Lucknow. The Projects encompass diverse sectors like Agriculture and Allied industries, IT and Electronics, MSME, Manufacturing, Renewable Energy, Pharma, Tourism, Defence & Aerospace, and Handloom & Textiles.

- The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked a Memorandum of Understanding (MoU) with Lysterra LLC, a Russia-based company for the commercialization of bio capsule, an encapsulation technology for bio-fertilization on June 30, 2022.
- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners including major trade agreements like the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- 'Mission Shakti' was applicable with effect from April 1, 2022, aimed at strengthening interventions for women's safety, security, and empowerment.
- The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment, and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 trillion (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
- Strengthening of Pharmaceutical Industry (SPI) was launched in March 2022 by the Ministry of Chemicals & Fertilisers to provide credit linked capital and interest subsidy for Technology Upgradation of MSME units in pharmaceutical sector, as well as support of up to Rs. 20 crore (US\$ 2.4 million) each for common facilities including Research centre, testing labs and ETPs (Effluent Treatment Plant) in Pharma Clusters, to enhance the role of MSMEs.
- Under PM GatiShakti Master Plan, the National Highway Network will develop 25,000 km of new highways network, which will be worth Rs. 20,000 crore (US\$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.
- In February 2022, The Ministry of Social Justice & Empowerment launched the Scheme for Economic Empowerment of Denotified/Nomadic/SemiNomadic tribal communities (DNTs) (SEED) to provide basic facilities like good quality coaching, and health insurance. livelihoods initiative at a community level and financial assistance for the construction of houses.
- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of AtmaNirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 trillion (US\$ 401.49 billion) in the next five years.
- In the Union Budget of 2022-23, the government announced funding for the production-linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced a production-linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2,500 crore (US\$ 334.60 million).
- In the Union Budget of 2022, Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G would be launched as part of the PLI scheme.
- In September 2021, Union Cabinet approved major reforms in the telecom sector, which are expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement of spectrum sharing.
- In the Union Budget of 2022-23, the government has allocated Rs. 44,720 crore (US\$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman allocated Rs. 650 crore (US\$ 86.69 million) for the Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crore (US\$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).
- In May 2021, the government approved the production-linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US\$ 6.07 billion).

- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced in the Union Budget of 2022-23 that the Reserve Bank of India (RBI) would issue Digital Rupee using blockchain and other technologies.
- In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 trillion (US\$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of "One Station, One Product" was also introduced.
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.
- In November 2020, the Government of India announced Rs. 2.65 trillion (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction, and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of the average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.
- On January 29, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crore (US\$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system, help fuel liquidity, and boost the Indian economy.
- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY23; it is expected to raise Rs. 4 trillion (US\$ 53.58 billion) in the next three years.
- By November 1, 2021, India, and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.
- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.
- In August 2021, Prime Minister Mr. Narendra Modi launched a digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025

(Source: www.ibef.org)

Global Oil & Gas Market

The oil and gas industry is one of the largest sectors in the world in terms of dollar value, generating an estimated \$5.3 trillion in global revenue as of 2024. Oil is crucial to the global economic framework, impacting everything from transportation to heating and electricity to industrial production and manufacturing. The oil and gas industry is broken down into three main segments:

upstream, midstream, and downstream. Upstream businesses consist of companies involved in the exploration and production of oil and gas. These are the firms that search the world for reservoirs of the raw materials and then drill to extract that material. These companies are often known as "E&P" for "exploration and production." E&P companies are often valued by their oil and gas reserves; these untapped resources are the key to their future earnings.

- Global oil demand growth slowed to 1.7 mb/d y-o-y in 4Q23 – well below the 3.2 mb/d rate registered during 2Q23-3Q23, mirroring the unwinding of China's post-pandemic release of travel demand. Growth is projected to ease from 2.3 mb/d in 2023 to 1.2 mb/d in 2024, as macroeconomic headwinds, tighter efficiency standards and an expanding EV fleet compound the baseline effect.
- World oil supply is forecast to rise by 1.5 mb/d to a new high of 103.5 mb/d, fuelled by record-setting output from the US, Brazil, Guyana and Canada. Non-OPEC+ production will dominate growth this year, accounting for close to 1.5 mb/d. By contrast, OPEC+ supply is expected to hold broadly steady on last year, assuming extra voluntary cuts that started this month are phased out gradually in 2Q24.
- Divergence in regional refinery profitability narrowed further in December as margins in the Atlantic Basin weakened but strengthened in Singapore. Refinery crude throughputs are forecast to average 83.3 mb/d in 2024, overtaking 2018's record of 82.5 mb/d. However, the disparity between OECD and non-OECD runs will continue to widen, as new capacity starts in the Middle East, Africa, and China.
- Russian oil exports rose by 500 kb/d to a nine-month high of 7.8 mb/d in December. Crude shipments were up by 240 kb/d m-o-m to 5 mb/d while product flows rose by 260 kb/d. At the same time, estimated export revenues slumped to a six-month low of \$14.4 billion, as Russian oil price discounts increased and benchmark oil prices declined.
- Global observed oil inventories were down by 8.4 mb in November, to their lowest since July 2022, with crude oil and middle distillates particularly tight. A decline in oil on water (-12 mb) was partially offset by on-land stock builds (+3.6 mb). Oil products decreased by a substantial 24.6 mb, while crude oil rose by 16.2 mb. Preliminary data suggest that global inventories rose in December, as oil on water surged.
- Benchmark crude oil futures recovered by around \$4/bbl from their mid-December lows as tensions in the Red Sea reignited geopolitical concerns. Prices declined last month amid comfortable physical balances, with record US oil supply making its way into the Atlantic Basin. Fund exchange positioning slumped to its most bearish level in years. At the time of writing, Brent futures were trading at \$77/bbl.

Rising geopolitical tensions in the Middle East, which accounts for one-third of the world's seaborne oil trade, has markets on edge at the start of 2024. US and UK airstrikes on Houthi targets in Yemen in response to attacks on tankers in the Red Sea by the Iran-backed group, have raised concerns that an escalation of the conflict could further disrupt the flow of oil via key trade chokepoints. While oil and LNG production have not been impacted, a rising number of ship owners are diverting cargoes away from the Red Sea. At the time of writing, Brent futures were just above \$77/bbl and WTI around \$72/bbl.

Barring significant disruptions to oil flows, the market looks reasonably well supplied in 2024, with higher-than-expected non-OPEC+ production increases set to outpace oil demand growth by a healthy margin. While OPEC+ supply management policies may tip the oil market into a small deficit at the start of the year, strong growth from non-OPEC+ producers could lead to a substantial surplus if the OPEC+ group's extra voluntary cuts are unwound in 2Q24.

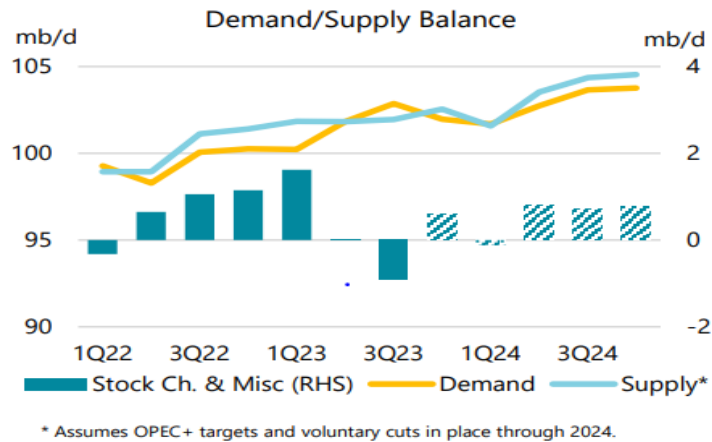
Global oil supply is forecast to rise by 1.5 mb/d to a new high of 103.5 mb/d in 2024. The Americas – led by the United States, Brazil, Guyana and Canada – will dominate gains in 2024, just as the region did last year. After a steep rise in output in 4Q23, global oil supply is expected to decline this month as a blast of cold weather sweeping through the United States and Canada takes a toll on oil operations.

Increases in global oil demand are set to halve from 2.3 mb/d in 2023 to 1.2 mb/d this year, with the post-Covid recovery all but complete, GDP growth below trend in major economies, and as energy efficiency improvements and electrification of the vehicle fleet curb oil use. Over the course of 2023, the pace of demand growth outside of China slowed significantly, to around 300 kb/d on average during 2H23. China will continue to lead oil demand growth in 2024, with its expanding petrochemical sector gaining an ever-larger share.

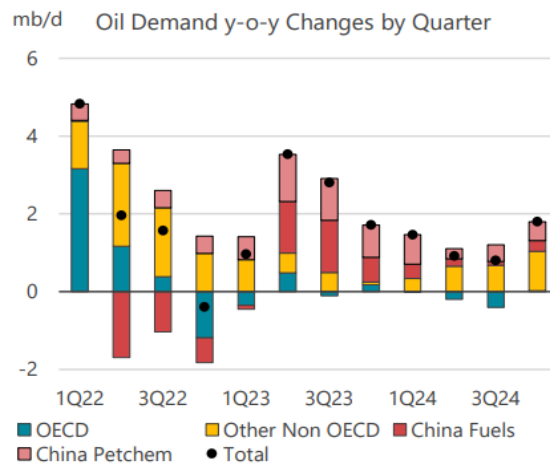
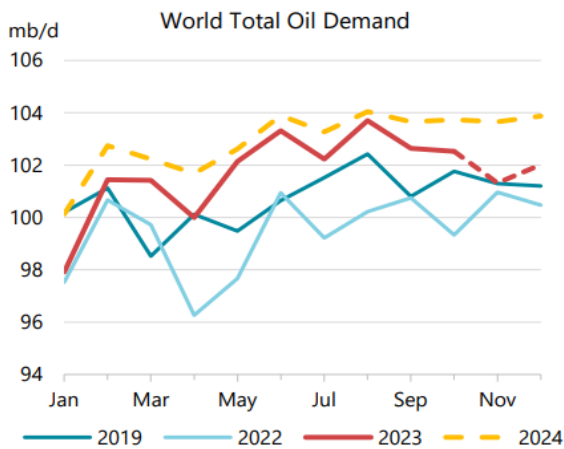
At the start of 2024, the risk of global oil supply disruptions from the Middle East conflict remains elevated, particularly for oil flows via the Red Sea and, crucially, the Suez Canal. In 2023, roughly 10% of the world's seaborne oil trade, or around 7.2 mb/d of crude and oil products, and 8% of global LNG trade passed through this major trade route. The main alternative shipping route around Africa's Cape of Good Hope extends voyages by up to two weeks – adding pressure on global supply chains and boosting freight and insurance costs.

As always, the IEA stands ready to respond decisively if there is a supply disruption and the global oil market requires additional barrels. IEA member countries collectively hold stocks of around 4 billion barrels, including 1.2 billion barrels of government-

controlled stocks held exclusively in case of an emergency. That buffer should help assuage market jitters and angst among governments, industries and energy consumers.



Global oil demand is forecast to increase by 1.2 mb/d y-o-y in 2024 – a pronounced slowdown from last year’s 2.3 mb/d growth. This marks a return to pre-pandemic growth trend, as a recalibration of baselines after the Covid years combines with cooling global economic activity. Recent delivery data have corroborated this loss of momentum, with annual growth declining from 2.8 mb/d in 3Q23 to 1.7 mb/d in 4Q23, marking a deceleration we expect to continue well into 2024.



Moreover, the overall demand picture remains strongly Sinocentric, with China accounting for almost 60% of this year’s global growth. This share was more than three-quarters last year as China emerged from lockdowns. Petrochemical feedstocks, including LPG/ethane and naphtha, are on track to consolidate their status as the mainstays of rising global consumption, almost doubling their share of the product growth mix to 60%. The gains come predominantly at the expense of gasoline and jet/kerosene, as 2023’s post-pandemic release of pent-up Asian travel demand recedes, efficiency standards continue to tighten and electric vehicle sales rise.

Global Demand by Region

(thousand barrels per day)

	Demand				Annual Chg (kb/d)		Annual Chg (%)	
	2021	2022	2023	2024	2023	2024	2023	2024
Africa	4 052	4 283	4 247	4 358	- 36	111	-0.8	2.6
Americas	30 287	31 000	31 329	31 377	329	47	1.1	0.2
Asia/Pacific	35 953	36 096	38 123	39 186	2 027	1 063	5.6	2.8
Europe	13 965	14 296	14 192	14 103	- 103	- 89	-0.7	-0.6
FSU	4 891	4 945	4 928	4 901	- 17	- 27	-0.3	-0.6
Middle East	8 350	8 848	8 902	9 034	54	133	0.6	1.5
World	97 497	99 468	101 722	102 959	2 254	1 237	2.3	1.2
OECD	44 813	45 680	45 731	45 583	51	- 148	0.1	-0.3
Non-OECD	52 684	53 788	55 991	57 376	2 203	1 385	4.1	2.5

These trends are expected to sharpen the dichotomy between a listless OECD and the resilient non-OECD that was in evidence throughout 2023, when the latter accounted for 98% of global demand gains. In 2024, OECD deliveries are on course to enter a narrow annual decline, contracting by 150 kb/d y-o-y.

Global Demand by Product

(thousand barrels per day)

	Demand				Annual Chg (kb/d)		Annual Chg (%)	
	2021	2022	2023	2024	2023	2024	2023	2024
LPG & Ethane	13 795	14 129	14 558	14 854	429	297	3.0	2.0
Naphtha	7 018	6 801	7 160	7 600	359	440	5.3	6.1
Motor Gasoline	25 680	26 218	26 943	27 098	725	155	2.8	0.6
Jet Fuel & Kerosene	5 171	6 130	7 203	7 349	1 073	146	17.5	2.0
Gas/Diesel Oil	27 347	28 136	28 263	28 479	127	215	0.5	0.8
Residual Fuel Oil	6 264	6 525	6 427	6 501	- 98	74	-1.5	1.2
Other Products	12 221	11 529	11 168	11 078	- 361	- 90	-3.1	-0.8
Total Products	97 497	99 468	101 722	102 959	2 254	1 237	2.3	1.2

<https://iea.blob.core.windows.net/>

Indian Oil and Gas Industry

The oil and gas sector is among the eight core industries in India and plays a major role in influencing the decision-making for all the other important sections of the economy.

India's economic growth is closely related to its energy demand, therefore, the need for oil and gas is projected to increase, thereby making the sector quite conducive for investment. India retained its spot as the third-largest consumer of oil in the world as of 2023.

The Government has adopted several policies to fulfil the increasing demand. It has allowed 100% foreign direct investment (FDI) in many segments of the sector, including natural gas, petroleum products and refineries, among others. The FDI limit for public sector refining projects has been raised to 49% without any disinvestment or dilution of domestic equity in existing PSUs. Today, it attracts both domestic and foreign investment, as attested by the presence of companies such as Reliance Industries Ltd (RIL) and Cairn India. The industry is expected to attract US\$ 25 billion investment in exploration and production. India is already a refining hub with 23 refineries, and expansion is planned for tapping foreign investment in export-oriented infrastructure, including product pipelines and export terminals.

India's crude oil production stood at 29.4 MMT during April-March 2024.

According to the IEA (India Energy Outlook 2021), primary energy demand is expected to nearly double to 1,123 million tonnes of oil equivalent, as India's gross domestic product (GDP) is expected to increase to US\$ 8.6 trillion by 2040.

As of July 2023, India's oil refining capacity stood at 253.92 million metric tons per annum (MMTPA), making it the second-largest refiner in Asia. Private companies owned about 35% of the total refining capacity.

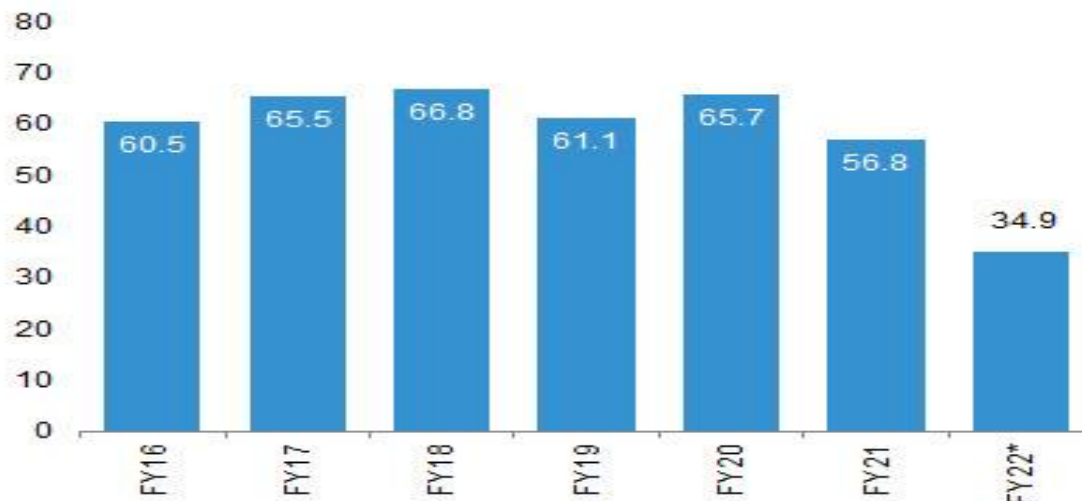
India is expected to be one of the largest contributors to non-OECD petroleum consumption growth globally. The consumption of petroleum products has increased from 158.4 million metric tons (MMT) in the fiscal year 2013-14 to 234.3 MMT in the fiscal year 2023-24.

High-Speed Diesel was the most consumed oil product in India and accounted for 38.6% of petroleum product consumption in FY23.

India's consumption of petroleum products stood at almost 4.44 million barrels per day (BPD) in FY23, up from 4.05 million BPD in FY22. India's crude oil production stood at 2.69 MBPD during April-October 2023.

India's LNG import stood at 30,917 million metric tonnes (MMSCM) between April 2023 – March 2024.

Exports of Petroleum Products from India FY22 (MMT)



According to the International Energy Agency (IEA), consumption of natural gas in India is expected to grow by 25 BCM, registering an average annual growth of 9% until 2024.

Investments/Recent Developments

According to the data released by the Department for Promotion of Industry and Internal Trade (DPIIT), FDI inflows in India's petroleum and natural gas sector stood at US\$ 8.19 billion between April 2000-March 2024.

Following are some of the major investments and developments in the oil and gas sector:

- As of May 1, 2024, India had 10,941 kms of crude pipeline network, with a capacity of 153.1 MMTPA.
- India's crude oil production stood at 29.4 MMT during April-March 2024.
- India's oil and gas production is expected to achieve a mid-decade peak between 2023-2032, around 2027, driven by the KG-Basin projects operated by Reliance Industries Limited and Oil and Natural Gas Corporation (ONGC).
- With 12,581 kms of refined products pipeline in India, the Indian Oil Corporation Limited (IOCL) leads the segment with 53.84%, as of May 1, 2024.
- The total number of OMC retail outlets increased to 90,165, as of May 1, 2024, from 59,595 in FY17.
- In India, as of May 1, 2024, IOCL owned the highest number of retail outlets (37,511), followed by HPCL (22,050), and BPCL (21,865).
- As of May 1, 2024, there were 25,489 LPG distributors (under PSUs) in India.
- Production of CBM in April 2024 stood at 54.77 MMSCM.
- India's crude oil production stood at 29.4 MMT during April-March 2024
- India's oil demand in the year 2024 is expected to see a growth of 220,000 barrels per day to reach 5.57 million barrels per day, up 4.19% from 2023, as per an estimate by OPEC.
- As announced in May 2023, Jio-bp, the retail fuel joint venture of Reliance and bp will sell diesel mixed with detergents and dispersants at Rs. 1 cheaper per litre than gasoil sold by the state-run companies, such as IOCL, BPCL, and HPCL.
- In FY24, the oil sector's total installed refinery capacity stood at 253.9 MMT up to March 2024, and IOCL emerged as the largest domestic refiner with a capacity of 70.1 MMT

- As of December 31, 2023, Gas Authority of India Ltd. (GAIL) had the largest share (62.14% or 17,099 kms) of the country's natural gas pipeline network (27,516 kms).
- Tata Mining Limited signed an MoU with Gas Authority of India Limited (GAIL), to reduce carbon footprint in its operations, and for the supply of natural gas to its Ferro Alloys Plant at Athgarh in Odisha's Cuttack district. GAIL will supply the agreed quantity of natural gas through its pipeline from Gujarat to Athgarh.
- The Petroleum and Natural Gas Regulatory Board (PNGRB), the downstream regulator, in March 2023, announced that it has amended the PNGRB Determination of Natural Gas Pipeline Tariff regulations to incorporate provisions for Unified Tariff for natural gas pipelines with a mission of "One Nation, One Grid, and One Tariff." Based on the regulations, PNGRB has notified a levelized Unified Tariff of Rs. 73.93/MMBTU and created three tariff zones for Unified Tariff, where the first zone is up to a distance of 300 kms from the gas source, the second zone is 300-1,200 kms, and the third zone is beyond 1,200 kms.
- In February 2023, Oil India Limited commenced the project for India's first exploratory oil well in Mahanadi Onshore Basin in Odisha under OALP.
- In May 2022, ONGC announced plans to invest US\$ 4 billion from FY22-25 to increase its exploration efforts in India.
- In April 2022, Indian Oil Corporation Limited, Larsen & Toubro and Goldman Sachs-backed renewable energy producer ReNew Power formed a joint venture by signing a term sheet. This JV will develop green hydrogen projects, helping India cut down its carbon emissions.
- Exports of petroleum products from India reached 51.4 MMT in FY24 until January 2024.
- The value of exports of crude oil and petroleum products stood at US\$ 44.41 billion. In FY22, crude oil imports stood at 4.24 MBPD, which was worth US\$ 120.4 billion.
- In March 2022, the Board of IOCL approved plans to invest Rs. 7,282 crore (US\$ 932.6 million) for the development of City Gas Distribution (CGD) network in 9 geographical areas (GAs).
- In March 2022, the Board of Oil India approved an investment of Rs. 6,555 crore (US\$ 839.49 million) for Numaligarh petrochemical project.
- In January 2022, Indian Oil Corp. Ltd. (IOCL) announced plans to expand its city gas distribution (CGD) business, looking to invest Rs. 7,000 crore (US\$ 918.6 million).
- In January 2022, Adani Total Gas Ltd (ATGL), a joint venture between the Adani Group and TotalEnergies, won licenses to expand its City Gas Distribution (CGD) network to 14 new geographical areas, with an investment of Rs. 20,000 crore (US\$ 2.62 billion).
- In November 2021, Oil and Natural Gas Corp. Ltd (ONGC) announced that it invested up to Rs. 6,000 crore (US\$ 800 million) in its petrochemicals arm (ONGC Petro Additions Ltd.) to meet its equity requirements.
- In November 2021, Indian Oil, Bharat Petroleum Corporation Limited and Hindustan Petroleum Corporation Limited announced the launch of the Model Retail Outlet Scheme and a Digital Customer Feedback Programme called Darpan@petrolpump. These three oil PSUs have joined hands to launch model retail outlets to enhance service standards and amenities across their networks, which serve over six crore consumers every day.

GOVERNMENT INITIATIVES

Some of the major initiatives taken by the Government of India to promote the oil and gas sector are:

- In February 2024, Prime Minister, Mr. Narendra Modi unveiled a strategic investment plan of US\$ 67 billion for the Indian gas sector over next 5-6 years.
- On May 21, 2022, the Government announced a reduction in excise duty of Rs. 8 (US\$ 0.10) per litre on petrol and Rs. 6 (US\$ 0.077) per litre on diesel.
- In May 2022, the government approved changes in the Biofuel Policy to bring forward the target for 20% ethanol blending with petroleum to 2025-26 from 2030.
- In the Union Budget 2022-23, the customs duty on certain critical chemicals such as methanol, acetic acid and heavy feed stocks for petroleum refining were reduced.
- In February 2022, Minister of Petroleum & Natural Gas, and Housing & Urban Affairs, Mr. Hardeep Singh Puri, said that India will more than double its exploration area of oil and gas to 0.5 million sq. km. by 2025 and to 1 million sq. km. by 2030 with a view to increase domestic output.
- In 2022, the Ministry of Petroleum and Natural Gas launched the ninth bid round under the OALP. Under this round, investors have been offered around 223,031.4 square kilometre.
- In November 2021, India announced that it will release 5 million barrels of crude oil from its strategic petroleum reserves in a concerted effort to bring down global crude oil prices. This is roughly equivalent to a day's consumption in the country.
- In October 2021, the Union Ministry of Petroleum & Natural Gas approved a revised project cost of Rs. 28,026 crore (US\$ 3.8 billion) to increase refining capacity for the ongoing Numaligarh Refinery Expansion Project from 3 to 9 MMTPA.

- In September 2021, the Indian government approved oil and gas projects worth Rs. 1 lakh crore (US\$ 13.46 billion) in Northeast India. These projects are expected to be completed by 2025.
- In September 2021, India and the US agreed to expand their energy collaboration by focusing on emerging fuels. This was followed by a ministerial conference of the US-India Strategic Clean Energy Partnership (SCEP).
- In July 2021, the Department for Promotion of Industry and Internal Trade (DPIIT) approved an order allowing 100% foreign direct investments (FDIs) under automatic route for oil and gas PSUs.

FUTURE AHEAD



Rapid economic growth is leading to greater outputs, which in turn is increasing the demand of oil for production and transportation. Crude oil consumption is expected to grow at a CAGR of 4.59% to 500 million tonnes by FY40 from 223.0 million tonnes in FY23. In terms of barrels, India's oil consumption is forecast to rise from 4.05 MBPD in FY22 to 7.2 MBPD in 2030 and 9.2 MBPD in 2050. Diesel demand in India is expected to double to 163 MT by 2029-30, with diesel and petrol covering 58% of India's oil demand by 2045. Demand is not likely to simmer down anytime soon, given strong economic growth and rising urbanisation.

Natural Gas consumption is forecast to increase at a CAGR of 12.2% to 550 MCMPD by 2030 from 174 MCMPD in 2021.

Indian refiners would add 56 million tonnes per annum (MTPA) by 2028 to increase domestic capacity to 310 MTPA.

India is planning to double its oil refining capacity to 450-500 million tonnes by 2030.

Energy demand of India is anticipated to grow faster than energy demand of all major economies globally on the back of continuous robust economic growth. Moreover, the country's share in global primary energy consumption is projected to increase to two-fold by 2035.

References: Media Reports, Press Releases, Press Information Bureau, Ministry of Petroleum and Natural Gas, Petroleum Planning and Analysis Cell, News Articles, International Energy Agency, BP Statistical Review 2020, Union Budget 2022-23

Notes: MTPA - Million Metric Tonnes Per Annum, LNG - Liquefied Natural Gas, MMSCM - Million Metric Standard Cubic Meters, BCM – Billion Cubic Meters, MCMPD - Million Cubic Metres Per Day

(Source: www.ibef.org)

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 section titled "Risk Factors" on page 20, for a discussion of the risks and uncertainties related to those statements, as well as "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 102 and 196, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Unless otherwise stated, the financial information used in this section is derived from our Audited Standalone and Consolidated Financial Statements.

Overview

Our Company was originally incorporated as Lesha Steels Limited" a Public limited company vide a certificate of incorporation dated August 23, 1991, and got its Certificate of Commencement of Business dated 24th June, 1992 issued by the Registrar of Companies, Gujarat, subsequently the Company had Change its name as "Lesha Energy Resources Limited" dated March 13, 2008 and thereafter the Company again changed its name as " Gujarat Natural Resources Limited" dated March 23, 2010 as provisions of the Companies Act, 1956 and approval granted for the same from Registrar of Companies, Gujarat.

Our Company is generating significant revenue through its step-down subsidiary company i.e. "GNRL Oil & Gas Limited (formerly Heramec Limited)" engaged in upstream oil & gas sector in India, and indulge in the business of Extraction of crude petroleum and natural gas. Exploration of crude oil and natural gases, drilling of wells and refining the products encompassing oil and gas components. PSCs signed in the year 2001 for 6 small development fields in Cambay basin, Received Mining Leases during 2003 (effective date), tenure of the contract is for 25 years from the effective date, provision for extension of PSCs for mutually agreed period, commenced operations, Worked over all sick wells & kept on regular production, Acquired 95 sq.km of 3D seismic data in operating fields, Submitted partial development plans, Drilled 2 appraisal wells in Kanawara field (includes one deviated well), Carried out hydraulic fracturing & other stimulation jobs. The Company has Drilled 7 development & exploratory-cum-development wells, Carried out hydraulic fracturing & other stimulation jobs, Hydrocarbon reserves evaluation & certification by third party.

During the year 2013-14, our Company Drilled 3 vertical wells completed detailed G&G Studies, handled Workovers & other Stimulation jobs, and indulged in preparation of Field development plan for Kanawara Field by Schlumberger, During the year 2015-21, FDP of Kanawara field is approved by DGH. We have done Comprehensive testing of additional zone of interest in drilled wells and Installation of artificial lifts & Implementation of Thermo-chemical methods as part of EOR of the fields, Acquired Stake of GSPC in 4 fields by exercising ROFOR.

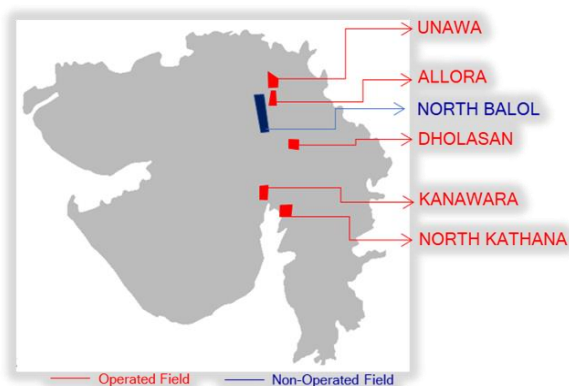
During the year 2022-23 we have completed drilling of 3 development wells in Kanawara field, Acquired latest PNL Logs for identification of by-passed zones in Allora, Dholasan, Unawa & North Kathana fields.

We are currently indulging in drilling as commenced in the month of November 2023, whereas drilling of K #11 and K #15 have been completed. Drilling of K #14 is in progress.

GOGL Asset Portfolio:

Asset Portfolio						
Field	JV	PI	Area (Sq.km)	Effective date	PSC Valid date	
Allora	GOGL	100%	6.3	May, 2003	Apr, 2028	
Dholasan	GOGL	100%	8.8	Feb, 2003	Jan, 2028	
North Kathana	GOGL	100%	12.2	June, 2003	May, 2028	
Kanawara	GOGL*	30%	6.3	Feb, 2003	Jan, 2028	
	GSPC	70%				
Unawa	GOGL	100%	5.65	May, 2003	Feb, 2028	
North Balol	GOGL	30%	27.3	Mar, 2003	Feb, 2027	
	GSPC	45%				
	HOEC*	25%				

Note: * Denote Operator



JV Partners



Gujarat State Petroleum Corporation Ltd
(A Govt of Gujarat Enterprise)



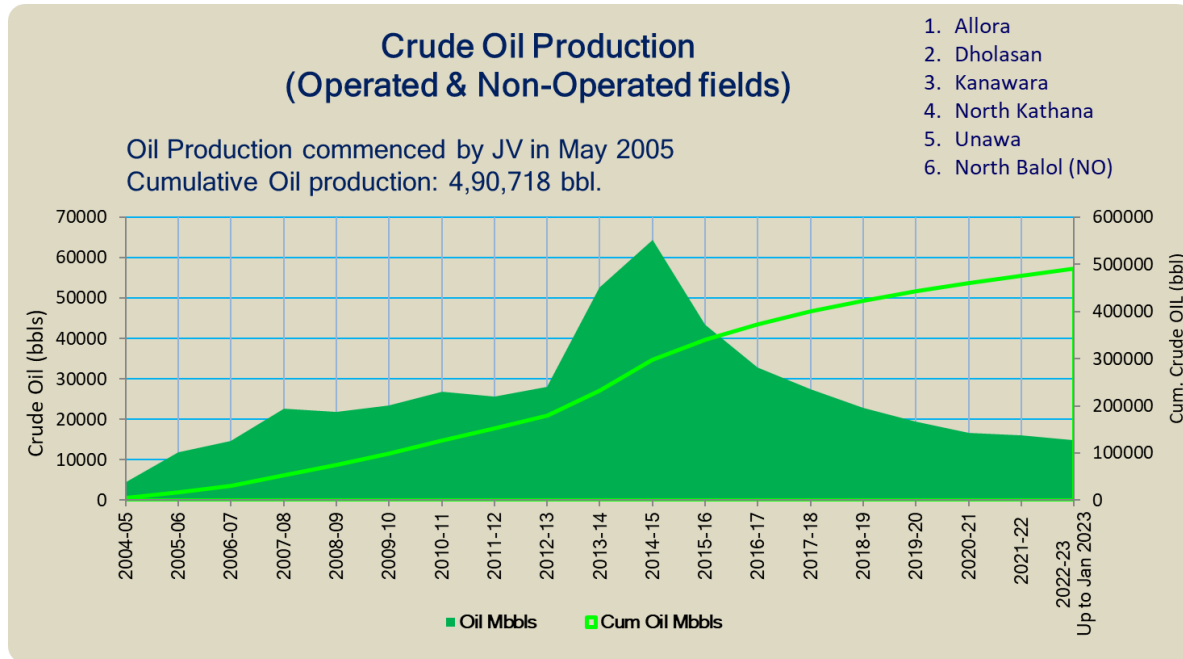
Hindustan Oil Exploration Company Ltd
(Listed on BSE & NSE)

Oil and Gas Asset Summary:

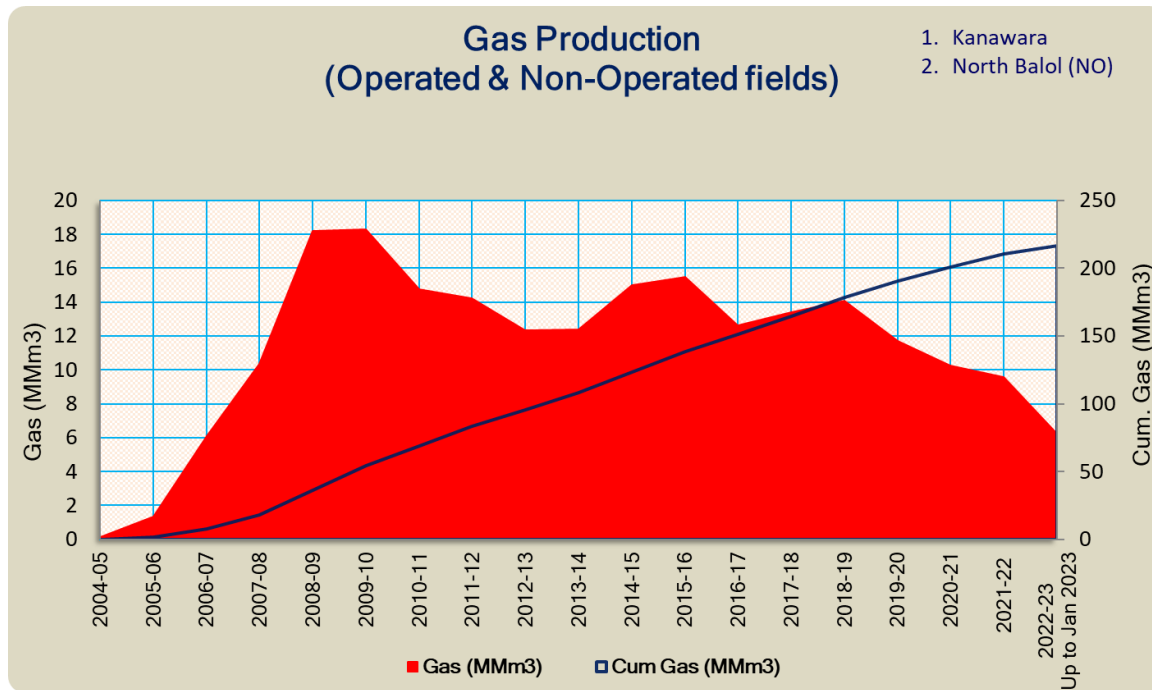
Description	Allora	Dholasan	Kanawara	North Kathana	North Balol	Unawa
Type of HC	Oil	Oil & Gas	Oil & Gas	Oil	Gas	Oil
Location	Mehsana	Mehsana	Tarapur	Cambay	Balol	Unawa
3D Seismic(Sq.km)	54	59.07	26	27	69	11
2D Seismic(LKM)	11.06	28.21	21.44	53.95	27.613	21.645
Year of Discovery	1968	1984	1970	1976	1972	1988
Main Pay	Mandhali	Mandhali/ Lynch	EP-IV (U/L)	EP-IV (U/L) / Olpad /Trap	Babaguru /Balol/Kand	Olpad
Average depth (m)	2190	1800/2100	1600	2100/2750	800/1200	1450
Wells drilled by ONGC	4	2	2	3	9	2
Wells drilled by JV	1	2	9	2	0	1
Wells flowing	2	2	9	2	3	1
Wells abandoned by ONGC	3	-	-	2	2	3
Wells to be revived	-	2	-	1	4	1
Cumulative Oil & Gas Production as of March 2023	Oil: 24.57 Mbbls	Oil: 30.01 Mbbls	Oil: 264.78 Mbbls Gas: 89 MMm3 (3.14 bcf)	Oil: 47.69 Mbbls	Gas: 116.82 MMm3 (4.12 bcf)	Oil: 75.96Mbbls Gas: 5.95 MMm3 (0.21 bcf)
Nearest Crude oil/gas off loading facility & distance from field	Sobhasan GGS-II (20 km)	Sobhasan GGS-II (8 km)	Kathana GGS. (50 km) Gas supplied to local consumers	Kathana GGS (10 km)	Gas supplied local consumers	Sobhasan GGS-II (35 km)

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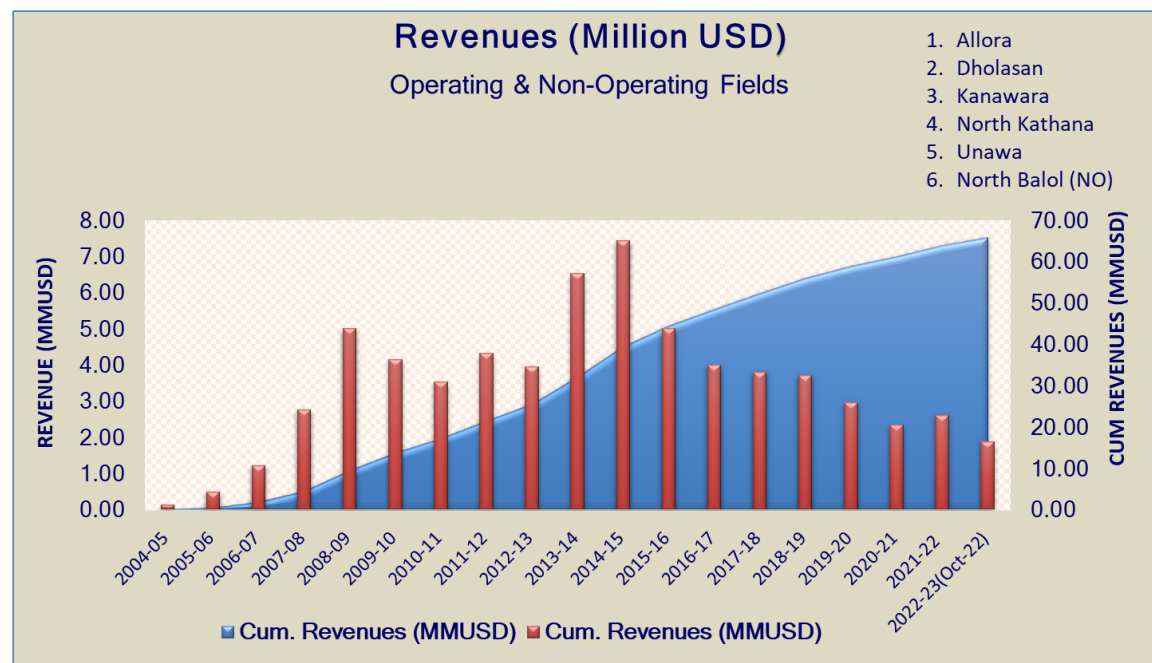
Crude Oil Production (Operated & Non-Operated fields)



Gas Production:



Revenues:

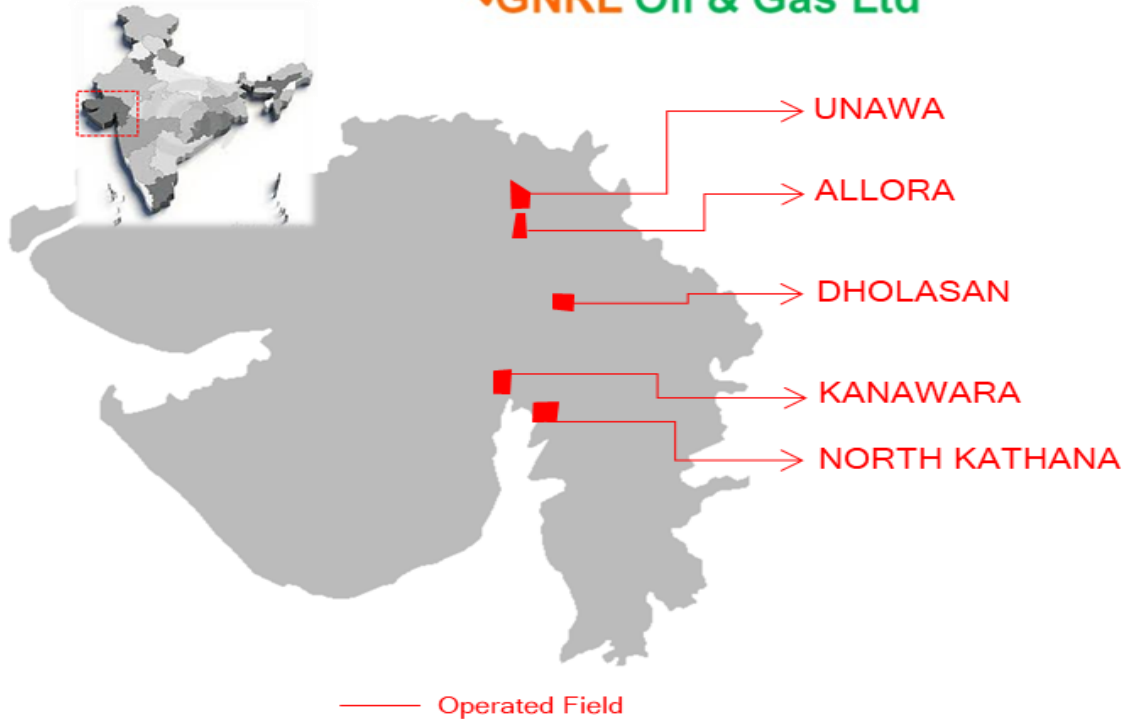


Hydrocarbon Reserves estimation:

MC approved Inplace Reserves				
2P (Proved+Probale)				
Field	Gross STOIP		Gross GIIP	
	MMt	MMbbl	MMm3	BCF
Allora	0.86	6.25	-	-
Dholasan	5.02	37.6	643	22.71
Kanawara	1.64	12.74	238	8.40
North Kathana	0.79	5.74	-	-
North Balol	-	-	1033.7	36.50
Unawa	0.31	2.57	-	-
Total	8.62	64.9	1914.7	67.62

GOGL Operated Fields

1. Unawa
2. Allora
3. Dholasan
4. Kanawara
5. North Kathana

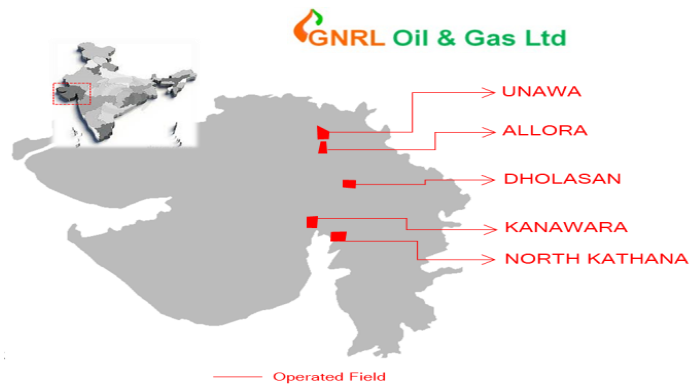


Way Forward- Comprehensive Development:

Exploration/Development Work Program	
Field	Work Program
Allora	Drilling of Two Wells (Drilling of one Firm well for Mandhali mem of Kadi fm and the other location would be a dependent location)
Dholasan	Drilling of Two wells as a part of partial development (One well for Mandhali, One well for Lynch mem)
Kanawara	Drilling of seven development wells to produce from EP-IV pay of Kalol formation (Drilling of 3 wells in progress during January)
North Kathana	Drilling of Three wells (Two wells to produce from EP- IV pay & One deep well for Fractured trap formation)
Unawa	Drilling of Two wells (Deepening of existing well up to Olpad formation and one additional well as exploratory to probe Olpad formation)
North Balol	Drilling of four development wells

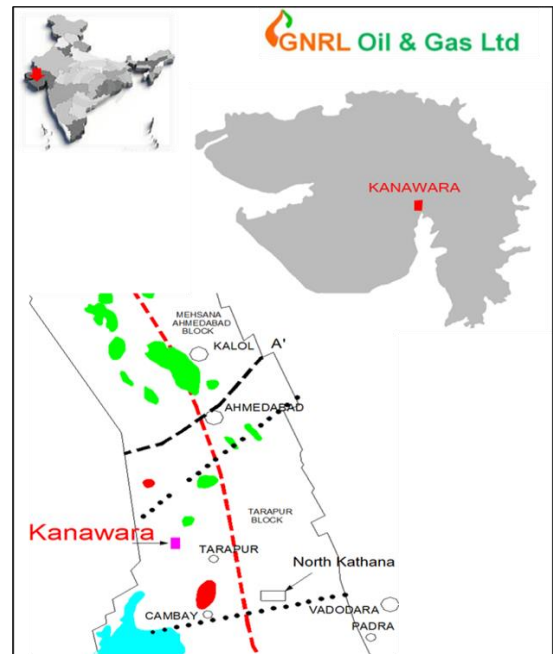
GOGL Operated Fields:

1. Unawa
2. Allora
3. Dholasan
4. Kanawara
5. North Kathana



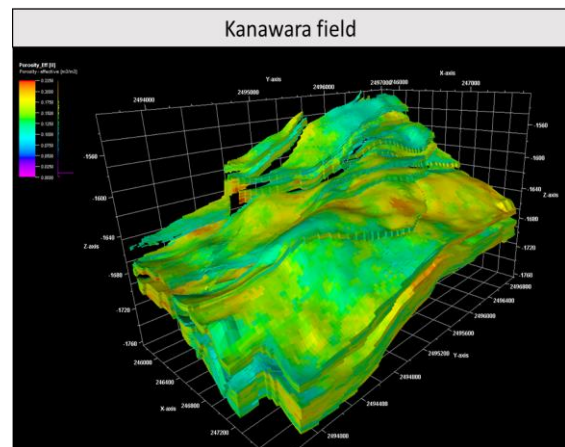
1. Kanawara

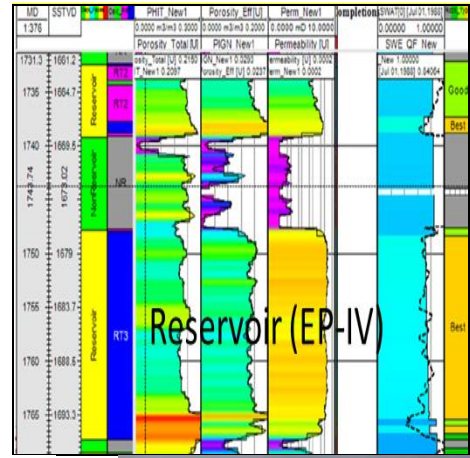
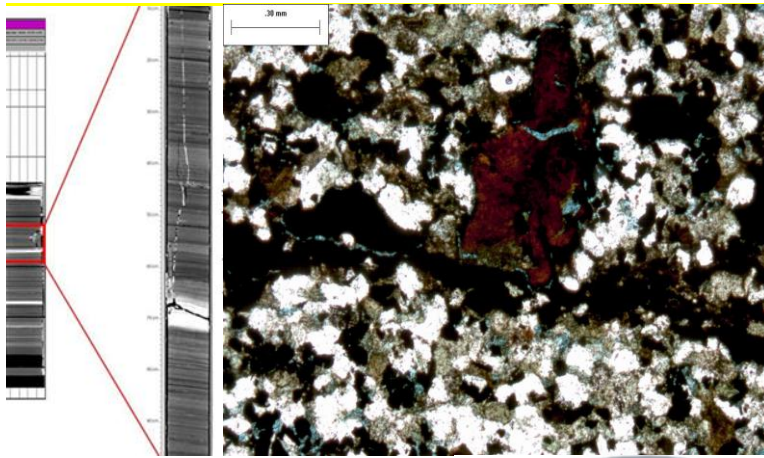
- Field area: 1606 acres (6.3 Sq.km)
- Discovery wells: K #2 & K #3 drilled in 1971 by ONGC
- GSPC 70%, GOGL 30% (Operator)
- The Field was taken over by the GOGL-GSPC JV in the year 2004.
- To date, JV has drilled 7 appraisal well cum wells. All wells are proved to be HC bearing at EP-IV level.
- FDP was submitted and approved by DGH on 31st December 2018
- Development drilling commenced in Nov 2022
- Drilling of two wells K #11_ST and K #15 were completed.
- Drilling of third well K #11 is in progress.



Kanwara Field:

- EP-IV (Upper & Lower) pay
- Kalol formation
- Primary Reservoir in Kanawara field
- Net pay 15m
- Porosity 18%
- Siltstone, carbonaceous





Cumulative production:

Gas: 89.15 MMm³ (3.14 Bcf)
 Oil: 0.292 MMbbl
 NO OWC seen in this field

Crude oil properties
 API 44o
 Pour point 21oC

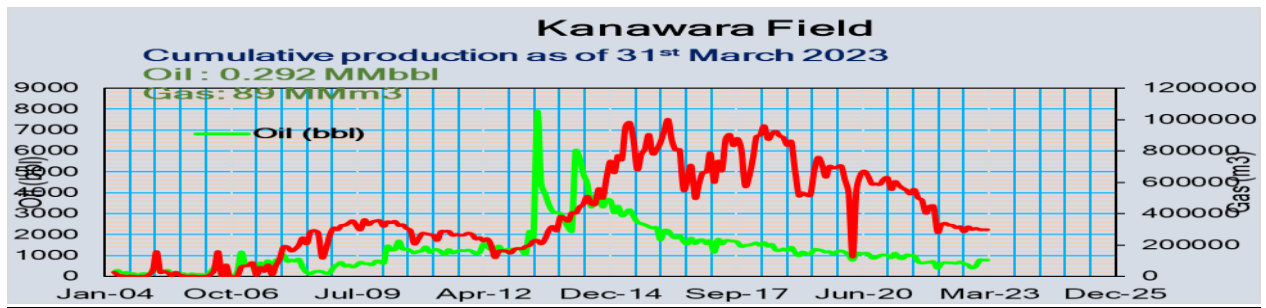
Gas Calorific values
 11296kCal/m³



Well	Drilled by	Spud date	Current Status
K#1	GOGL-GSPC JV	6th Jan 2009	Oil & Gas Producer
K#2	ONGC	15th Nov 1970	Oil & Gas Producer
K#3	ONGC	27th May 1976	Oil & Gas Producer
K#5	GOGL-GSPC JV	21st June 2007	Oil & Gas Producer
K#6	GOGL-GSPC JV	30th March 2007	Oil & Gas Producer
K#7	GOGL-GSPC JV	6th Nov 2008	Oil & Gas Producer
K#8	GOGL-GSPC JV	14th Sep 2008	Oil & Gas Producer
K #9	GOGL-GSPC JV	25th May 2007	Oil & Gas Producer
K #10	GOGL-GSPC JV	11th Feb 2014	Oil & Gas Producer



Production history-Kanawara field (JV produced)



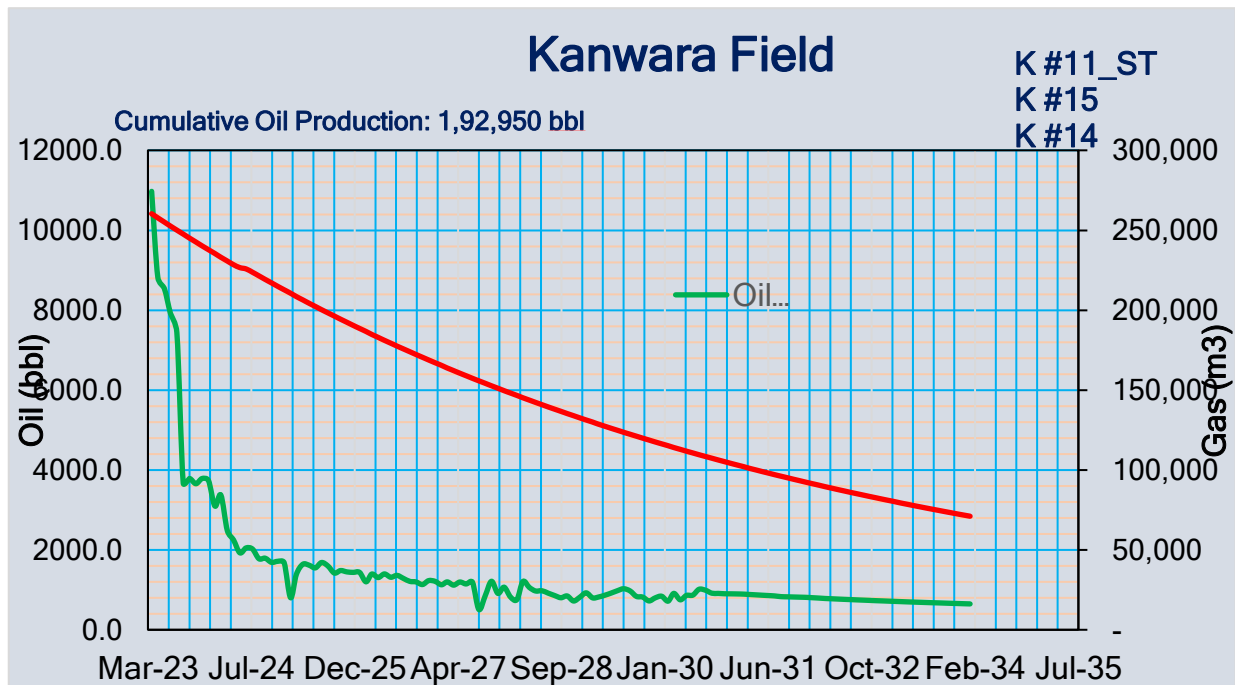
Development drilling

- First Phase of development drilling commenced in Nov 2022
- Two wells (K #11_ST & K #15) have been drilled and completed
- Both were proved to be oil and gas producers. Waiting for HF job for commercial production
- Drilling of the third well (K #14) is in progress.

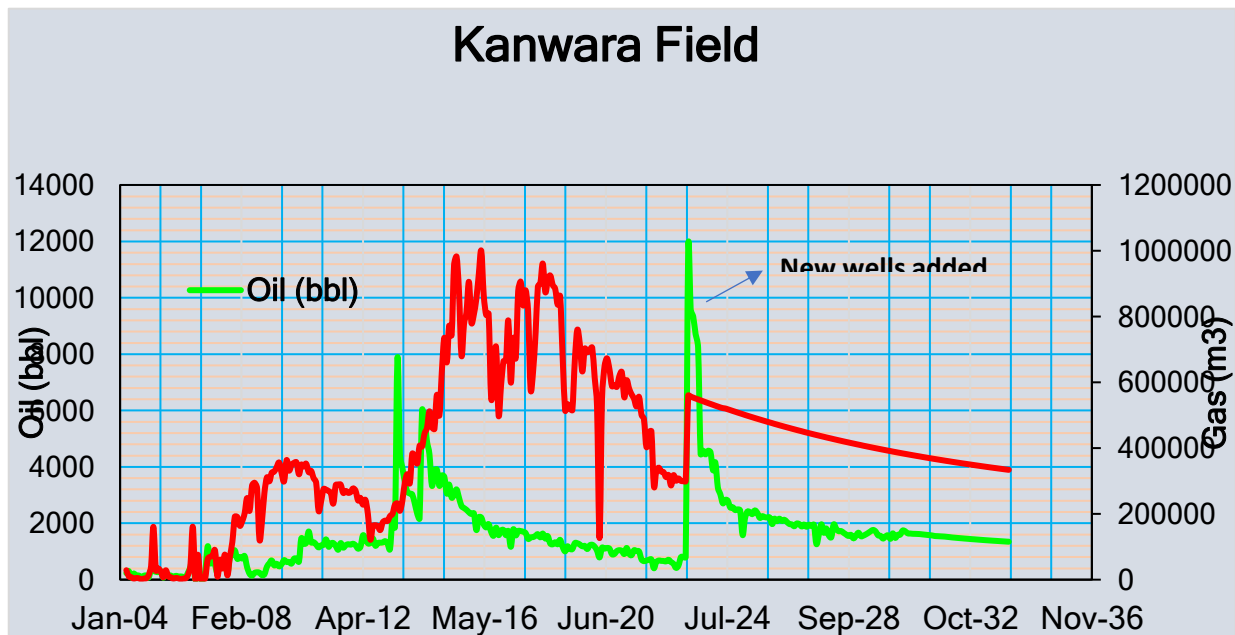
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Envisaged production profile- (new wells K #11_ST, K #15 and K #14

- Production commencement date: 1st April 2023



- Envisaged production profile- (Existing 9 wells + 3 new wells)
- Up to end of PSC



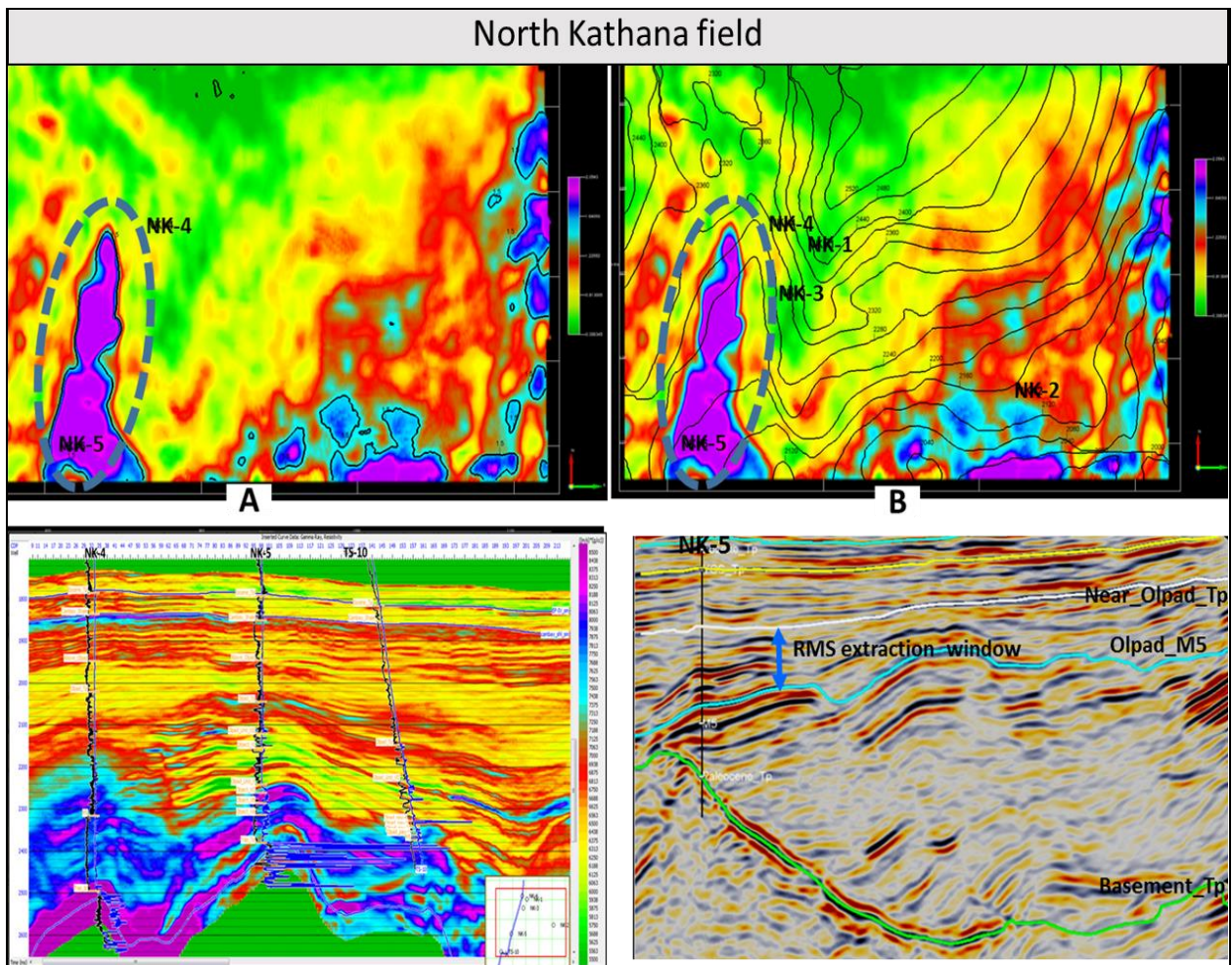
- Reserves Estimation (MC approved)

Field	2P (Proved + Probable)		
	Oil MMt	MMbbl	Gas MMm3
Kanawara	1.64	12.74	238

- Way forward
- Drilling 3 development wells and one appraisal well to be drilled as a part of the approved FDP report to exploit reserves

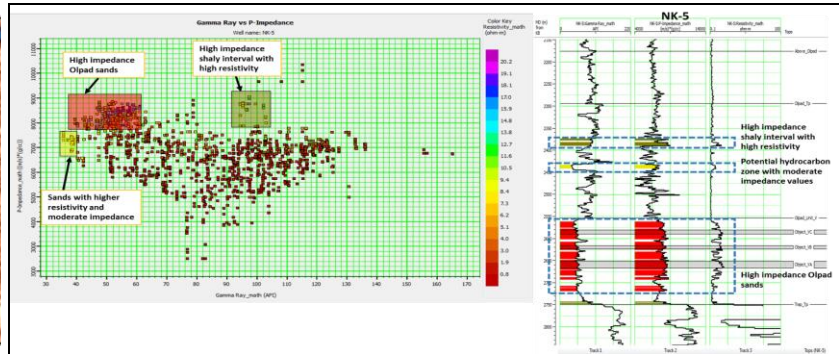
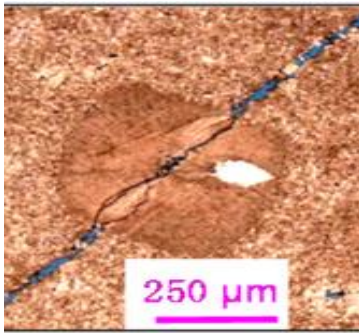
North Kathana Field

- Field Area: 3020 Acres (12.21 Sq.km)
- Discovery well NK-1 drilled by ONGC in January 1976. Further, 2 more well have been drilled in this field viz., NK-2, NK-3. The wells NK-2 & NK-3 were dry and abandoned.
- In 2001 field was awarded under Production Sharing Contract and since then GNRL acted as Operator representing contractor partner with JV partner M/s. Gujarat State Petroleum Corporation Limited.
- The North Kathana field is covered by a 3D seismic survey that was acquired on behalf of GSPC by GT in 2005. The survey covering the whole field area is part of a 3D survey that covers 151.07 km², which is in general of good quality
- GOGL-GSPC JV has drilled two wells i.e NK-4 & NK-5 with an exploration objective to test Fracture trap & Olpad formation
- Declared commercial discovery at fractured trap level in the well NK-5 (2749m to 2806m MD) in the year 2013.



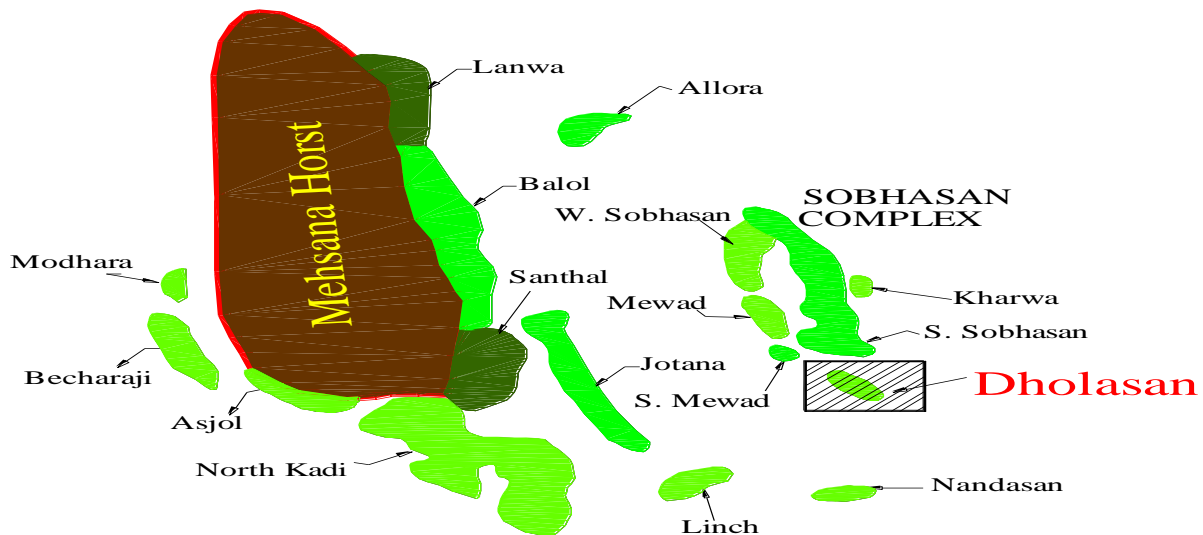
- Multiple pays

- EP-IV (Upper & Lower) pays of Kalol formation
- Olpad formation
- Fractured trap

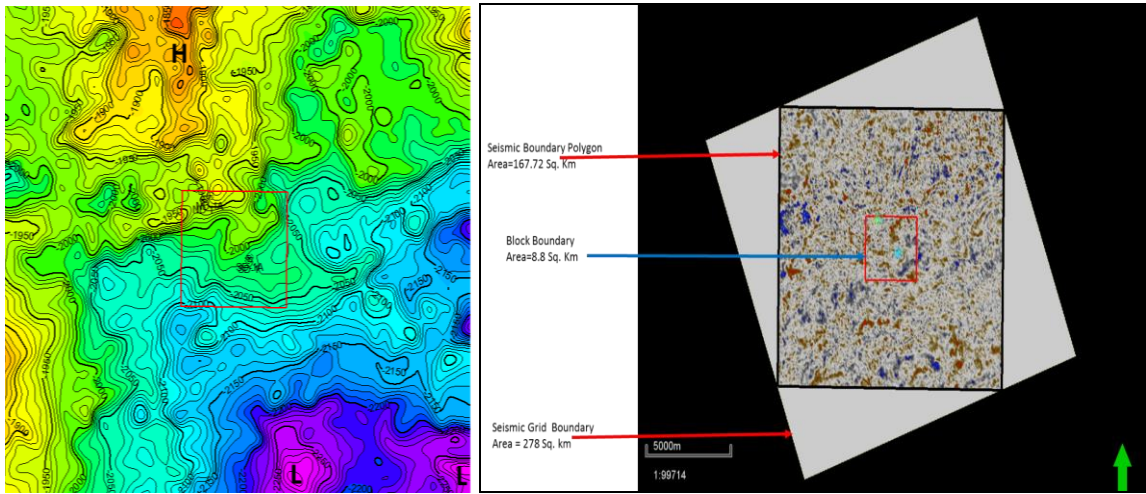


North Kathana Field

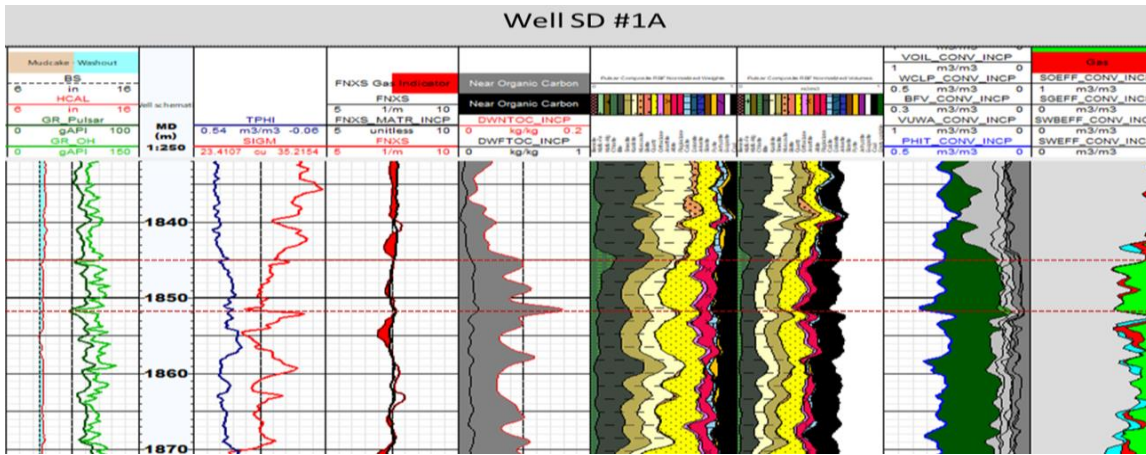
- Field Area: 2180 Acres (8.8 Sq.km)
- The field mainly produces from Lynch, Mandhali, and Mehsana pay. ONGC has drilled 2 exploratory wells (ND #1 & SD #1). Both the wells are completed as oil producers from Lynch and Mandhali pay respectively. However, the wells were shut in 1992 mechanical issues beyond repair in the wells.
- In the year 2001 field was awarded under Production Sharing Contract and since then GNRL acted as Operator representing contractor partner with JV partner M/s. Gujarat State Petroleum Corporation Limited.

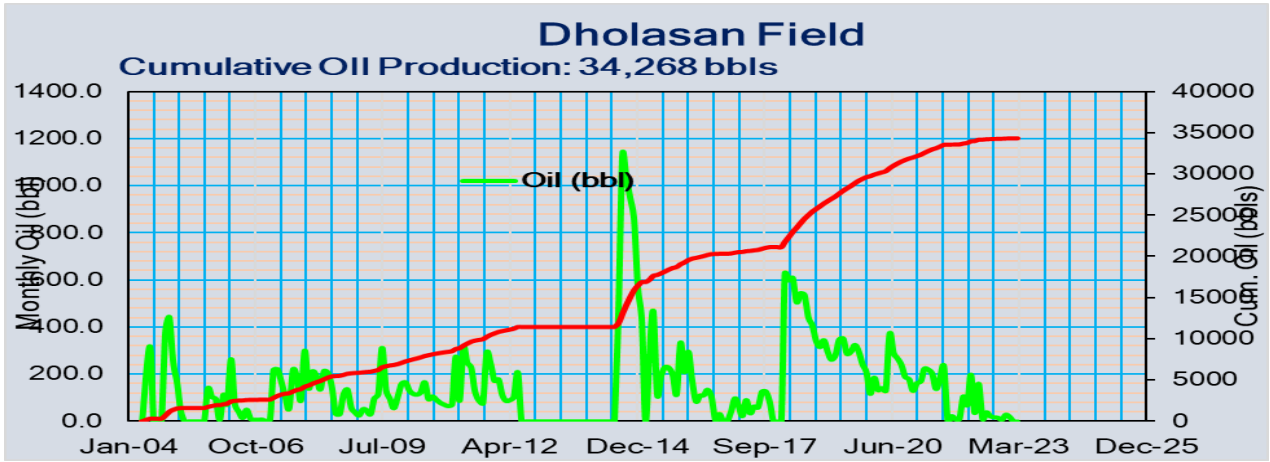
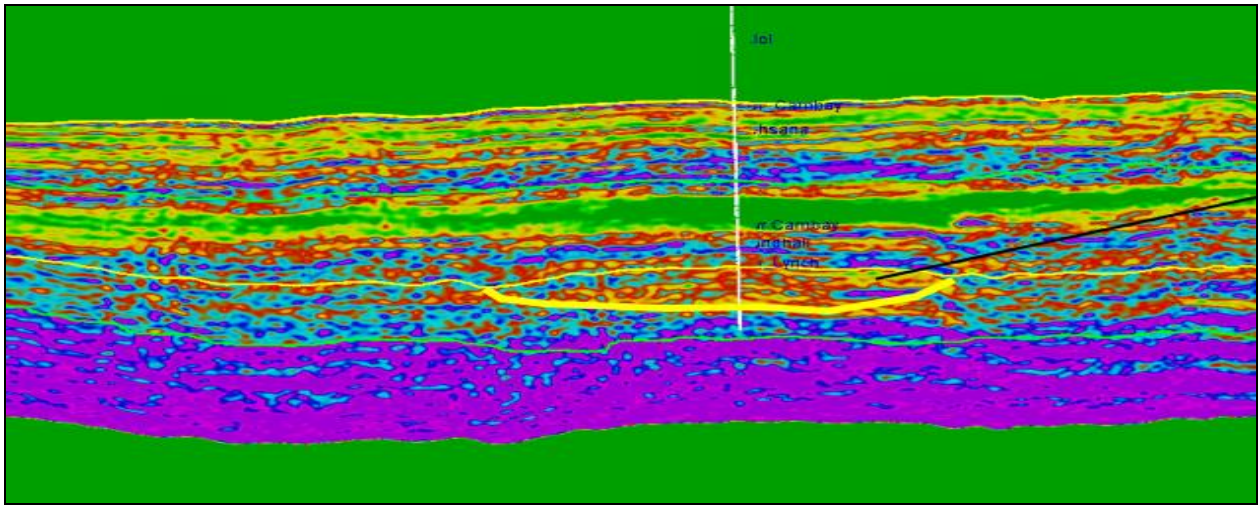


- Currently, GOGL is the sole party comprising the contractor under PSC pursuant to the assignment of PI held by GSPC to GOGL vide PSC amendment executed on August 2021
- 3D Seismic data Coverage: 167.2 Sq.km
- Data quality: Moderately good



- Strategies are put in place to achieve optimum recoveries through the implementation of optimal reservoir technologies.
- Acquired advanced cased hole pulsar neutron and sonic scanner logs in the wells during June, 2022.
- Based on the ELAN inputs, it was found that predominantly water is contributed from thin carbonaceous layers within producing interval 1870-1872m.
- Additional perforations were carried out at the upper part of the interval 1845 to 1851m. Based on the results possibility of installing of artificial lift for the commercial quantity of oil is under active consideration.





Discovery at Mahsana pay (ND #1 area)

Discovery & Upside Potential @ Mehasana member/ Kadi fm.

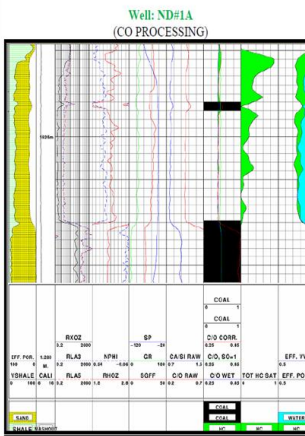
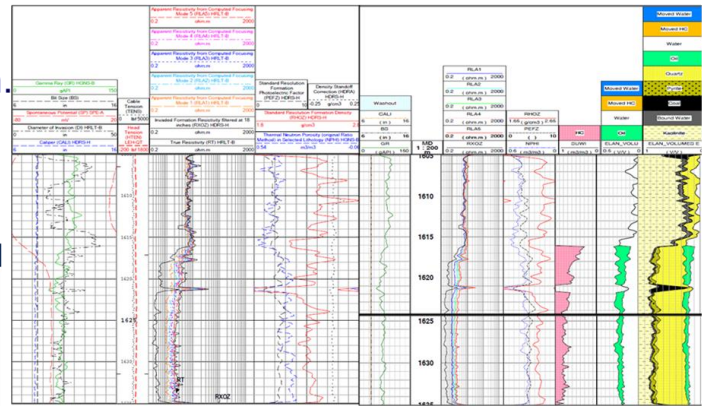
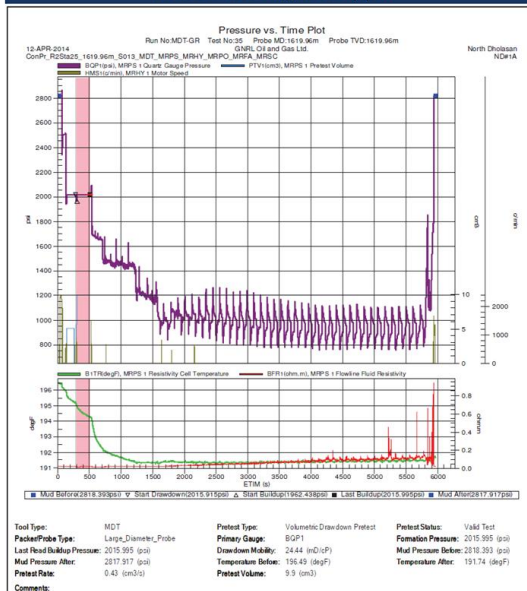
Well: ND-1A

Object: 1614.5-1620.5m

Tested by MDT, Collected Oil Sample

@ 4.3 bopd, @ 2019psi formation pressure

Pretest Station: File 25 @ 1619.96 (m) MD



- Perforated & Tested of interval of 1614.5 to 1620.5m
- Installed PC pump and kept under regular production.
- Produced 5,120 bbls of oil.
- Isolated due to high water cut.



- Reserves Estimation (MC approved)

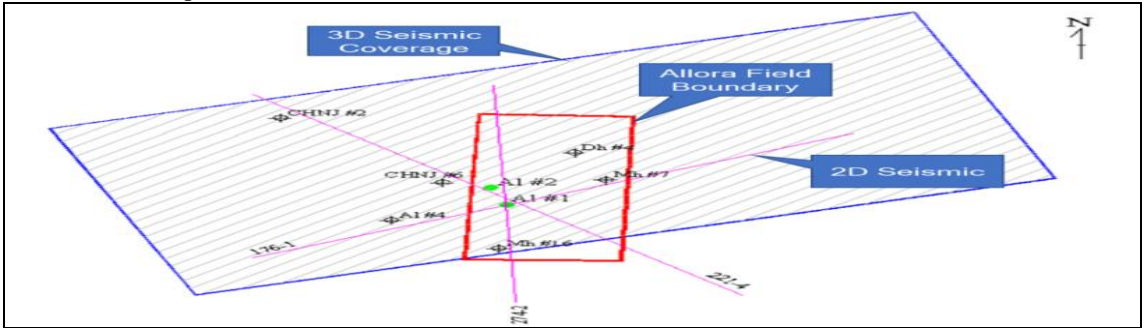
Field	2P (Proved + Probable)		
	Oil MMt	MMbbl	Gas MMm3
Dholasan	5.02	37.60	643

- Four wells are proposed to be drilled in this field during the next three years to enhance production.

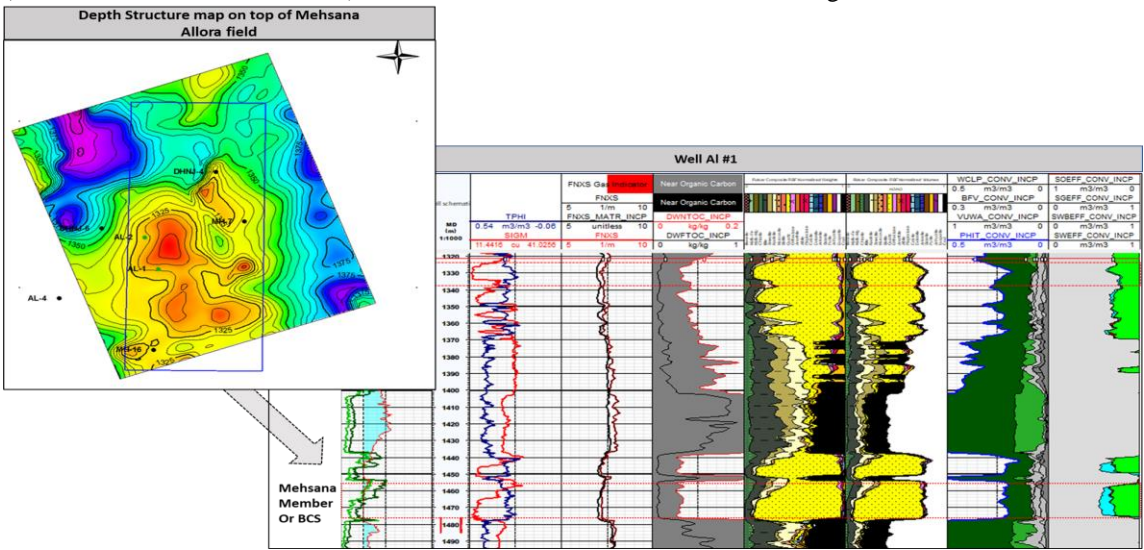
Allora Field

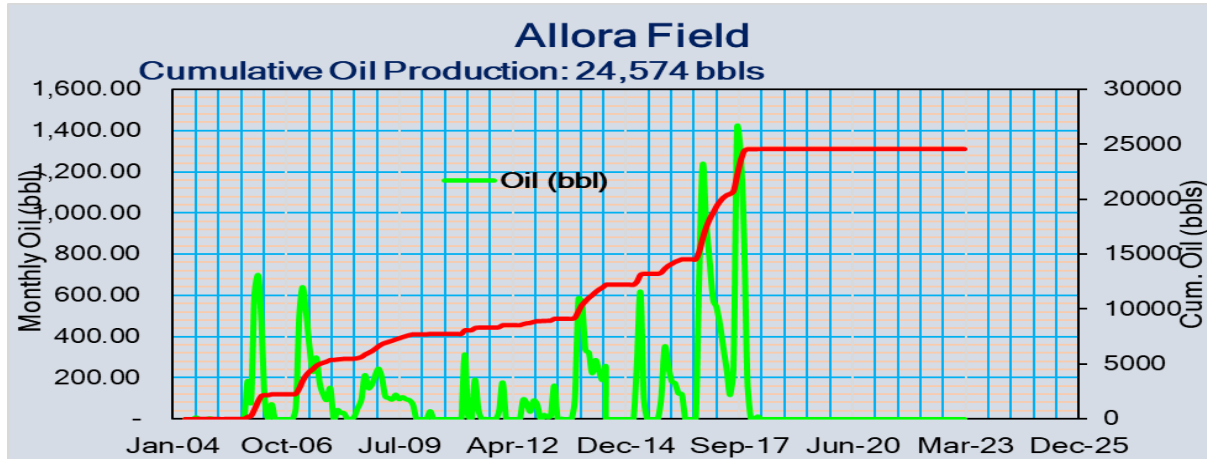
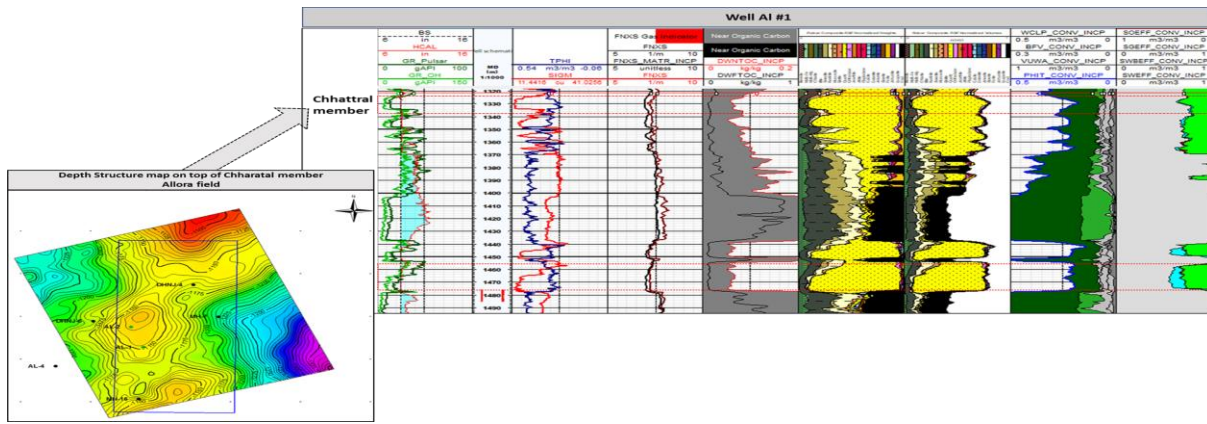
- Field area: 1695 Acres (6.85 Sq.km)
- Discovery well Mh #2 (Al-1) drilled by ONGC in January 1967. Further, 3 more well have been drilled in the field viz., Mh-16, Mh-7 and Dh-4. All three wells were dry and abandoned

- Major producer - Mandhali member of Kadi formation.
- The field was taken over by the JV in 2003, well AI #1 was reactivated in July 2004 and installed an artificial for regular production. The well was hydraulically fractured in April 2013 and achieved peak oil production of 60 BOPD. To date, JV has drilled one deep exploration cum development to probe the Olpad and Fractured trap in the area.



- Hydrocarbon potential in Sobhasan (1440 to 1442.5m) and multiple layers within Mandhali subsidiaries (1980 to 1990m; 1885 to 1895m) have been identified for conventional testing in well AI #1.





Well	Drilled by	Spud date	Current Status
AI #1 (Mh #2)	ONGC	14th June 1966	Closed for observation
M #7	ONGC	30th Dec 1968	Abandoned by ONGC
DNJ4	ONGC	1st Jan 1993	Abandoned by ONGC
M-16	ONGC	9th Sep 1977	Abandoned by ONGC
AL#2	GOGL-GSPC JV	8th August 2008	Closed. Cement repair job followed by additional zones to be tested.



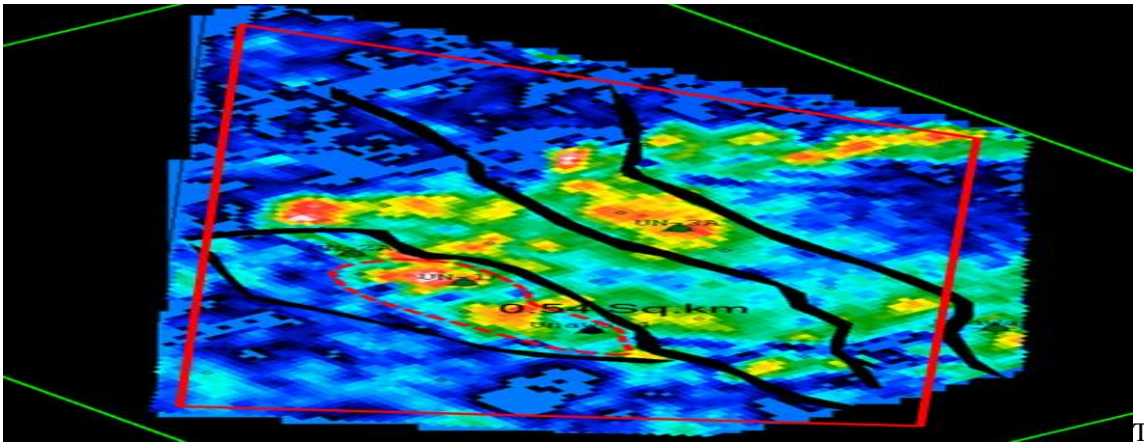
- Reserves Estimation (MC approved)

Field	2P (Proved + Probable)		
	Oil MMt	MMbbl	Gas MMm3
Allora	0.86	6.25	NIL

- Way forward
- Two wells are proposed to be drilled in this field during the next three years to enhance production.

Unawa Field

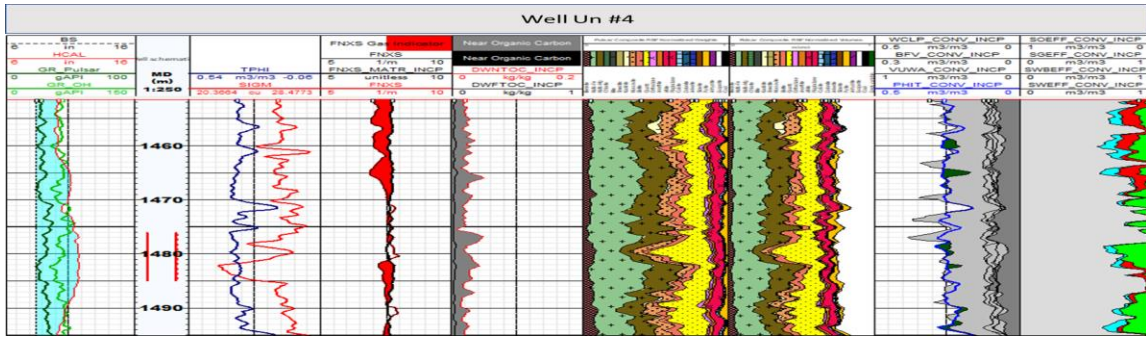
- Field area: 1390 Acres (5.6 Sq.km)
- In the year 2001 field was awarded under Production Sharing Contract and since then GSPC acted as Operator representing contractor partner with JV partner M/s. GNRL Oil and Gas Limited.
- Currently, GOGL is the sole party comprising the contractor under PSC pursuant to the assignment of PI held by GSPC to GOGL vide PSC amendment executed on August 2021. As on date, GOGL is the operator for the field with 100%.



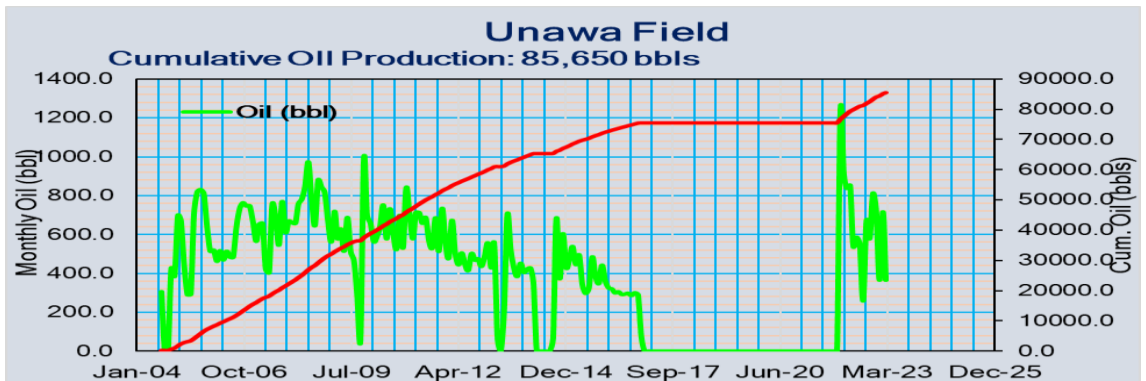
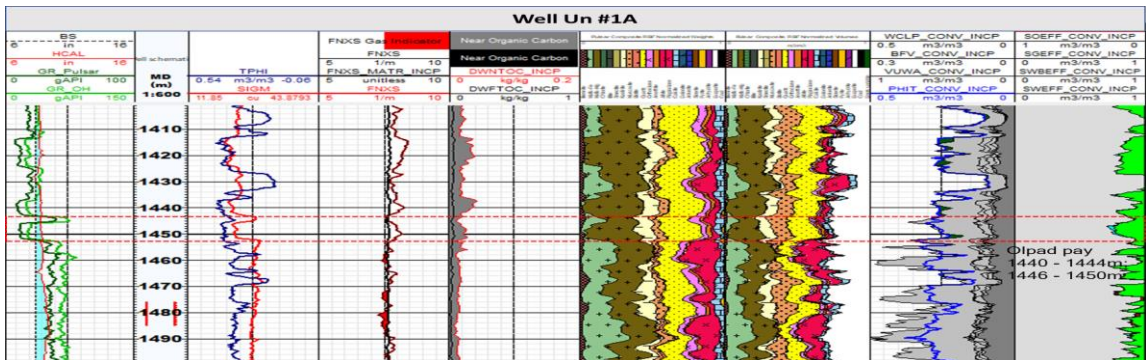
- two wells (Un #4 and Un #8) were drilled by ONGC in which U #4 proved to be an oil producer from olpad formation and Un #8 was found dry and abandoned.
- The field was taken over by the JV in 2003, revived the well Un #4 and kept under regular production through an artificial lift system. In July 2008, JV drilled one appraisal well Un #1A to probe the hydrocarbon potential Olpad pay.



Acquired advanced cased hole pulsar neutron and sonic scanner logs in the inventory of oil wells in the field during June 2022 with an objective to assess the hydrocarbon potential of the current producers and the upside potential like bypassed oil/low resistivity pays in the well which could not have been identified from old (Russian) conventional logs. Also targeted to acquire VP/VS data to support advanced pre-stack seismic inversion studies for field development planning.



Based on the ELAN inputs, potential hydrocarbon zones have been identified in Un #1A for testing within olpad formation (1440 - 1444m ;1446 - 1450m; 1420 to 1425m; 1330 to 1340m) and Kadi formation of interval (1157 to 1161m). In June 2022, tested intervals 1440 - 1444m; 1446 - 1450m within Olpad formation. Found hydrocarbon presence and further testing in progress.



- Reserves Estimation (MC approved)

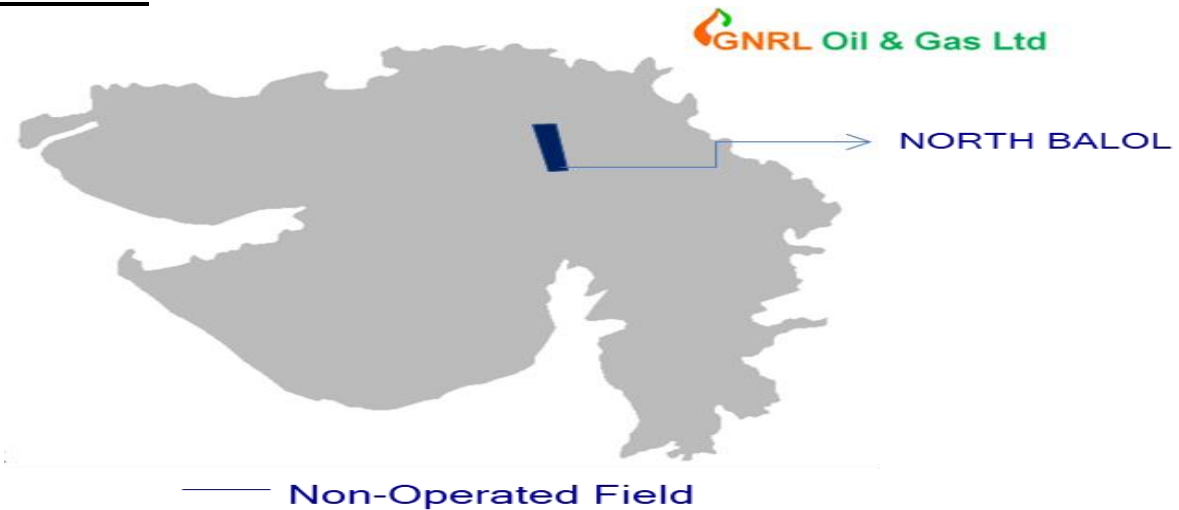
Field	OIP 2P (Proved + Probable)		
	Oil MMt	MMbbl	Gas MMm3
Unawa	0.31	2.57	

Way forward

- Two wells are proposed to be drilled in this field during the next three years to enhance production.
- Deeping of UN #2A up to Olpad formation

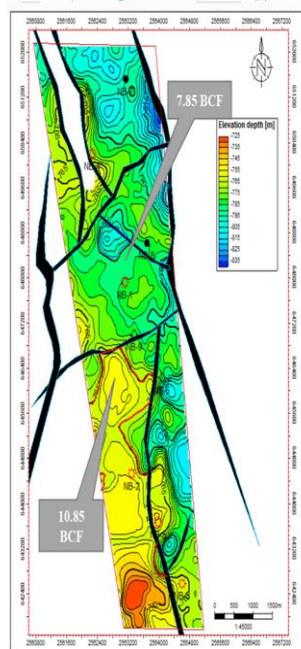
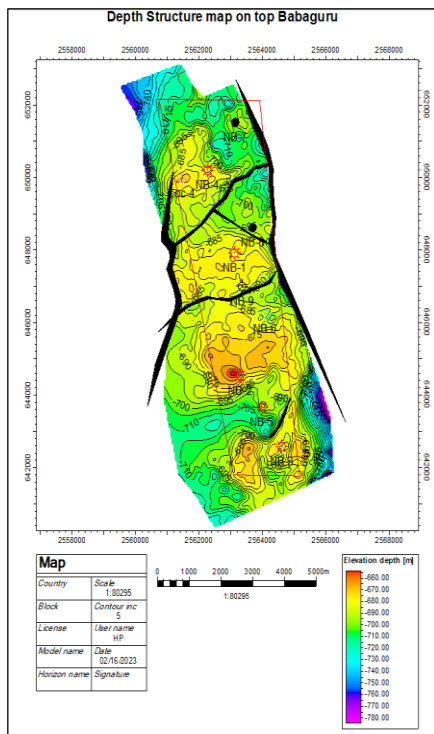
GOGL Non-Operated Fields

1. North Balol

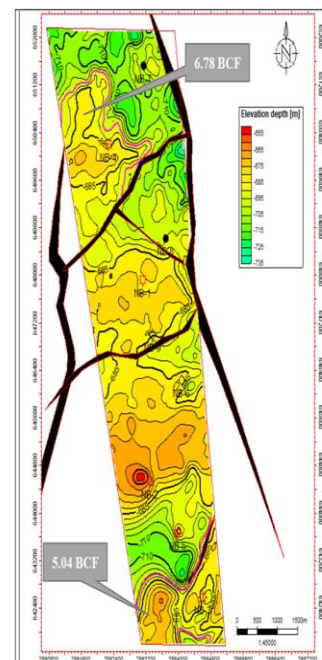


North Balol Field

- Aerial extent: 6750 Acres (27.3 Sq.kms)
- On 23rd February 2001, North Balol field Production sharing contract was signed between the Government of India and the North Balol Block consortium comprising of Hindustan Oil Exploration Company Ltd. [Operator 25%], Gujarat State Petroleum Corporation Ltd. [45%] and GNRL Oil and Gas Ltd. [30%].
- 8 wells (NB5, NB8, NB1, NB2, NB3, NB4, NB6 and NB7) were drilled by ONGC.
- Gas is produced from Balol and Baba Guru Formation in NB-5 and NB-8.

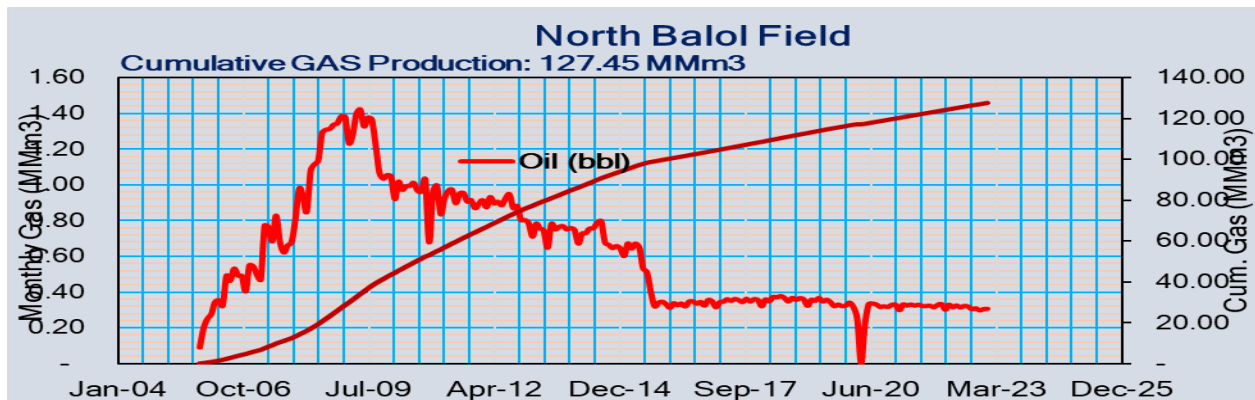


Depth Map showing estimated GIP for the Babaguru Pay with GDT



Depth Map showing estimated GIP for the Babaguru Pay with GDT

Wells NB-1, NB-2, NB-3 and NB-4 are mainly gas wells while NB-4, NB-5, NB-7 (Balol member) & NB-8 (Babaguru sands) produced thick oil on testing. NB-6 & NB-9 are dry wells. Presently NB-2 & NB-5 produce gas @ 0.38 MMSCFD.



- Reserves Estimation (MC approved)

Way forward

- Four wells (L1, L2, L3 & L4) targeting Balol & Babaguru reservoir are proposed to be drilled as part of approved FDP

OUR VISION:

“To lead the upstream oil and gas industry by embracing innovation, driving sustainable practices, and fostering a culture of safety and operational excellence, while positively impacting the communities we serve and contributing to global energy security.”

1. Sustainability and Environmental Stewardship

- **Objective:** Reduce environmental impact and promote sustainable practices.
- **Goals:** Implement advanced technologies to minimize emissions, improve waste management, and transition towards renewable energy sources where feasible.

2. Innovation and Technology Integration

- **Objective:** Leverage cutting-edge technologies to enhance operational efficiency and safety.
- **Goals:** Invest in digital transformation, such as IoT, AI, and machine learning, to optimize exploration, drilling, and production processes.

3. Operational Excellence and Efficiency

- **Objective:** Maximize productivity while minimizing costs and operational risks.
- **Goals:** Streamline processes through automation, improve supply chain management, and adopt best practices in project management.

4. Safety and Workforce Development

- **Objective:** Ensure a safe working environment and develop a skilled workforce.

- **Goals:** Enhance safety protocols, invest in training and development programs, and foster a culture of safety and continuous improvement.

5. Community Engagement and Social Responsibility

- **Objective:** Build strong relationships with local communities and contribute to their development.
- **Goals:** Engage in transparent communication, support local initiatives, and ensure responsible resource management.

6. Economic Viability and Growth

- **Objective:** Ensure long-term economic sustainability and growth.
- **Goals:** Diversify revenue streams, optimize resource extraction, and explore new market opportunities.

7. Regulatory Compliance and Risk Management

- **Objective:** Navigate regulatory requirements and manage risks effectively.
- **Goals:** Stay ahead of regulatory changes, implement robust risk management frameworks, and ensure compliance with industry standards.

OUR MISSION:

To get established as a leading player in upstream oil & gas asset developer and producer through implementation of efficient operations and advance technologies.

1. Leveraging Innovation and Modern Technology

Innovation is the heartbeat of our company. We continually invest in the latest technologies to enhance our manufacturing processes and product quality. Our state-of-the-art facilities, including advanced injection molding and precision tooling equipment, are testament to our commitment to staying ahead of the curve. By integrating modern technology into every aspect of our operations, we ensure that our products meet the highest standards of excellence and durability.

2. Expanding Our Product Portfolio

Growth and diversification are key pillars of our mission. We strive to broaden our product offerings to meet the evolving needs of our customers. Whether it's developing new plastic components or enhancing existing products, we focus on providing comprehensive solutions that add value and exceed expectations. Our extensive range of capabilities enables us to cater to a wide variety of applications across different industries, ensuring that we are the preferred choice for businesses worldwide.

3. Creating Value for Stakeholders

We are dedicated to creating and delivering value to all our stakeholders:

- **Customers:** By consistently providing high-quality, innovative products and exceptional service, we build lasting relationships based on trust and satisfaction.
- **Suppliers:** We foster strong partnerships with our suppliers, ensuring a reliable and efficient supply chain that supports our operational excellence.
- **Shareholders:** We are committed to maximizing shareholder value through sustainable growth and strategic investments that drive long-term profitability.
- **Statutory and Regulatory Bodies:** We adhere to all regulatory requirements and industry standards, demonstrating our commitment to compliance and ethical business practices.

- **Employees:** Our employees are our greatest asset. We create a supportive and dynamic work environment that encourages professional development, innovation, and a shared sense of purpose.
- **Society:** We recognize our responsibility to the wider community and are committed to making a positive impact through sustainable practices and initiatives that contribute to the well-being of society.

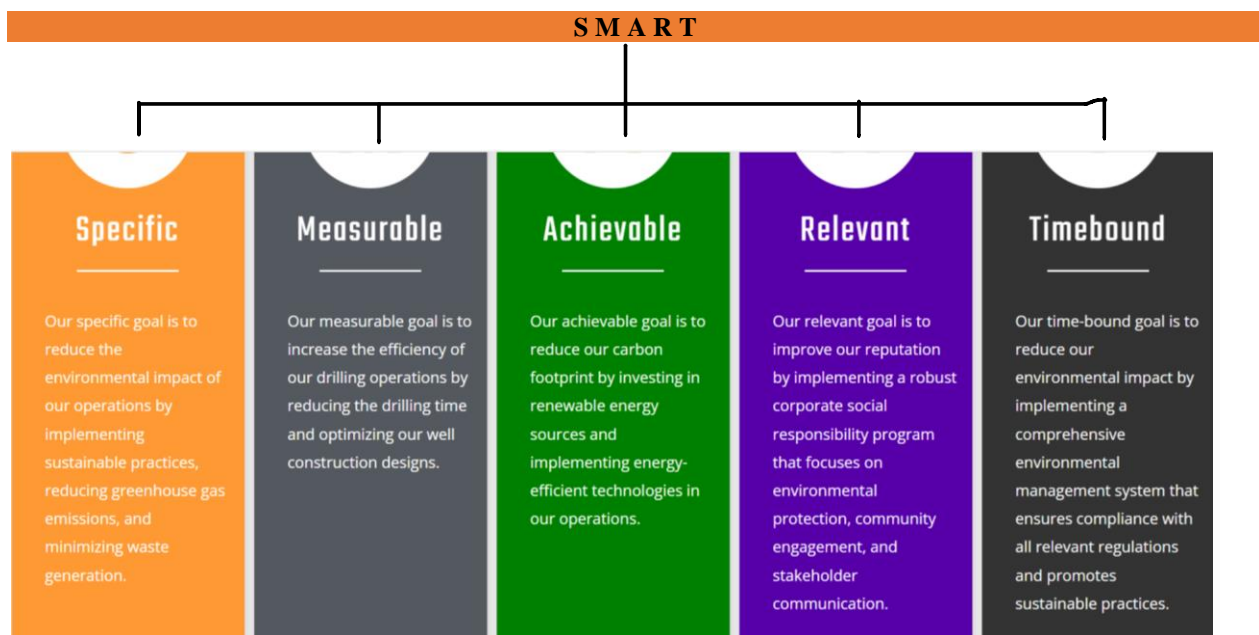
4. Continuous Improvement and Innovation

Our journey is one of continuous improvement. We believe that there is always room for enhancement, and we are constantly seeking ways to refine our processes and products. This culture of perpetual improvement drives us to innovate and adapt, ensuring that we remain at the pinnacle of the plastic industry. By fostering an environment that encourages creativity and innovation, we empower our team to develop cutting-edge solutions that meet the demands of a rapidly changing world.

5. Commitment to Excellence

Excellence is not just a goal but a fundamental part of our identity at AF Enterprises Ltd. Every product we manufacture and every service we provide reflects our unwavering dedication to quality. Through rigorous testing, meticulous attention to detail, and a deep understanding of our customers' needs, we ensure that our solutions are not only reliable but also exceptional.

OUR GOAL:



OUR KEY UNIQUE BUSINESS STRENGTHS ARE:

- 1) **Organizational Stability:** Our organization has been in this industry since 25 years which itself proves our ability to weather through economic and business cycles.
- 2) **Experienced Promoters and a well-trained employee base** – Our management is experienced in our line of business. Our management and employee team combines expertise and experience to outline plans for the future development of the company. Since starting of operations, we have witnessed consistent and stable growth. Our Promoter has significant industry experience and has been instrumental in the consistent growth of our company. We believe that the knowledge and experience of our promoter and management will enables us to identify new opportunities, rapidly respond to market conditions, adapt to changes in the business landscape and competitive environment and enhances the growth in the business.

- 3) **Strong financial position** - We believe that our strong financial position will provide us with the financial flexibility to fund our growth and expansion and allow us to respond quickly and competitively to further capitalise on emerging opportunities in the market.
- 4) **Improving functional efficiency** – Our Company intends to improve operating efficiency to achieve cost reductions to have a competitive edge over the peers. We believe that this can be done through continuous process improvement, customer services.
- 5) **Established brand and image**– We are engaged in providing services to our clients and over the years, we believe that we have established ourselves as a reliable brand in India wherein our clients trust us for our quality, consistency and continuous performance.

OUR BUSINESS STRATEGIES:

1. **Evaluate and acquire assets with stranded resources:** Acquiring assets with stranded resources in the oil and gas industry can be a complex but potentially rewarding strategy. "Stranded resources" typically refer to reserves that are currently uneconomical to develop or extract due to various reasons such as technological limitations, high costs, regulatory issues, or market conditions, so our strategy is to evaluate and acquire the same economically.
2. **To unlock value through application of advance technologies:** There are the multiple ways to unlock value through the application of advanced technologies in the oil and gas sector, some of them are, Technological Assessment, pilot projects, Data Utilization, integration planning and training and upskilling to the workforce on transforming technologies to reach on standard productivity.
3. **Look for strategic technical partners/institutions with proven credentials in developing unconventional resources:** we used to follow the strategy relating to market research, clear assessment criteria for prospective strategic technical partners/ institutions, engagement and networking with skilled and experienced partners/ institutions in this field for futuristic growth of the company.
4. **To access proven producing/non-producing asset through international/domestic bidding process or through mergers/acquisitions:** In the industry of oil and gas, it is very crucial to recognize and access to proven producing and no-producing asset, therefore we use to follow the some of proven strategy, such as market study, analytical research, due diligence, financial readiness to enhancing portfolio diversification and long-term growth prospects.
5. **To enhance value through efficient operations by greater reliance on local high calibre professionals and local services whilst maintaining international standards:** The company has made its inhouse strategy based on technical standard for maintaining high calibre professional, through local talent development, partnership with local institutions, local supplier development, adherence to the international standards, technology adoption, community engagement and social responsibility.

COMPETITION

The industry in which we operate is fierce and multifaceted, influenced by various factors that shape market dynamics and corporate strategies. Competition extends to global markets, where companies must navigate geopolitical issues, trade policies, and regional market conditions. Access to diverse markets can provide competitive advantages and mitigate risks. Companies must adapt to shifts in global oil and gas demand driven by economic conditions, energy transitions, and technological developments. Companies with access to significant capital can undertake larger projects, pursue extensive exploration, and invest in advanced technologies. Financial strength allows for more aggressive strategies and risk-taking while these factors are key Parameters in client's decision-making matrix in availing service, we try to offer the best service at the most economical price. Access to high-quality, untapped reserves is a key competitive factor. Companies vie for exploration and production rights in lucrative regions, such as the Permian Basin, deepwater Gulf of Mexico, and Arctic areas.

MARKETING STRATEGY:

We are actively implementing a comprehensive marketing strategy for the upstream oil and gas sector. We continuously analyze industry trends and segment our target audience into key groups such as NOCs, IOCs, and service providers, ensuring our unique value proposition is clearly defined and consistently communicated. Our

optimized website, strategic social media engagement, and targeted email campaigns are effectively reaching potential clients. We utilize CRM tools to manage client interactions and feedback, and have established strategic partnerships and joint ventures to broaden our market presence. We regularly monitor competitors and conduct market research to stay ahead, while highlighting our sustainability and CSR initiatives to enhance our reputation. Our action plan is in place, budgets are allocated efficiently, performance is measured with KPIs, and we continuously adjust our strategies based on data and feedback.

EXPORT POSSIBILITIES & EXPORT OBLIGATION:

We do not have any outstanding export obligations.

OUR PROPERTIES : Taken on laese

Sr. No.	Location of the property	Licensor/Lessor	Lease Rent/ License Fee	From	To
1	Kanawara Field, Tarapur, Gujarat	Taken on Lease	Prevailing Rate given by ONGC	1-4-2024	Till lease period
2	Ninth Floor bearing office No. 906, 907,908,909 & 910 at ANAM-1, Nr. Parimal Garden, Ellisbridge, Ahemdabad-3800 006	Taken on Lease	GNRL Oil & Gas Limited	1-7-2023	Till lease period

OUR MANAGEMENT

Board of Directors

Currently, our Company has 6 (Six) Directors on our Board comprising of 1 (One) Executive Director, designated as Managing Director and 3 (Three) Independent Directors and 2 (Two) Non-Executive and Non Independent Director. The composition of the Board of Directors is governed by the provisions of the Companies Act and the SEBI Listing Regulations and the norms of the code of corporate governance as applicable to listed companies in India.

The Articles of Association provide that our Company shall not have less than three Directors and not more than such number as provided in the Companies Act, 2013.

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.

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

Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Date of Birth	Status of Directorship in our Company	Other Directorships
1. Mr. Shalin Ashok Shah S/o Ashok Chinubhai Shah, 98, Lavanya Society, New Vikasgruh Road, Ahmedabad, Gujarat-380007. Occupation: Business Nationality: Indian Tenure: Five years DIN: 00297447 PAN: AEQPS9910M	31.08.1973	Managing Director	1. Rhetan Tmt Limited 2. Leshia Industries Limited 3. Ashoka Metcast Limited 4. Leshia Ventures Private Limited 5. Ashnisha Industries Limited
2. Mr. Ashok Chinubhai Shah S/o Chinubhai Shah Manasukhram, 98, Lavanya Socieity, Paldi, Ahmedabad, Gujarat-380007 Occupation: Business Nationality: Indian Tenure: -NA DIN: 02467830 PAN: AFGPS2827G	07.09.1944	Non-Executive - Non Independent Director-Chairperson related to Promoter	1. Leshia Industries Limited 2. Ashnisha Industries Limited 3. Rhetan Tmt Limited 4. Leshia Ventures Private Limited 5. Ashoka Metcast Limited
3. Mr. Alpesh Shantilal Swadas S/o Shantilal Bhavanlal Swadas, Garasiya Sheri Same, Hadima Road, Wadhwan, Surendra Nagar, Gujarat-363030 Occupation: Business Nationality: Indian Tenure: 5 Years DIN: 09512469 PAN: BZGPS1181N	10.02.1973	Non-Executive Independent Director	Nil
4. Mrs. Mansi Sudhirbhai Shah S/o Sudhirbhai Dhirajlal Shah House No. 1740, Ward No. 5, Jawahar Colony, Faridabad-121001 Occupation: Business Nationality: Indian Tenure: Five years DIN: 09512573 PAN: BOIPS2530E	14.05.1989	Non-Executive and Independent Director	Nil

Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Date of Birth	Status of Directorship in our Company	Other Directorships
5. Mr. Hiteshkumar Madhubhai Donga , S/o Madhubhai Keshubhai Donga, C/202 Shivalay Residency, Opp. Nalanda Aaryan, Nr. Gangotri Bunglows, Nikol, Ahmedabad, Gujarat - 382350 Occupation: Service Nationality: Indian Tenure: Five years DIN: 09512573 PAN: BOIPS2530E	07.01.1985	Non-Executive - Non Independent Director	1. Ashoka Metcast Limited
6. Mr. Yash Vishwanath Bodade S/o Vishwanath Ramchandra Bodade, Plot No-186 Gat No-493/9/186 Bodade Niwas, Nr. Shainig Star, Shri Ram Adgaon, Shiwar, Nashik, Panchvati, Nashik, Maharashtra-422003 Occupation: Business Nationality: Indian Tenure: Five years DIN: 10669649 PAN: FJJPB2603F	31/03/2002	Non-Executive - Independent Director	1. Ashnisha Industries Limited 2. Rhetan TMT Limited

Relationship between Directors

- **Mr. Shalin Ashok Shah**, the Managing Director of the Company, is the Son of **Mr. Ashok Chinubhai Shah**.
- **Mr. Hiteshkumar Madhubhai Donga**, is the Chief Financial Officer and Director of the Company

Other Directors are not related to each other as per the provisions of the Companies Act, 2013.

Brief Profiles of Directors:

A. **Mr. Shalin Ashok Shah – Managing Director**

He completed his Civil Engineering from L. D. Engineering College, Ahmedabad. He has more than 25 years' experience in various fields like trading, real estate, oil and Gas exploration etc. and has vast exposure into the fields of management, finance, accounting, information technology and legal. He has been guiding force behind the growth and business strategy of our Company

B. **Mr. Ashok Chinubhai Shah - Non-Executive - Non-Independent Director**

He has studied in USA and is holding Engineering and administrative degrees and is having technical and administrative experience with various American Companies viz- worked as a Plant Manager for 11 years with M/s IBM Corporation, USA; worked as Area Manager for North Western Region for M/s. Prudential Insurance Co., USA for 8 years, were also associated with NYSE as Licensed Broker with Merry II Lynch Corp., USA. He has more than 30 years of experience in Steel Trading and Manufacturing Business in India.

C. **Mr. Alpesh Shantilal Swadas - Non-Executive Independent Director**

Mr. Alpesh Swadas, aged 51 years, is an undergraduate having an expertise in dealing of various commodities like silver, gold etc. He has deep expertise in both business strategy and operations management. His skills enable him to lead teams effectively and tackle complex challenges to enhance overall organizational performance.

D. **Mrs. Mansi Sudhirbhai Shah - Non-Executive and Independent Director**

Ms. Mansi Shah, aged 35 years, holds a Bachelor of Computer Applications (B.C.A.) and a Master of Business Administration (M.B.A.), which have equipped her with a strong foundation in both technical and business domains. Her extensive experience in Project Management and Finance positions her well to contribute effectively to the company's strategic decision-making processes. Her dual expertise will be instrumental in driving informed decisions that align with the company's goals and interests.

E. Mr. Hiteshkumar Madhubhai Donga - Non-Executive - Non-Independent Director

Mr. Hiteshkumar Donga, aged 39 years, possesses extensive knowledge and diverse experience in Accounts and Taxation. His expertise has not only transformed the business model but also strengthened the organizational foundation. His insights have been instrumental in guiding the Company's key decisions, always prioritizing its best interests.

F. Mr. Yash Vishwanath Bodade - Non-Executive - Independent Director

Mr. Yash Bodade, aged 22 years, is a B.Sc. graduate having specialization in computer science. He has an experience of more than 2 years in managing portfolios of various clients in his financial consultancy and advisory firm.

His Technology & Finance related skills & knowledge will help the Company in taking strategic decision in the interest of the Company.

Other Confirmations:

1. None of our Directors is or was, in the past ten years, a director of any listed company which has been or was delisted from any stock exchange in India during the term of their directorship in such company.

CORPORATE GOVERNANCE

Our Company stands committed to maintain good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting.

We have constituted Board Committees in compliance with the Companies Act. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

Currently, Currently, our Company has 6 (Six) Directors on our Board comprising of 1 (One) Executive Director, designated as Managing Director and 3 (Three) Independent Directors and 2 (Two) Non-Executive and Non-Independent Director.

The following committees have been formed in compliance with the Corporate Governance norms:

- A) Audit Committee
- B) Nomination and Remuneration Committee
- C) Stakeholders Relationship Committee

AUDIT COMMITTEE

Our Company has constituted an audit committee ("Audit Committee"), as per the provisions of Section 177 of the Companies Act, 2013 and regulation 18 of SEBI LODR Regulations.

The terms of reference of Audit Committee complies with the requirements of Companies Act, 2013 and regulation 18 of SEBI LODR Regulations. The committee presently comprises following three (3) directors. Ms. Mansi Sudhirbhai Shah is the Chairperson of the Audit Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Ms. Mansi Sudhirbhai Shah	Chairperson	Non-Executive Independent Director
2.	Mr. Ashok Chinubhai Shah	Member	Non- Executive Non-Independent Director

Sr. No.	Name of the Director	Status	Nature of Directorship
3.	Mr. Alpesh Shantilal Swadas	Member	Non-Executive Independent Director

Role of Audit Committee

The terms of reference of the Audit Committee are given below:

- oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - o matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - o changes, if any, in accounting policies and practices and reasons for the same;
 - o major accounting entries involving estimates based on the exercise of judgment by management;
 - o significant adjustments made in the financial statements arising out of audit findings;
 - o compliance with listing and other legal requirements relating to financial statements;
 - o disclosure of any related party transactions;
 - o modified opinion(s) in the draft audit report;
- reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 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, and making appropriate recommendations to the board to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- approval or any subsequent modification of transactions of the listed entity with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the listed entity, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 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;
- discussion with internal auditors of any significant findings and follow up there on;
- 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;
- 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;
- 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;
- to review the functioning of the whistle blower mechanism;
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision.

- consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- such other terms of reference/role as may be amended from time to time.

All the items listed in Section 177 of the Act and Regulation 18(3) read with Part C of Schedule II of the SEBI (LODR) Regulations, 2015 are covered in the terms of reference of the Audit Committee.

In addition, to carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

NOMINATION AND REMUNERATION COMMITTEE

Our Company has constituted a Nomination and Remuneration Committee ("Nomination and Remuneration Committee") in terms of section 178 (3) of Companies Act, 2013 and regulation 19 of SEBI LODR Regulations. The Committee currently comprises of three (3) Directors. MrAlpesh Swadas is the Chairperson of the Nomination and Remuneration Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Alpesh Shantilal Swadas	Chairperson	Non-Executive - Independent Director
2.	Mr. Ashok Chinubhai Shah	Member	Non-Executive - Non-Independent Director
3.	Mrs. Mansi Sudhirbhai Shah	Member	Non-Executive - Independent Director

The terms of reference of the Nomination and Remuneration Committee are as follows:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- 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:
 - use the services of an external agencies, if required;
 - consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - consider the time commitments of the candidates.
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- 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.
- recommend to the board, all remuneration, in whatever form, payable to senior management.
- such other terms of reference/role as may be amended from time to time.

Our Key Management Personnel and Senior Management Personnel

S.No.	Name of key Management Personnel and Senior Management Personnel	Designation	Associated with the Company Since
1.	Mr. Shalin Ashok Shah	Managing Director	31/08/1996
2.	Mr. Hiteshkumar Madhubhai Donga	Director & CFO	29/03/2019
3.	Ms. Barkha Chanderkumar Lakhani	Company Secretary	20/12/2021

Relationship of Key Managerial Personnel with our Directors, Promoter and / or other Key Managerial Personnel

Mr. Shalin Ashok Shah is the son of Mr. Ashok Chinubhai Shah, and 2 more relatives of promoters Ms. Leena Shah & Payal Shah are part of promoter group and there is no any other relationship between Key managerial personnel and Directors, Promoter group and/ or Other Key Managerial personnel.

STAKEHOLDERS RELATIONSHIP COMMITTEE

Our Company has constituted a Stakeholders Relationship Committee ("*Stakeholders relationship committee*") to redress the complaints of the shareholders in terms of section 178 (5) of Companies Act, 2013 and regulation 20 of SEBI LODR Regulations. The committee currently comprises of three (3) Directors. Mr. Alpesh Shantilal Swadas is the Chairman of the Stakeholders relationship Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Alpesh Shantilal Swadas	Chairperson	Non-Executive - Independent Director
2.	Mr. Shalin Ashok Shah	Member	Executive Director
3.	Ms. Mansi Sudhirbhai Shah	Member	Non-Executive - Independent Director

Role of stakeholder Relationship committee

The Stakeholder Relationship Committee of our Board look into:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of the annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for the effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- such other terms of reference/role as may be amended from time to time.

The status on various complaints received / replied is reported to the Board of Directors as an Agenda item.

OUR PROMOTERS

Our Promoters are Mr. Ashok Chinubhai Shah, Mr. Shalin Ashok Shah. As on date of this Draft Letter of Offer, the Promoters of our Company hold, in aggregate of 1,25,100 Equity Shares constituting 0.16% of our pre issued, subscribed and paid-up equity share capital.

Brief profile of our promoters is as under:

1. Mr. Ashok Chinubhai Shah
2. Mr. Shalin Ashok Shah

Sr. No.	Name of Promoter Promoter Group	Category	No. of Equity Shares held	% of total share capital	Details of Equity Shares pledged/ encumbered		Details of Equity Shares locked-in	
					No. of Equity Shares	% of total share capital	No. of Equity Shares	% of total share capital
1.	Shalin Ashok Shah	Promoter	-	-	-	-	-	-
2.	Ashok Chinubhai Shah	Promoter	1,25,100	0.16	-	-	-	-
3.	Leena Ashok Shah	Promoter Group	9,700	0.01	-	-	-	-
4.	Payal Shalin Shah	Promoter Group	5,65,000	0.70	-	-	-	-
5.	Rhetan Tmt Ltd	Promoter Group	5,05,000	0.63	-	-	-	-
6.	Ashoka Metcast Ltd	Promoter Group	3,50,000	0.44	-	-	-	-
7.	Ashnisha Industries Ltd	Promoter Group	2,98,900	0.37	-	-	-	-

Rhetan Tmt Ltd was incorporated on June 26, 1984, under the provisions of the Companies Act, 1956 bearing the corporate identification number “ L27100GJ1984PLC007041” with its registered office situated at 7th Floor, Ashoka Chambers, Rasala Marg, Mithakhali, Ahmedabad, Gujarat, India, 380006.

The Authorized Equity Share Capital of the Company is Rs. 80,00,00,000/-. The issued, subscribed and paid-up Equity Share Capital of the Company stands at Rs. 79,68,75,000/- (Rupees Seventy Nine Crore Sixty Eight Lakh Seventy Five Thousand only) divided into Rs. 7,96,87,500 Equity Shares of Rs. 10/- each.

Ashoka Metcast Limited was incorporated on 29th July, 2009, under the provision of the Companies Act, 1956 bearing the corporate identification number “ L70101GJ2009PLC057642” with its registered office situated at 7th Floor, Ashoka Chambers Opp. HCG Hospital, Mithakhali Six Roads, Mithakhali, Ahmedabad, Ahmedabad, Gujarat, India, 380006.

The Authorized Equity Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crore Only). The issued, subscribed and paid-up Equity Share Capital of the Company stands at Rs. 24,99,60,000/- (Rupees Twenty Four Crore Ninety Nine Lakh Sixty Thousand only) divided into Rs. 2,49,96,000 Equity Shares of Rs. 10 each.

Ashnisha Industries Limited was incorporated on 27th July, 2009, under the provision of the Companies Act, 1956 bearing the corporate identification number “ L74110GJ2009PLC057629” with its registered office situated at 7th Floor, Ashoka Chambers, Opp. HCG Hospital Mithkhali Six Roads, Mithakhali, Ahmedabad, Ahmedabad, Gujarat, India, 380006.

The Authorized Equity Share Capital of the Company is Rs. 16,50,00,000 (Rupees Sixteen Crore Fifty Lakh Only). The issued, subscribed and paid-up Equity Share Capital of the Company stands at Rs. 10,10,00,000/- (Rupees Ten Crore Ten Lakh only) divided into 10,10,00,000 Equity Shares of Rs. 10/- each.

Confirmation

Our Promoters and persons forming part of Promoter Group have confirmed that they have not been declared as wilful defaulter or a fraudulent borrower by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them. Additionally, none of the Promoters and persons forming part of Promoter Group has been restrained from accessing the capital markets for any reasons by SEBI or any other authorities. None of the Promoter has a negative net worth as of the date of the respective last audited financial statements.

SECTION VI – FINANCIAL INFORMATION

FINANCIAL STATEMENTS

Particulars	Page No.
Audited Standalone and Consolidated Financial Statements for the financial year ended on March 31, 2024	103
Statement of Accounting Ratios	

Material changes and commitments, if any, affecting our financial position

There are no material changes and commitments, which are likely to affect our financial position since March 31, 2024 till date of this Draft Letter of Offer. We have not given Restated Financials because we fall under Part-B of SEBI (ICDR), 2018.

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Independent Auditor's Report

To the Members of Gujarat Natural Resources Limited

Opinion

We have audited the accompanying financial statements of **Gujarat Natural Resources Limited** ("the Company"), which comprise the balance sheet as at March 31, 2024 and the Statement of Profit and Loss and statement of cash flows for the year ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the **Companies Act, 2023** in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 its loss and cash flows for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Results" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibility for the Financial Statements

The Statement has been prepared on the basis of the annual standalone financial statements for the year ended March 31, 2024. The Board of Directors of the Company are responsible for the preparation and presentation of the Statement that give a true and fair view of the loss and other comprehensive income and other financial information in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued there under and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Standalone Financial Results

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

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

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

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and an explanation which is to the best of our knowledge and beliefs were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standard) Rules, 2015, as amended.
 - e) On the basis of written representations received from the directors as on 31 March, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There is no amount required to be transferred, to the investor's education & Protection Fund by the Company.
3. In accordance with the Ministry of Corporate Affairs (MCA) mandate effective from 1 April 2023, companies are required to maintain an audit trail for transactions affecting books of accounts. It is noted that Gujarat Natural Resources Limited has implemented this audit trail reporting feature. This information is disclosed for transparency in our audit report.

For, G M C A & Co.
Chartered Accountants
FRN: 109850W

CA. Mitt S. Patel
(Partner)
Membership No. 163940
UDIN: 24163940BKADZP7434

Place: Ahmedabad
Date: 30.05.2024

Annexure A to the Independent Auditors' Report on the financial statements of Gujarat Natural Resources Limited for the year ended 31 March 2024

**To,
The Members of Gujarat Natural Resources Limited**

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(I) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of Intangible assets.

(b) Property, Plant and Equipment were physically verified by the management in accordance with a planned programme of verifying them at reasonable intervals having regard to the size of the Company and the nature of its assets.

(c) The title deeds of all the immovable properties (other than properties where the Company is the lessee, and the lease agreements are duly executed in favor of the lessee) are held in the name of the Company.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of use asset) or intangible assets during the year ended March 31, 2024.

(e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii)

(a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion the coverage and the procedure of such verification by the management is appropriate. Discrepancies of 10% or more in aggregate for each class of inventory were not noticed on such physical verification.

(b) The Company has not 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. Therefore, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) (a) During the year the Company has provided loans, advances in the nature of loans, provided guarantee and security to companies as follows:

Particulars	Loans (In lakhs)
Aggregate amount granted/ provided during the year,	
- Subsidiaries	248.87/-
- Related Parties	10,222.27/-
- Others	
Balance outstanding as at balance sheet date in respect of above case,	
- Subsidiaries	
- Related Parties	7,088.03/-
- Others	5829.88/-

(b) During the year the investments made and the terms and conditions of the grant of all loans and advances in the nature of loan during the year are, prima facie, not prejudicial to the Company's interest.

(c) The company has granted interest free loan which is violation of the Act.

(d) There are no amounts of loan granted to companies which are overdue for more than ninety days.

(e) There were no loans which had fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

- (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the company.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to loans given and investments made.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) To the best of our knowledge and explanations given to us, the Central Government has not specified maintenance of cost records under subsection (1) of section 148 of the Companies Act, 2013 in respect of the Company's activities. Accordingly, the provisions of clause 3(vi) of the order are not applicable.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (b) The Company is regularly depositing with appropriate authorities undisputed statutory dues. Therefore, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (viii) 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 surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the standalone financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) On an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer /further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares/fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company

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

(b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor and secretarial auditor or by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) We have taken into consideration there are no whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.

(xii) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.

(xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the standalone financial statements, as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) Internal audit under section 138 of Companies Act, 2013 is applicable. We have considered the Internal Audit observation in audit process.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a), (b), (c) & (d) of the Order is not applicable to the Company.

(xvii) The Company has not incurred cash losses in the current year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly the requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the ageing report, financial ratios and expected dates of realization of financial assets and payment of financial liabilities, any other information accompanying the financial statements, Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company.

(xx) Corporate social responsibility under section 135(5) of Companies Act, 2013 is not applicable to the Company. Therefore, the requirement to report on clause 3(xx)(a) and 3(xx)(b) of the Order is not applicable to the Company.

For, G M C A & Co.
Chartered Accountants
FRN: 109850W

CA. Mitt S. Patel
(Partner)
Membership No. 163940
UDIN: 24163940BKADZP7434

Place: Ahmedabad
Date: 30.05.2024

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **GUJARAT NATURAL RESOURCES LIMITED** (“the Company”) as of March 31, 2024, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024.

For, G M C A & Co.

Chartered Accountants

FRN: 109850W

CA. Mitt S. Patel

(Partner)

Membership No. 163940

UDIN: 24163940BKADZP7434

Place: Ahmedabad

Date: 30.05.2024

BALANCE SHEET AS AT 31/03/2024

(Rs. in Lakhs)

Particulars	Note No.	As at 31 st March, 2024	As at 31 st March, 2023
I. ASSETS			
1 Non-current Assets			
(a) Property , Plant and Equipment and Intangible Assets	1	0.58	0.58
(b) Capital work in progress		-	-
(c) Intangible assets under development		-	-
(d) Financial Assets :			
i) Investments	2	1,543.50	1,543.50
ii) Loans	3	320.28	320.57
(e) Deferred tax assets (Net)		-	0.02
(f) Other non-current assets	4	-	331.93
Total Non-current Assets		1,864.36	2,196.60
2 Current Assets			
(a) Inventories		-	-
(b) Financial Assets :			
i) Investments		-	-
ii) Trade Receivables	5	55.99	36.74
iii) Cash & Cash Equivalents	6	36.01	12.47
iv) Loans	7	13,187.91	12,459.13
v) Other Financial Assets		-	-
(c) Other Current Assets		-	-
Total - Current Assets		13,279.92	12,508.33
Total Assets		15,144.27	14,704.93
II. Equity & Liabilities			
1. Equity			
(a) Share Capital	8	8,025.16	8,025.16
(b) Other Equity	9	3,972.12	4,485.98
Total Equity		11,997.28	12,511.14
2. Liabilities			
A) Non Current Liabilities			
(a) Financial Liabilities			
i) Borrowings		-	-
(b) Deferred Tax Liabilities (Net)		0.04	-
(c) Other Non Current Liabilities		-	-
Total Non- Current Liabilities		0.04	-
B) Current Liabilities			
(a) Financial Liabilities			
i) Borrowings	10	2,997.59	1,752.94
ii) Trade Payables	11	-	-
a) total outstanding dues of micro enterprises and small enterprises			
b) total outstanding dues of creditors other than micro enterprises and small enterprises		15.68	414.69
iii) Other Financial Liabilities		-	-
(b) Other Current Liabilities	12	132.18	23.51
(c) Short Term Provisions	13	1.50	2.65
Total Current Liabilities		3,146.99	2,193.79
Total Equity & Liabilities		15,144.27	14,704.93
Contingent Liabilities & Commitments	Nil		

For, Gujarat Natural Resources Limited

Shalin A. Shah
Managing Director
DIN : 00297447

Ashok C. Shah
Director
DIN : 02467830

Hitesh Donga
CFO

Barkha Lakhani
Company Secretary

Place : Ahmedabad
Date : 30.05.2024

For, G M C A & Co.
Chartered Accountants
FRN: 109850W

CA. Mitt S. Patel
(Partner)
Membership No. 163940
UDIN: 24163940BKADZP7434

STATEMENT OF PROFIT & LOSS ACCOUNT
FOR THE PERIOD FROM 01-04-2023 TO 31-03-2024

(Rs. in Lakhs)

Particulars	Note No.	As at 31 st March, 2024	As at 31 st March, 2023
I Revenue From Operations	14	224.44	33.01
II Other Income	15	0.70	37.99
III Total Income (I+II)		225.14	71.00
IV Expenses			
Purchase of Stock in Trade	16	-	-
Changes in Inventories		-	-
Employee Benefit Expenses	17	37.70	35.25
Finance Costs	18	228.87	63.12
Depreciation & Amortisation Expenses	19	-	0.11
Other Expenses	20	472.37	14.38
Total Expenses		738.94	112.87
V Profit Before Exceptional & Extraordinary Items & Tax (III-IV)		-513.80	-41.87
VI Exceptional Items			
VII Profit Before Extraordinary Items & Tax		-513.80	-41.87
Extraordinary Items		-	-
VIII Profit Before Tax		-513.80	-41.87
IX Tax Expenses			
Current Tax/ Interest on Income Tax/ Deferred Tax		0.06	-
X Profit/(Loss) for the period from Continuing Operations(IX-X)		-513.86	-41.87
XI Profit/(Loss) from Discontinuing Operations		-	-
XII Tax Expense of Discontinuing Operations		-	-
XIII Profit/(Loss) from Discontinuing Operations (after tax)(XII-XIII)		-	-
XIV Profit/(Loss) for the Period(XI+XIV)		-513.86	-41.87
XV Other Comprehensive Income		-	-
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Other Comprehensive Income for the period		-	-
XVI Total Comprehensive Income for the period (XIV+XV)		-513.86	-41.87
XV Earning Per Equity Share			
Basic		-0.64	-0.05
Diluted		-0.64	-0.05

The Notes referred to above form an integral part of the Balance Sheet

For, Gujarat Natural Resources Limited

Shalin A. Shah
Managing Director
DIN : 00297447
Place : Ahmedabad
Date : 30.05.2024

Ashok C. Shah
Director
DIN : 02467830

Hitesh Donga
CFO

Barkha Lakhani
Company Secretary

For, **G M C A & Co.**
Chartered Accountants
FRN: 109850W

CA. Mitt S. Patel
(Partner)
Membership No. 163940
UDIN: 24163940BKADZP7434

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2024

(Rs. in Lakhs)

Particulars	2023-2024	2022-2023
A Cash flow from Operating Activities		
Net Profit Before Tax	-513.80	-41.87
Adjustments for:		
Add : Depreciation	-	0.11
Less : Excess Provision	-	-
Add : Interest Expenses	228.87	31.10
Operating Profit / (Loss) before Working Capital Changes	-284.93	-10.66
Adjustments for:		
Increase/(Decrease) in Trade Payable	-399.01	-400.00
Increase/(Decrease) in other current liabilities	108.68	-3.06
Increase/(Decrease) in Short Term Borrowings	1,244.64	1,247.46
Increase/(Decrease) in Provisions	-1.15	-3.51
(Increase)/Decrease in Trade Receivables	-19.25	-36.74
(Increase)/Decrease in inventories	-	-
(Increase)/Decrease in Short term Loans & Advances	-728.79	-751.40
Cashflow generated from Operating Activities	-79.81	42.09
Income Tax Paid (Net of Refund)	-	-
Net Cashflow generated from Operating Activities A	-79.81	42.09
B Cash flow from Investment Activities		
Purchase of Fixed Assets	-	-
Sale of Assets	-	-
Sale of Investments	-	-
Dividend Income	-	-
Net Cashflow generated from Investments Activities B	-	-
C Cash flow from Financing Activities		
Interest Expenses	-228.87	-31.10
Issue of Convertible Warrant	-	-
Increase/(Decrease) in Share Capital	-	-
(Increase)/Decrease in other non-current assets	331.93	-
(Increase)/Decrease in Long term loans & advances	0.30	-15.74
Increase/(Decrease) in current liabilities & provisions	-	-
Net Change in Unsecured Loans Taken	-	-
Net Cashflow generated from Financing Activities C	103.36	-46.84
Net Change in Cash & Cash Equivalents (A+B+C)	23.54	-4.75
Opening Cash & Cash Equivalents	12.47	17.22
Closing Cash & Cash Equivalents	36.01	12.47

For, Gujarat Natural Resources Limited

For, G M C A & Co.
Chartered Accountants
FRN: 109850W

Shalin A. Shah
Managing Director
DIN : 00297447
Place : Ahmedabad
Date : 30.05.2024

Ashok C. Shah
Director
DIN : 02467830

Hitesh Donga
CFO

Barkha Lakhani
Company Secretary

CA. Mitt S. Patel
(Partner)
Membership No. 163940
UDIN: 24163940BKADZP7434

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED MARCH 31, 2024

A. Equity Share Capital

(Rs. in Lakhs)

Particulars	2023-2024		2022-2023	
	No. of Shares	Amount	No. of Shares	Amount
i) Opening Balance at the beginning of Financial Year	802.52	8,025.16	802.52	8,025.16
Changes in equity share capital during the year	-	-	-	-
Closing Balance at the end of Financial Year	802.52	8,025.16	802.52	8,025.16

B. Other Equity

(Rs. in Lakhs)

Particulars	Reserves and Surplus				Total
	Security Premium	Revaluation Reserve	Retained Earnings	Share Warrant	
Balance as at 1st April, 2022	6,913.33	5.29	-2,748.28	357.50	4,527.84
Change during the year	-	-	-41.87	-	-41.87
Balance as at March 31, 2023	6,913.33	5.29	-2,790.15	357.50	4,485.98
Change during the year	-	-	-513.86	-	-513.86
Other comprehensive income	-	-	-	-	-
Total Comprehensive Income / (Loss) for the year	-	-	-513.86	-	-513.86
Balance as at March 31, 2024	6,913.33	5.29	-3,304.00	357.50	3,972.12

See accompanying notes to the financial statements
In terms of our report attached.

For, Gujarat Natural Resources Limited

For, G M C A & Co.
Chartered Accountants
FRN: 109850W

Shalin A. Shah
Managing Director
DIN : 00297447

Ashok C. Shah
Director
DIN : 02467830

Hitesh Donga
CFO

Barkha Lakhani
Company Secretary

CA. Mitt S. Patel
(Partner)

Place : Ahmedabad
Date : 30.05.2024

Membership No. 163940
UDIN: 24163940BKADZP7434

(Rs. in Lakhs)

1. PROPERTY, PLANT AND EQUIPMENT

Particulars	Gross Block			Depreciation			Net Block			
	As at 01/04/2023	Addition	Deduction / Disposal	As at 31/03/2024	As at 01/04/2023	As at 01/04/2023	Depreciation Charge	As at 31/03/2024	As at 01/04/2023	As at 31/03/2024
Furniture & Fixtures	12.45	-	-	12.45	12.38	12.38	-	12.38	0.07	0.07
Office Equipments	7.88	-	-	7.88	7.49	7.49	-	7.49	0.39	0.39
Computer	1.66	-	-	1.66	1.60	1.60	-	1.60	0.06	0.06
Air Conditioner	0.76	-	-	0.76	0.72	0.72	-	0.72	0.04	0.04
Plant and Machinery	6.58	-	-	6.58	6.58	6.58	-	6.58	-	-
Printer	0.24	-	-	0.24	0.23	0.23	-	0.23	0.01	0.01
Total Tangible Assets	29.56	-	-	29.56	28.99	28.99	-	28.99	0.57	0.57
Previous Year Balance	29.56	-	-	29.56	28.99	28.99	0.11	28.99	0.68	0.57

2. INTANGIBLE ASSETS

(Rs. in Lakhs)

Particulars	Gross Block			Depreciation			Net Block			
	As at 01/04/2023	Addition	Deduction / Disposal	As at 31/03/2024	As at 01/04/2023	As at 01/04/2023	Depreciation Charge	As at 31/03/2024	As at 01/04/2023	As at 31/03/2024
Software	0.18	-	-	0.18	0.17	0.17	-	0.17	0.01	0.01
Total Tangible Assets	0.18	-	-	0.18	0.17	0.17	-	0.17	0.01	0.01
Previous Year Balance	0.18	-	-	0.18	0.17	0.17	-	0.17	0.01	0.01

NOTES TO THE FINANCIAL STATEMENTS

2. Investments (Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
(A) Other Investments - Quoted	-	-
(B) Other Investments - Un Quoted	1,543.50	1,543.50
(1) Investment in Equity Shares		
(a) Others		
10290000 Equity Shares of Rs. 10/- each of GNRL Oil & Gas (I) Private Limited	1,543.50	1,543.50
Total	1,543.50	1,543.50
Market Value of the Quoted Shares	-	-
Market Value of the Un Quoted Shares	1,543.50	1,543.50

3. Loan (Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Deposit Unsecured, Considered Good	0.41	0.41
Capital Advances	286.14	286.14
Balance with Government Authorities	30.72	31.02
Other Advances	3.00	3.00
Total	320.28	320.57

4. Other Non Current Assets (Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Preliminary Exp.	-	38.18
Public Issue Exp.	-	7.05
Pre-Operative Exp.	-	127.30
De-Merger Exp.	-	146.60
Interest Receivable	-	12.81
Total	-	331.93

5. Trade Receivables (Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Outstanding for less than 6 months from the due date	17.34	36.74
Unsecured, considered good	-	-
Outstanding for more than 6 months from the due date	38.65	-
Secured, considered good	-	-
Total	55.99	36.74

5.1 Trade Receivables ageing schedule*

(Rs. in Lakhs)

Particulars	As at March 31, 2024					Total
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
i) Undisputed Trade Receivable - considered Good	17.34	16.06	22.60	-	-	55.99
ii) Undisputed Trade Receivable - considered doubtful	-	-	-	-	-	-
iii) Disputed Trade Receivable - considered Good	-	-	-	-	-	-
iv) Disputed Trade Receivable - considered doubtful	-	-	-	-	-	-

5.1 Trade Receivables ageing schedule*

(Rs. in Lakhs)

Particulars	As at March 31, 2023					Total
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
i) Undisputed Trade Receivable - considered Good	36.74	-	-	-	-	36.74
ii) Undisputed Trade Receivable - considered doubtful	-	-	-	-	-	-
iii) Disputed Trade Receivable - considered Good	-	-	-	-	-	-
iv) Disputed Trade Receivable - considered doubtful	-	-	-	-	-	-

6. Cash & Cash Equivalents

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Cash on Hand	24.54	7.81
Balance with Banks		
In Current Account	8.08	1.27
Unpaid Dividend Account	3.38	3.38
Total	36.01	12.47

7. Short Term Loans & Advances

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Advance Tax and TDS	-	-
Loan to Subsidiary Company	7,088.03	7,147.64
Loan to Corporate Body	6,099.88	5,311.49
Other Advances	-	-
Total	13,187.91	12,459.13

7.1. Details of Loans & Advances to Promoters, Related Parties

Type of Borrower	Amount of loan or advances in the nature of loan outstanding		Percentage to total loans and advances in the nature of loan	
	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2024	As at 31st March, 2023
Promoters	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	7,088.03	7,147.90	53.75	57.37

8. Share Capital

1.1) Authorized, Issued, Subscribed and Paidup Share Capital (Rs. in Lakhs)

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Authorised Share Capital				
Equity Shares of Rs. 10 Each	810.00	8,100.00	810.00	8,100.00
Total	810.00	8,100.00	810.00	8,100.00
Issued Share Capital				
Equity Shares of Rs. 10 Each	802.52	8,025.16	802.52	8,025.16
Total	802.52	8,025.16	802.52	8,025.16
Subscribed & Fully Paid				
Equity Shares of Rs. 10 Each	802.52	8,025.16	802.52	8,025.16
Total	802.52	8,025.16	802.52	8,025.16

1.2) Details of the shares for the Preceding Five Years

Particulars	01-04-2019 to 31-03-2024
Number Of Equity Shares Bought Back	-
Number Of Preference Shares Redeemed	-
Number of Equity Share Issue as Bonus Share	-
Number of Preference Share Issue as Bonus Share	-
Number of Equity Shares Allotted For Contracts Without Payment Received In Cash	-
Number of Preference Shares Allotted For Contracts Without Payment Received In Cash	-

1.3) Reconciliation of Share Capital

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares (Face Value Rs. 10.00)				
Shares Outstanding at the Beginning of the Year	802.52	8,025.16	802.52	8,025.16
Shares issued during the year	-	-	-	-
Shares cancelled during the year	-	-	-	-
Shares converted from convertible warrants	-	-	-	-
Shares Outstanding at the End of the Year	802.52	8,025.16	802.52	8,025.16

1.4) Share Holders holding more than 5% Share

Sr. No.	Name of the Share Holders	As at 31st March, 2024		As at 31st March, 2023	
		No. of Shares	% of Holding	No. of Shares	% of Holding
1	RAJASTHAN GASES LIMITED	13,590,811	16.94	7,013,275	8.74
2	CLEAR WATER COMMODITIES PVT. LTD.	9,500,000	11.84	2,000,000	2.49
3	SNORD TRADING PRIVATE LIMITED	8,998,689	11.21	-	-
4	O3 DEVELOPERS PRIVATE LIMITED	5,200,000	6.48	5,200,000	6.48
5	RAVI OMPRAKASH AGRAWAL	4,335,596	5.40	-	-

1.5) Shares held by Promoters

Sr. No.	Shares held by Promoters at the end of the year Promoters Name	No. of Shares	% of Total Shares	% Change during the Year*
1	O3 DEVELOPERS PRIVATE LIMITED	5,200,000.00	6.48	-
2	PAYAL SHALIN SHAH	565,000.00	0.70	-
3	ADVANCED ENERGY RESOURCES & MANAGEMENT PVT. LTD.	530,000.00	0.66	-
4	RHETAN TMT LIMITED	505,000.00	0.63	-
5	ASHOKA METCAST LTD	350,000.00	0.44	-
6	ASHNISHA INDUSTRIES LTD	298,900.00	0.37	-
7	ASHOK CHINUBHAI SHAH	125,100.00	0.16	-
8	MALAV AJITBHAI MEHTA	48,000.00	0.06	-
9	LEENA ASHOK SHAH	9,700.00	0.01	-
10	JAYSHREEBEN AJITBHAI MEHTA	-	-	-0.01
11	SHALIN ASHOK SHAH	-	-	-
12	INFINIUM MOTORS GUJARAT PVT LTD	-	-	-1.25
13	TIW SYSTEMS PRIVATE LIMITED	-	-	-

9. Reserve & Surplus

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Convertible Warrant Forefieted A/C	357.50	357.50
Money received against Convertible Warrant	-	-
Securities Premiue Account	6,913.33	6,913.33
Revaluation Reserve	5.29	5.29
Profit & Loss A/c.		
Opening balance	-2,790.15	-2,748.28
(-) Proposed Dividend	-	-
(-) Transfer of Current Year Profit/(Loss)	-513.86	-41.87
Closing balance	-3,304.00	-2,790.15
Total	3,972.12	4,485.98

10. Short Term Borrowings

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Loan from Step-down Subsidiary Company	1003.55	204.54
Loan from Directors	2.59	2.59
Loan from Other	1,991.45	1,545.82
Total	2,997.59	1,752.94

11. Trade Payables

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Due to Micro & Small Enterprises	-	-
Trade Payable for Goods	15.68	414.69
Total	15.68	414.69

***Trade Payables ageing schedule**

Particulars	As at March 31, 2024				
	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 years	2-3 years	More than 3 Years	Total
MSME	-	-	-	-	-
Others**	-	-	-	15.68	15.68
Disputed dues MSME	-	-	-	-	-
Disputed dues Others	-	-	-	-	-
Total	-	-	-	-	15.68

****Trade Payables ageing schedule**

Particulars	As at March 31, 2023				
	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 years	2-3 years	More than 3 Years	Total
MSME	-	-	-	-	-
Others**	2.10	-	-	412.59	414.69
Disputed dues MSME	-	-	-	-	-
Disputed dues Others	-	-	-	-	-
Total	-	-	-	-	414.69

The Company has not received any intimation on suppliers regarding their status under the Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 and hence disclosure as required under section 22 of The Micro, Small and Medium Enterprise regarding:

- Amount due and outstanding to suppliers as at the end of the accounting year;
- Interest paid during the year;
- Interest payable at the end of the accounting year;
- Interest accrued and unpaid at the end of the accounting year; have not been given, the company is making efforts to get the confirmation from the suppliers as regards their status under the said act.

12. Other Current Liabilities

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Statutory Dues	32.10	7.48
Unpaid Dividend	3.38	3.38
Other Payable	96.69	12.64
Total	132.18	23.51

13. Short Term Provisions (Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Provision for Employee Benefits	1.50	2.65
Total	1.50	2.65

14. Revenue from Operations (Rs. in Lakhs)

Particulars	2023-2024	2022-2023
(A) Sale of Products		
1) Sale of Goods	-	-
2) Others	224.44	33.01
Total	224.44	33.01

15. Other Income (Rs. in Lakhs)

Particulars	2023-2024	2022-2023
Interest Income	0.16	37.99
Other Income	-	-
Creditor Balance Written off	0.54	-
Excess Provision	-	-
Total	0.70	37.99

16. Purchase of Stock in Trade (Rs. in Lakhs)

Particulars	2023-2024	2022-2023
(A) Purchase of Products		
1) Purchase of Goods	-	-
Total	-	-

17. Employee Benefit Expenses (Rs. in Lakhs)

Particulars	2023-2024	2022-2023
Salary & Wages	18.30	16.71
Directors Remuneration	18.00	18.00
Bonus	1.40	0.54
Total	37.70	35.25

18. Finance Costs (Rs. in Lakhs)

Particulars	2023-2024	2022-2023
Interest Expense	228.87	63.12
Bank Charges	0.00	0.01
Total	228.87	63.12

19. Depreciation (Rs. in Lakhs)

Particulars	2023-2024	2022-2023
Depreciation	-	0.11
Total	-	0.11

20. Other Expenses

(Rs. in Lakhs)

Particulars	2023-2024	2022-2023
Payment to Auditors *	0.90	0.75
Accounting Charges	0.09	0.97
Conveyance Exp	0.87	0.17
E Voting Charges	0.28	0.23
Repair & Maintenance Exps	0.37	0.03
Legal & Professional Charges	2.67	5.35
Office Exps	0.04	0.04
Preliminary Expense Written off	38.18	-
Statutory Difference	0.26	-0.69
Telephone Exps	0.04	0.07
Share Transfer Charges	0.54	0.82
Share Listing Exps	7.88	4.65
Stationary & Printing Exp	0.25	0.33
Advertisement Expenses	0.37	0.27
Business Advisory Fees	125.00	-
ROC Fees	0.07	0.45
Pre-operative Expense Written off	127.30	-
Public Issue Expense Written off	7.05	-
Demerger Expenses Written off	146.60	-
Interest Receivable Write off	12.81	-
Website Designing Expense	0.11	-
Other Miscellaneous Expenses	0.70	0.95
Total	472.37	14.38
* Payment to Auditors For Audit Fees	0.90	0.75

Note : 21**A) Regarding Fixed Assets****Capital Work in Progress****Ageing Schedule**

Particulars CWIP	As at March 31, 2024 Amount in CWIP for a period of				
	Less than 1 Year	1-2 years	2-3 years	More than 3 Years	Total*
Projects in progress					-
Building under construction					-
Plant & machinery					-
Electrical Installation					-
Laboratory Equipments					-
all other Assets					-
Expenses pending for capitalisation					-
Projects temporarily suspended					-
Total	-	-	-	-	-

Particulars CWIP	As at March 31, 2023 Amount in CWIP for a period of				
	Less than 1 Year	1-2 years	2-3 years	More than 3 Years	Total*
Projects in progress Building under construction Plant & machinery Electrical Installation Laboratory Equipments all other Assets Expenses pending for capitalisation Projects temporarily suspended	NIL				-
Total	-	-	-	-	-

* Total should tally with CWIP amount in the Balance Sheet

B) Capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan Completion schedule :**

Particulars CWIP	As at March 31, 2024 Amount in CWIP for a period of				
	Less than 1 Year	1-2 years	2-3 years	More than 3 Years	Total*
Projects 1 Projects 2	NIL				-
Total	-	-	-	-	-

Particulars CWIP	As at March 31, 2023 Amount in CWIP for a period of				
	Less than 1 Year	1-2 years	2-3 years	More than 3 Years	Total*
Projects 1 Projects 2	NIL				-
Total	-	-	-	-	-

Note : 21

**a) Intangible Assets under Development
Ageing Schedule**

Intangible Assets under Development	As at March 31, 2024 Amount in CWIP for a period of				
	Less than 1 Year	1-2 years	2-3 years	More than 3 Years	Total*
Projects in Progress Projects temporarily suspended	NIL				-
Total	-	-	-	-	-

Intangible Assets under Development	As at March 31, 2023 Amount in CWIP for a period of				
	Less than 1 Year	1-2 years	2-3 years	More than 3 Years	Total*
Projects in Progress Projects temporarily suspended	NIL				-
Total	-	-	-	-	-

* Total should tally with the amount of Intangible Assets under development in the Balance Sheet

- b) Intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan.
Ageing schedule

Intangible Assets under Development	As at March 31, 2024 To be completed in				
	Less than 1 Year	1-2 years	2-3 years	More than 3 Years	Total*
Projects 1 Projects 2	NIL				-
Total	-	-	-	-	-

Intangible Assets under Development	As at March 31, 2023 To be completed in				
	Less than 1 Year	1-2 years	2-3 years	More than 3 Years	Total*
Projects 1 Projects 2	NIL				-
Total	-	-	-	-	-

(C) Details of benami property held

Particulars	Details
Details of such property, including year of acquisition	NIL
Amount thereof	
Details of Beneficiaries	
If property is in the books, then reference to the item in the Balance Sheet	
If property is not in the books, then the fact shall be stated with reasons	
Details of proceedings against the company	
Nature of proceedings, status of same and company's view on same	
Where any proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder, the details of it to be given as mentioned above.	

(d) Title deeds of Immovable Property not held in name of the Company

Relevant line item in the Balance Sheet	Description of item of property	Gross carrying value	Title deed held in the name of	Whether title deed holder is a promoter, director or relative # of promoter*/Director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company*
PPE	Land			NIL		
	Building					
Investment Property	Land					
	Building					
PPE retired from active used and held for disposal	Land					
	Building					
Others						

Note 22. Other Long-term Liabilities

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Trade Payables*	-	-
Creditor for Capital Expenditures	-	-
Others	-	-
Total	-	-

* Trade Payables ageing schedule for Capital Expenditure

As at March 2024

Particulars	Outstanding for following periods from due date of Payment					
	Not due for 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) Disputed dues Others						-
Total						-

* Trade Payables ageing schedule for Capital Expenditure

As at March 2023

Particulars	Outstanding for following periods from due date of Payment					
	Not due for 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) Disputed dues Others						-
Total						-

Note 23. Trade Payables

(Rs. in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Creditor for Good	15.68	414.69
Creditor Expenses	-	-
Creditor for Others	-	-
Total	15.68	414.69

*** Trade Payables ageing schedule**

As at March 2024

Particulars	Outstanding for following periods from due date of Payment					
	Not due for Payment	Less than 1 Year	1-2 years	2-3 years	More than 3 Years	Total*
i) MSME	-	-	-	-	-	-
ii) Others	-	--	-	-	15.68	15.68
iii) Disputed dues MSME	-	-	-	-	-	-
iv) Disputed dues Others	-	-	-	-	-	-
Total	-	-	-	-	-	15.68

*** Trade Payables ageing schedule**

As at March 2023

Particulars	Outstanding for following periods from due date of Payment					
	Not due for Payment	Less than 1 Year	1-2 years	2-3 years	More than 3 Years	Total*
i) MSME	-	-	-	-	-	-
ii) Others	-	2.10	-	-	412.59	414.69
iii) Disputed dues MSME	-	-	-	-	-	-
iv) Disputed dues Others	-	-	-	-	-	-
Total	-	-	-	-	-	414.69

** The Company has not received any intimation on suppliers regarding their status under the Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 and hence disclosure as required under section 22 of The Micro, Small and Medium Enterprise regarding:

- Amount due and outstanding to suppliers as at the end of the accounting year;
- interest paid during the year;
- interest payable at the end of the accounting year;
- interest accrued and unpaid at the end of the accounting year; have not been given, the company is making efforts to get the confirmation from the suppliers as regards their status under the said act.

Note : 24

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Other Non Current Assets		
Long Term Trade Receivables*	--	--
Fixed Deposits having maturity of more than 12 months others (specify nature)	--	--
Total	--	--

*Trade Receivables ageing schedule

Particulars		As at March 31, 2024						
		Outstanding for following periods from due date of payment						
		Not due for payment	Unbilled	Less than 6 months	1-2 years	2-3 years	More than 3 years	Total
i	Undisputed Trade Receivable-considered good	NIL						--
ii	Undisputed Trade Receivable-considered doubtful							--
iii	Disputed Trade Receivable-considered good							--
iv	Disputed Trade Receivable-considered doubtful							--

Particulars		As at March 31, 2023						
		Outstanding for following periods from due date of payment						
		Not due for payment	Unbilled	Less than 6 months	1-2 years	2-3 years	More than 3 years	Total
i	Undisputed Trade Receivable-considered good	NIL						--
ii	Undisputed Trade Receivable-considered doubtful							--
iii	Disputed Trade Receivable-considered good							--
iv	Disputed Trade Receivable-considered doubtful							--

Note : 25

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Trade Receivables		
Secured, considered good	55.99	36.74
Unsecured, considered good	--	--
Doubtful	--	--
Less : Provisions for doubtful trade receivables	--	--
Total	55.99	36.74

*Trade Receivables ageing schedule

Particulars		As at March 31, 2024						
		Outstanding for following periods from due date of payment						
		Not due for payment	Unbilled	Less than 6 months	1-2 years	2-3 years	More than 3 years	Total
i	Undisputed Trade Receivable-considered good	--	--	17.34	22.60	--	--	55.99
ii	Undisputed Trade Receivable-considered doubtful	--	--	--	--	--	--	--
iii	Disputed Trade Receivable-considered good	--	--	--	--	--	--	--
iv	Disputed Trade Receivable-considered doubtful	--	--	--	--	--	--	--

Particulars		As at March 31, 2023						
		Outstanding for following periods from due date of payment						
		Not due for payment	Unbilled	Less than 6 months	1-2 years	2-3 years	More than 3 years	Total
i	Undisputed Trade Receivable-considered good	--	--	36.74	--	--	--	36.74
ii	Undisputed Trade Receivable-considered doubtful	--	--	--	--	--	--	--
iii	Disputed Trade Receivable-considered good	--	--	--	--	--	--	--
iv	Disputed Trade Receivable-considered doubtful	--	--	--	--	--	--	--

Note : 26

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Cash & cash equivalents		
Balances with banks		
In Deposit Accounts :		
Fixed deposits having maturity of less than 3 months	--	--
Other Bank Balances :		
Fixed deposits having maturity of more than 3 months	--	--
Fixed deposits having maturity of more than 12 months	--	--
Sub Total	--	--
Less :Fixed deposits having maturity of more than 12 months (included in Note no. 19 - Other Non Current Assets)	--	--
TOTAL	--	--

Note : 26.1

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
The details of fixed deposits pledged with banks		
Fixed deposits pledged with banks as security against credit facilities	--	--
Fixed deposits pledged with banks as security against overdraft facility	--	--
Total	--	--

Note : 27

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Short term loans and advances (Secured / Unsecured Considered Good)		
Loans & advances to Promoters, Directors, KMPs and Related parties	7,088.03	7,147.64
Total	7,088.03	7,147.64

Note : 27.1

(Rs. in Lakhs)

Particulars	Amount of loan or advances in the nature of loan outstanding		Percentage to total loans and Advances in the nature of loan	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023

Details of Loans & Advances to Promoters
Directors, KMPs and Related Parties

Type of Borrower

Promoters	--	--	--	--
Directors	--	--	--	--
KMPs	--	--	--	--
Related Parties	7,088.03	7,147.64	53.75	57.37

Note : 27.2

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
-------------	-------------------------	-------------------------

Information pursuant to Section 186(4) of the Companies Act, 2013

a) Particulars of loans given by Company

Name of the Directors/Promoters :	Rate of Int.	NIL
XYZ	..... % p.a.	

The loans have been given for business activities

b. There is no guarantee given or security provided by the Company.

Note : 27 (a)

(Rs. in Lakhs)

Particulars of transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 are given hereunder:			
Name of struck off Company	Nature of transactions with struck off Company	Balance outstanding	Relationship with the Struck off company, if any, to be disclosed
--	Investments in securities	--	NA
--	Receivables	--	NA
--	Payables	--	NA
--	Shares held by struck off company	--	NA
--	Other outstanding balances (to be specified)	--	NA

Note : 27 (b)**Details of Benami Property held**

Particulars	
Details of such property, including year of acquisition	NIL
Amount thereof	
Details of Beneficiaries	
If property is in the books, then reference to the item in the Balance Sheet	
If property is not in the books, then the fact shall be stated with reasons	
Details of proceedings against the company	
Nature of proceedings, status of same and company's view on same	

Where any proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder, the details of it to be given as mentioned above.

Note : 27 (c)**Title deeds of Immovable Property not held in name of the Company**

Relevant line item in the Balance Sheet	Description of item of property	Gross Carrying Value	Title deed held in the name of	Whether title deed holder is a promoter, director or relative# of promoter*/ director or employee of promoter / director	Property held since which date	Reason for not being held in the name of the company*
PPE	Land			NIL		
	Building					
Investment Property	Land					
	Building					
PPE retired from active use and held for disposal	Land					
	Building					
Others						

*Also indicate if in dispute

The company shall provide the details of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the company in format given above and where such immovable property is jointly held with others, details are required to be given to the extent of the company's share.

Note : 27 (d)**Compliance with number of layers of companies :**

Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017

(If company has made investment in subsidiary, the above note to be given)

NOTE : 27 (e)**Compliance with approved Scheme(s) of Arrangements**

Company has not prepared any Scheme of Arrangements in terms of sections 230 to 237 of the Companies Act, 2013, (If any scheme or arrangement has been approved by the Competent Authority in terms of Sections 230 to 237, the effect of such scheme to be disclosed).

NOTE : 27 (f)**Utilisation of borrowed funds and Share Premium**

- a) During the year, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- b) During the year, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

28. Significant Accounting Policies**• Company Overview**

Gujarat Natural Resources Limited (“the company”) is a listed company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The company is engaged in the business of oil and natural gas exploration, trading of goods and others. The company is listed on Bombay Stock Exchange.

• Statement of Compliance

The Standalone Financial Statements comply, in all material aspects, with Indian Accounting Standards (‘Ind AS’) notified under Section 133 of the Companies Act, 2013 (‘the Act’) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

Accordingly, the Company has prepared these Standalone Financial Statements which comprises of Balance Sheet as at 31 March 2024, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information.

• Basis for Preparation of Financial statements

The Standalone Financial Statements have been prepared on the historical cost basis, except for certain financial instruments and defined benefit plans which are measured at fair value at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. 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.

All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle and other criteria set out in the Schedule III to the Act.

• Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is classified as current when it satisfies any of the following criteria:

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

All other assets are classified as non-current.

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

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting date; or the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date

Terms of a liability that could, at the option of the counter party, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

- **Property, Plant and Equipment**

Property, plant and equipment are stated at acquisition cost net of tax / duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. Properties in the course of construction are carried at cost, less any recognized impairment losses. All costs, including borrowing costs incurred up to the date the asset is ready for its intended use, is capitalized along with respective asset.

Depreciation is recognized based on the cost of assets less their residual values over their useful lives, using the straight-line method. The useful life of property, plant and equipment is considered based on life prescribed in schedule II to the Companies Act, 2013 for year 2023-24

Asset	Useful Life
Office Equipment	5 Years
Furniture	10 Years
Office Premise	60 Years
Vehicle	10 Years
Plant & Machinery	15 Years

- **Financial Instruments**

Financial assets and financial liabilities are recognized when an entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial 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 of the financial assets or financial liabilities, as appropriate, on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

- **Financial Assets**

- ◆ Classification

The Company classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through OCI, or through profit or loss), and
- Those measured at amortized cost.
- Those measured at carrying cost for equity instruments subsidiaries and joint ventures.

- ◆ Initial recognition and measurement

All financial assets, are recognized initially at fair value

- **Financial liabilities and equity instruments**

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to the Standalone Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified to equity. Dividends from such investments are recognized in the Standalone Statement of Profit and Loss within other income when the Company's right to receive payments is established. Impairment losses (and reversal of impairment losses) on equity investments measured at FVTOCI are not reported separately from other changes in fair value.

Financial liabilities

The Company's financial liabilities comprise borrowings, trade payables and other liabilities. These are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the EIR method. The EIR is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period at effective interest rate. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

Financial liabilities at amortized cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortized cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortized cost are determined based on the effective interest method. Interest expense that is not capitalized as part of costs of an asset is included in the 'Finance costs' line item.

Trade and other payables are recognized at the transaction cost, which is its fair value.

- **Fair value measurement**

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 financial asset or settle the financial liability takes place either:

- In the principal market, or
- In the absence of a principal market, in the most advantageous market

The principal or the most advantageous market must be accessible by the Company.

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.

- **Revenue recognition**

The Company has adopted Ind AS 115 from 1st April, 2018 and opted for modified retrospective application with the cumulative effect of initially applying this standard recognised at the date of initial application. The standard has been applied to all open contracts as on 1st April, 2018, and subsequent contracts with customers from that date.

Performance obligation:

The revenue is recognized on fulfillment of performance obligation.

- **Sale of products:**

The Company earns revenue primarily from sale of Steel Product and Trading in goods. Payment for the sale is made as per the credit terms in the agreements with the customers. The credit period is generally short term, thus there is no significant financing component. The Company's contracts with customers do not provide for any right to returns, refunds or similar obligations. The Company's obligation to repair or replace faulty products under standard warranty terms is recognized as a provision.

Revenue is recognized when the performance obligations are satisfied and the control of the product is transferred, being when the goods are delivered as per the relevant terms of the contract at which point in time the Company has a right to payment for the asset, customer has possession and legal title to the asset, customer bears significant risk and rewards of ownership and the customer has accepted the asset or the Company has objective evidence that all criteria for acceptance have been satisfied.

- **Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization

- **Taxation**

Tax on Income comprises current and deferred tax. It is recognized in statement of profit and loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

- **Current tax**

Tax on income for the current period is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

- **Deferred tax**

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting year and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

- **Earnings per share**

The Company presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic earnings per share is computed by dividing the profit or loss after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit/(loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares including the treasury shares held by the Company to satisfy the exercise of the share options by the employees

◆ **Notes on Accounts**

- Capital Expenditure Commitments: Nil
- Related Party Transactions: -

As per Indian Accounting Standard (Ind AS-24) issued by the Institute of Chartered Accountants of India, the disclosures of transactions with the related parties are given below:

List of related parties where control exists and related parties with whom transactions have taken place and relationships:

No.	Name	Relationship
1	Shalin A. Shah	Managing Director (KMP)
2	Ashok C. Shah	Director
3	Chandrakant N. Chauhan (upto 19.03.2024)	Independent Director
4	Hiteshkumar M. Donga	CFO & Director
5	Alpesh S. Swadas	Independent Director
6	Mansi S. Shah	Independent Director
7	Barkha Lakhani	Company Secretary
8	Lेशa Industries Limited	Entities where Key Managerial Personnel / Director exercise significant influence and there are related party transactions during the year
9	Rhetan TMT Ltd.	
10	Lेशa Ventures Private Limited	
11	Ashnisha Industries Limited	
12	GNRL Oil & Gas (I) Private Limited	Indian Wholly Owned Subsidiary Company
13	GNRL Oil & Gas Limited	Foreign Step-down Subsidiary Companies
14	Heramec Oil & Gas (Singapore) Pte. Ltd.	
15	Alkor Petro Overseas Ltd.	

➤ **Transactions with Related Parties**

Transactions that have taken place during the period April 1, 2023 to March 31, 2024 with related parties by the company stated below.

(Rs. in Lakhs)

Sr. No.	Name	Nature of the Transaction	Amount 2023-24	Amount 2022-23
1	Shalin A. Shah	Opening Balance	2.59	2.20
		Loan Taken	-	-
		Loan Repaid	-	0.26
		Closing Balance	2.59	2.59
	Shalin A. Shah	Opening Balance	1.29	-
		Remuneration Payable	18.00	18.00
		Remuneration Paid	19.28	19.3
		Closing Balance	-	1.29
2	Hiteshkumar M Donga	Opening Balance	0.75	-
		Remuneration Payable	10.45	10.06
		Remuneration Paid	10.45	10.06
		Closing Balance	0.75	0.75
3	Barkha Lakhani	Opening Balance	0.36	-
		Remuneration Payable	5.56	4.31
		Remuneration Paid	5.42	4.28
		Closing Balance	0.50	0.36
4	GNRL Oil & Gas (I) Pvt Ltd (Formerly known as Sigma Oil & Gas Pvt. Ltd.)	Opening Balance	7,147.90	6,506.82
		Loan Granted	189.00	705.00
		Loan Received	248.87	63.92
		Closing Balance	7,088.03	7,147.90
5	GNRL Oil & Gas Limited	Opening Balance	204.54	-
		Loan Granted	NIL	NIL
		Loan Received	799.01	NIL
		Closing Balance	1,003.55	204.54
6	Rhetan TMT Ltd	Loan Granted	45.00	0.00
		Loan Recovered	45.00	0.00
		Closing Balance	NIL	NIL
		Opening Balance	0.00	0.00
		Trade Receivable	219.48	0.00
		Closing Balance	17.34	0.00
9	Ashnisha Industries Limited	Opening Balance	10.73	0.00
		Trade Receivable	20.06	10.73
		Closing Balance	26.71	10.73
10	Leshya Industries Ltd.	Loan Taken	0.00	0.00
		Loan Repaid	0.00	300.30
		Closing Balance	0.00	0.00

Payment to the Auditors

Particulars	2023-2024	2022-2023
Audit Fees	0.90	0.75
Others	-	-
Total	0.90	0.75

➤ **Earnings per Share :-**

The earning considered in ascertaining the company's EPS comprises the profit available for shareholders i.e. profit after tax and statutory/regulatory appropriations. The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the year as per the guidelines of IndAS-33.

Particulars	2023-2024	2022-2023
Net Profit Attributable to share holders	(513.86)	(41.87)
Weighted average number of equity shares (Nos.)	802.52	802.52
Basic earnings per share (Rs.)	(0.64)	(0.05)
Diluted earnings per share (Rs.)	(0.64)	(0.05)
Nominal value of equity share (Rs.)	10	10

➤ **Details of loan made during the year 2023-24 as per section 186(4) of The Companies Act 2013** (Rs. in Lakhs)

Name of Entity	Nature of Transaction	Amount (Outstanding)	Purpose of Loan	Period
Akhil Retail Pvt Ltd	Loan Given	705.38	Business	Short Term Advances – On Demand
Clear Water Commodities Pvt Ltd	Loan Given	4.50	Business	Short Term Loan – On Demand
Gujarat Credit Corporation Ltd	Loan Given	100.00	Business	Short Term Advances – On Demand
GNRL Oil & Gas (I) Pvt Ltd	Loan Given	7,088.03	Business	Short Term Advances – On Demand
Khyati Projects	Loan Given	1,750.00	Business	Short Term Advances – On Demand
Shyamsunder Caplease Pvt Ltd	Loan Given	2,725.00	Business	Short Term Advances – On Demand

➤ **Capital Management**

The Company manages its capital to ensure that entities in the Company will be able to continue as going concerns while maximizing the return to stakeholders through the optimization of the debt and equity balance. The capital structure of the Company consists of net debt (borrowings offset by cash and bank balances) and total equity of the Company.

Particulars	As at 31st March, 2024	As at 31st March, 2023
Total equity attributable to the equity shareholders of the company	8,025.16	8,025.16
As percentage of total capital	73.04%	82.18%
Current loans and borrowings	2,997.58	1,752.94
Non-current loans and borrowings	-	-
Total loans and borrowings	2,997.58	1,752.94
Cash and cash equivalents	36.01	12.47
Net loans & borrowings	2,961.57	1,740.48
As a percentage of total capital	26.96%	17.82%
Total capital (loans and borrowings and equity)	10,986.73	9,765.64

➤ **Fair Value measurements**

A. Financial instruments by category

Particulars	As at 31st March, 2024			As at 31st March, 2023		
	Amortized Cost	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI
Financial Asset						
Investment	-	1,543.50	-	-	1,543.50	-
Non-Current Loans	-	320.27	-	-	320.57	-
Trade receivables	-	-	-	-	-	-
Cash & Cash Equivalents	-	36.01	-	-	12.47	-
Current Loans	-	13,187.91	-	-	12,459.13	-
Total Financial Asset	-	15,087.69	-	-	14,335.67	-
Financial Liabilities						
Borrowings	-	2,997.58	-	-	1,752.94	-
Trade Payables	-	15.67	-	-	414.69	-
Other Financial Liabilities	-	-	-	-	-	-
Total Financial Liabilities	-	3,013.25	-	-	2,167.64	-

* Excluding investments in subsidiaries, joint control entities and associates measured at cost in accordance with Ind AS-27

Fair value hierarchy

The following section explains the judgments and estimates made in determining the fair values of the financial instruments that are recognized and measured at fair value through profit or loss. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial investments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

B. Fair value hierarchy for assets

Financial assets measured at fair value at March 31, 2024

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment	1,543.50	--	--	1,543.50

Financial assets measured at fair value at March 31, 2023

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment	1,543.50	--	--	1,543.50

Notes:

Level 1 hierarchy includes financial instruments measured using quoted prices (unadjusted) in active market for identical assets that the entity can access at the measurement date. This represents mutual funds that have price quoted by the respective mutual fund houses and are valued using the closing Net asset value (NAV).

Level 2 hierarchy includes the fair value of financial instruments measured using quoted prices for identical or similar assets in markets that are not active.

Level 3 if one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted compound instruments.

There are no transfers between any of these levels during the year. The Company's policy is to recognize transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

C. Fair value of financial assets and liabilities measured at amortized cost

The Management has assessed that fair value of loans, trade receivables, cash and cash equivalents, other bank balances, other financial assets and trade payables approximate their carrying amounts largely due to their short-term nature. Difference between carrying amount of Bank deposits, other financial assets, borrowings and other financial liabilities subsequently measured at amortized cost is not significant in each of the years presented.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

➤ **Financial risk management**

The Company’s board of directors has overall responsibility for the establishment and oversight of the Company’s risk management framework. The board has established the Audit Committee, which is responsible for developing and monitoring the Company’s risk management policies. The Committee holds regular meetings and report to board on its activities. The Company’s risk management policies are established to identify and analyses the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company’s activities. The Company, through it straining and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Company’s risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc views of risk management controls and procedures, the results of which are reported to the audit committee.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management of Risk
Credit Risk	Cash and Cash equivalents, trade receivables, Financial assets measured at amortized cost	Aging Analysis	Diversification of funds to bank deposits, Liquid funds and Regular Monitoring of credit limits
Liquidity Risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of surplus cash, committed credit lines and borrowing facilities

(a) Credit risk

Credit risk is the risk of financial loss to the company if a customer or counter party to a financial instrument fails to meet its contractual obligations. The company is exposed to the credit risk from its trade receivables, unbilled revenue, investments, cash and cash equivalents, bank deposits and other financial assets. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counter party credit risk is to prevent losses in financial assets.

Trade Receivables

Trade receivables comprise a widespread customer base. Management evaluates credit risk relating to customers on an ongoing basis. If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors

For trade receivables, provision is provided by the company as per the below mentioned policy:

Particulars	Gross Carrying Amount	Expected credit losses rate (%)	Expected Credit Losses	Carrying Amount of Trade Receivable
Considered for Goods				
0-12 Months	55.99	0	0	55.99
More than 1 Year	0	0	0	0
Total	55.99	0	0	55.99

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Liquidity Table

The Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods is given below. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows. The contractual maturity is based on the earliest date on which the Company may be required to pay.

As at March 31, 2024

(in Lakhs)

Financial Liabilities	Payable within 0 to 12 months	More than 12 months	Total
Non-current Financial Liabilities			
Borrowings	-	-	-
Current Financial Liabilities			
Borrowings	2,997.58	-	2,997.58
Trade Payables	15.67	-	15.67
Other Financial Liability	-	-	-
Total Financial Liabilities	3,013.25	-	3,013.25

As at March 31, 2023

Financial Liabilities	Payable within 0 to 12 months	More than 12 months	Total
Non-current Financial Liabilities			
Borrowings	-	-	-
Current Financial Liabilities			
Borrowings	1,752.94	-	1,752.94
Trade Payables	414.69	-	414.69
Other Financial Liability	-	-	-
Total Financial Liabilities	2,167.64	-	2,167.64

(c) Price Risk Exposure

The Company's exposure to securities price risk arises from investments held in mutual funds and classified in the balance sheet at fair value through profit or loss. To manage its price risk arising from such investments, the Company diversifies its portfolio. Further these are all debt base securities for which the exposure is primarily on account of interest rate risk. Quotes (NAV) of these investments are available from the mutual fund houses. Profit for the year would increase/decrease as a result of gains/losses on these securities classified as at fair value through profit or loss.

➤ Others

- As informed by the management that the loans are interest free, which in our opinion is violation of Section 186 (7) of the Companies Act, 2013.
- Confirmation of the concerned parties for the amount due to them and/or due from them as per accounts of the company is not received. Necessary adjustments, if any, will be made when accounts are reconciled or settled. Balance of sundry debtors and creditors, loans and advances accepted and given in the balance sheet are subject to confirmation.
- In the opinion of board of directors the value of loans and advances and other current assets have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in balance sheet.

- There is carry forward of losses, the company need not to recognize deferred tax assets in the event of non-availability of convincing evidence as to future income.
- The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.
- **Financial Ratios for the Financial Year 2023-24 :**

Sr. No.	Ratios	Numerator	Denominator	As at 31st March, 2024	As at 31st March, 2023	% change in Ratio	Remark - Any change in the ratio by more than 25% as compared to the preceding year
(i)	Current Ratio	Current Assets	Current Liabilities	4.22	5.70	-95.78	Due to decrease in current assets & current liabilities
(ii)	Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.25	0.14	-99.75	As Borrowings are increase from previous year
(iii)	Debt Service Coverage Ratio	Earnings available for Debt Servicing	Total Debt Service	-1.24	0.34	-101.24	As Borrowings are increase from previous year Earnings are decrease from Previous Year
(iv)	Return on Equity Ratio	Profit After Taxes	Average Equity	-4.28	-0.33	-104.28	Earnings are decrease from Previous Year
(v)	Inventory turnover ratio (in days)	Cost of Goods Sold	Average Inventory	-	-	-	-
(vi)	Trade Receivables turnover ratio (In days)	Revenue from Operations	Average Trade Receivables	4.84	1.80	-95.16	Majourly due to increase in Revenue from Operations
(vii)	Trade Payables Turnover Ratio (In days)	Purchase of Goods & Services and Other expense	Average Trade Payables	-	-	-	-
(viii)	Net Capital turnover	Revenue from Operations	Working Capital	2.21	0.32	-97.79	Majourly due to increase in Revenue from Operations
(ix)	Net Profit Ratio	Net Profit After Taxes	Revenue from Operations	-2.29	-1.26	-102.39	Majourly due to increase in Revenue from Operations

(x)	Return on Capital Employed	Earnings before Interest and Tax	Capital Employed	-0.02	-0.03	-100.02	As Borrowings are increase from previous year Earnings are decrease from Previous Year
(xi)	Return on Investments	Income from Investments	Cost of Investment	-	-	-	-

For, **Gujarat Natural Resources Limited**

For, **G M C A & Co.**
Chartered Accountants
FRN: 109850W

Shalin A. Shah
Managing Director
DIN : 00297447

Ashok C. Shah
Director
DIN : 02467830

Hitesh Donga
CFO

Barkha Lakhani
Company Secretary

CA. Mitt S. Patel
(Partner)

Place : Ahmedabad
Date : 30.05.2024

Membership No. 163940
UDIN: 24163940BKADZP7434

Independent Auditor's Report

**To
The Members of
Gujarat Natural Resources Limited**

Opinion

We have audited the consolidated financial statements of Gujarat Natural Resources Limited (hereinafter referred to as the "Holding Company" or the "Corporation") and its subsidiaries (Holding Company and its subsidiaries together referred to as the "Group"), which comprise the consolidated balance sheet as at 31 March 2024, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of such subsidiaries were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2024, of its consolidated Loss and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on the internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls based on our audit.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group and joint operations to express an opinion on the consolidated financial statements, of which we are the independent auditors. We are responsible for the direction, supervision and performance of the audit of financial information of such entities. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- In respect of the financial statement of one subsidiary and its one step down subsidiary, we did not carry out the audit. This financial statements have been audited by other auditor whose reports have been furnished to us by the Management and in our opinion, in so far as it relates to the amount included in respect of this subsidiaries is based solely on the report of other auditor.
- We further report that in respect of the Four foreign step down subsidiaries, we have relied on the audited Financial Statement, these audited financial statements as approved by the respective Board of Directors of these companies have been furnished to us by the management and our report in so far as it relates to the amounts included in respect of these Four step down subsidiaries is based solely on such approved financial statements.

Report on other Legal and Regulatory Requirements

4. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
5. As required by section 143(3) of the Act, we report that:
 - b) We have sought and obtained all the information and an explanation which is to the best of our knowledge and beliefs were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standard) Rules, 2015, as amended
 - e) On the basis of written representations received from the directors as on 31st March, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:
 - iv. The Company does not have any pending litigations which would impact its financial position.
 - v. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - vi. There is no amount required to be transferred, to the investor's education & Protection Fund by the Company.
6. In accordance with the Ministry of Corporate Affairs (MCA) mandate effective from 1 April 2023, companies are required to maintain an audit trail for transactions affecting books of accounts. It is noted that Gujarat Natural Resources Industries Limited has implemented this audit trail reporting feature. This information is disclosed for transparency in our audit report.

For, G M C A & Co.

Chartered Accountants

FRN: 109850W

CA. Mitt S. Patel

Partner

Membership No. 163940

UDIN : 24163940BKADZR4604

Place: Ahmedabad

Date: 30/05/2024

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **GUJARAT NATURAL RESOURCES LIMITED** (“The Company”) as of March 31, 2024 in conjunction with our audit of the Consolidated financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on, “internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India and outside India , have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, G M C A & Co.

Chartered Accountants

FRN: 109850W

CA. Mitt S. Patel

Partner

Membership No. 163940

UDIN : 24163940BKADZR4604

Place: Ahmedabad

Date: 30/05/2024

GUJARAT NATURAL RESOURCES LIMITED				
(CIN:L27100GJ1991PLC016158)				
CONSOLIDATED BALANCE SHEET AS AT 31/03/2024				
				Rs. In Lakhs
Particulars	Note No.	As at		
		31st March, 2024	31st March, 2023	
ASSETS				
1 Non-current Assets				
(a) Property , Plant and Equipment and Intangible Assets	1	4,442.29	3,444.10	
(b) Capital work in progress	2	2,097.62	3,920.51	
(c) Goodwill	1	1,151.29	1,147.47	
(d) Financial Assets :				
i) Investments	3	-	-	
ii) Loans	4	254.58	252.46	
(e) Deferred tax assets (Net)		-	-	
(f) Other non-current assets	5	225.66	530.00	
Total Non-current Assets		8,171.45	9,294.53	
2 Current Assets				
(a) Inventories		371.72	391.94	
(b) Financial Assets :				
i) Investments		-	-	
ii) Trade Receivables	6	259.96	182.60	
iii) Cash & Cash Equivalents	7	545.49	603.34	
iv) Loans	8	6,160.43	5,383.45	
v) Other Financial Assets		-	-	
(c) Other Current Assets	9	441.19	429.47	
Total - Current Assets		7,778.80	6,990.78	
Total Assets		15,950.25	16,285.31	
Equity & Liabilities				
1. Equity				
(a) Equity Share Capital	10	8,025.16	8,025.16	
(b) Other Equity	11	2,884.51	3,279.69	
Total Equity		10,909.67	11,304.86	
2. Liabilities				
A) Non-Current Liabilities				
(a) Financial Liabilities				
i) Borrowings	12	1,698.92	1,653.59	
(b) Deferred Tax Liabilities (Net)	13	260.31	302.93	
(c) Other Non-Current Liabilities	14	2.00	10.00	
Total Non- Current Liabilities		1,961.23	1,966.51	
B) Current Liabilities				
(a) Financial Liabilities				
i) Borrowings	15	2,374.95	1,931.56	
ii) Trade Payables	16			
(a) total outstanding dues of micro enterprises and small enterprises				
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		333.43	811.90	
iii) Other Financial Liabilities		-	-	
(b) Other Current Liabilities	17	332.50	210.11	
(c) Short Term Provisions	18	38.46	60.38	
Total Current Liabilities		3,079.34	3,013.94	
Total Equity & Liabilities		15,950.25	16,285.31	

For, G M C A & Co.
Chartered Accountants
FRN : 109850W

CA Mitt S. Patel
Partner
Membership No. 163940
UDIN:24163940BKADZR4604

For, Gujarat Natural Resources Limited

Shalin A. Shah
Managing Director
DIN: 00297447

Place : Ahmedabad
Date : 30/05/2024

Ashok C. Shah
Director
DIN : 02467830

Hitesh Donga
CFO

Barkha Lakhani
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE PERIOD				
FROM 01-04-2023 TO 31-03-2024				
			Rs. In Lakhs	
Particulars		Note No.	2023-24	2022-23
I	Revenue From Operations	19	2,739.68	1,330.87
II	Other Income	20	30.69	102.43
III	Total Income (I+II)		2,770.37	1,433.30
IV	Expenses			
	Purchase of Stock in Trade		-	-
	Changes in Inventories	21	0.48	0.68
	Employee Benefit Expenses	22	385.49	305.10
	Finance Costs	23	262.85	257.76
	Depreciation & Amortisation Expenses	24	752.76	306.96
	Other Expenses	25	1,799.44	925.85
	Total Expenses		3,201.01	1,796.34
V	Profit Before Exceptional & Extraordinary Items & Tax (III-IV)		-430.65	-363.04
VI	Exceptional Items		-	-
VII	Profit Before Extraordinary Items & Tax		-430.65	-363.04
	Extraordinary Items		-	210.39
VIII	Profit Before Tax		-430.65	-573.43
IX	Tax Expenses		-	-
	Excess Provision of Income Tax		-	-
	Current Tax/ Interest on Income Tax/ Deferred Tax		-42.60	46.53
X	Profit/(Loss) for the period from Continuing Operations(IX-X)		-388.04	-619.96
XI	Profit/(Loss) from Discontinuing Operations			
XII	Tax Expense of Discontinuing Operations			
XIII	Profit/(Loss) from Discontinuing Operations (after tax)(XII-XIII)		-	-
XIV	Profit/(Loss) for the Period(XI+XIV)		-388.04	-619.96
XV	Other Comprehensive Income		-	-
	A(i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	B (i) Items that will be reclassified to profit or loss		-	-
	ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	Other Comprehensive Income for the period		-	-
XVI	Total Comprehensive Income for the period (XIV+XV)		-388.04	-619.96
XVI	Earning Per Equity Share			
	Basic		-0.48	-0.77
	Diluted		-0.48	-0.77

For, G M C A & Co.
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Barkha Lakhani
Company Secretary

Place : Ahmedabad
Date : 30/05/2024

		Rs. In Lakhs	
Particulars		2023-2024	2022-2023
A	Cash flow from Operating Activities		
	Net Profit Before Tax	-430.65	-363.04
	Adjustments for:		
	Add Depreciation	752.76	306.96
	Less Interest Income	-	69.13
	Less Extra-Odinary Items	-	-
	Add Adjustment due to Consolidation	-7.98	-
	Add Interest Expenses	262.85	257.76
	Operating Profit / (Loss) before Working Capital Changes	576.98	132.55
	Adjustments for:		
	Increase/(Decrease) in Trade Payable	-	-240.48
	Increase/(Decrease) in other current liabilities	122.38	-184.27
	Increase/(Decrease) in Short Term Borrowings	443.39	1,249.14
	Increase/(Decrease) in Provisions	-21.91	39.91
	(Increase)/Decrease in Trade Receivables	-77.37	462.48
	(Increase)/Decrease in inventories	20.21	-68.89
	(Increase)/Decrease in Short term Loans & Advances	-776.99	-130.43
	(Increase)/Decrease in Other Current Asset	-11.72	-374.00
	Cashflow generated from Operating Activities	274.99	886.01
	Income Tax Paid (Net of Refund)	-	-
	Net Cashflow generated from Operating Activities A	274.99	886.01
B	Cash flow from Investment Activities		
	Purchase of Property , Plant and Equipment	71.93	-1,109.20
	Change in Other Equity	-	-81.31
	Sale of Assets	-	-
	Sale of Investments	-	-
	Purchase of Investments	-	-
	Interest Income	-	69.13
	Net Cashflow generated from Investments Activities B	71.93	-1,121.38
C	Cash flow from Financiing Activities		
	Interest Expenses	-262.85	-257.76
	Issue of Convertible Warrant		
	Proceeds/(Repayment) towards share capital	-	-
	(Increase)/Decrease in other non-current assets	304.33	-27.51
	(Increase)/Decrease in Long term loans & advances	-2.12	354.22
	Increase/(Decrease) in Other Non Current liabilities	-8.00	-31.16
	Money received against share warrant	-3.02	-
	Net Change in Unsecured Loans Taken	45.34	313.73
	Net Cashflow generated from Financing Activities C	73.68	351.52
	Net Change in Cash & Cash Equivalents (A+B+C)	420.60	116.14
	Opening Cash & Cash Equivalents	603.34	487.20
	Closing Cash & Cash Equivalents	1,023.93	603.34

For, G M C A & Co.
Chartered Accountants
FRN : 109850W

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Director
DIN : 02467830

Hitesh Donga
CFO

Barkha Lakhani
Company Secretary

Place : Ahmedabad
Date : 30/05/2024

- **Company Overview**

Gujarat Natural Resources Limited (“The Company”) is a listed company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The company is engaged in the business of oil and natural gas exploration, trading of goods and other. The company is listed on Bombay Stock Exchange.

- **Basis of preparation and presentation**

- i. **Basis of Preparation**

The Consolidated Financial Statements of the Group have been prepared to comply with the Indian Accounting Standards (‘Ind AS’), including the rules notified under the relevant provisions of the Companies Act, 2013. The Consolidated Financial Statements comprises of Gujarat Natural Resources Limited and its subsidiaries, being the entities that it controls. Controls are assessed in accordance with the requirement of Ind AS 110 - Consolidated Financial Statements.

- ii. **Basis of Measurement**

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) that are measured at fair value (refer accounting policy regarding financial instruments)
- asset held for sale and biological Assets – measured at fair value less cost to sell;
- defined benefit plans – plan assets measured at fair value less present value of defined benefit obligation; and
- share-based payments

- **Basis of Consolidation**

- a) The financial statements of the Holding Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.
- b) Profits or losses resulting from intra-group transactions that are recognized in assets, such as Inventory and Property, Plant and Equipment, are eliminated in full.
- c) Goodwill represents the difference between the Company’s share in the net worth of subsidiaries and the cost of acquisition at each point of time of making the investment in the subsidiaries.
- d) The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.
- e) The Financial statements of the current financial year are consolidated financial statements, whereas the comparative information is standalone financial statement of preceding financial year.

- **Functional and Presentation Currency:**

Items included in the financial statements of the company are measured using the currency of the primary economic environment in which the company operates (“the functional currency”). Indian Rupee is the functional currency of the company.

The financial Statements are presented in Indian Rupees and all values are rounded to the nearest lakhs as per the requirement of Schedule III, except when otherwise indicated.

- **Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification an asset is classified as current when it satisfies any of the following criteria:

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

All other assets are classified as non-current.

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

- it is expected to be settled in the Company’s normal operating cycle;

- it is held primarily for the purpose of being traded;
 - it is due to be settled within 12 months after the reporting date; or the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date
- Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

- **Goodwill**

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognized directly in the consolidated Statement of Profit and Loss. An impairment loss recognized for goodwill is not reversed in subsequent periods. On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

- **Property, Plant and Equipment**

Property, plant and equipment are stated at acquisition cost net of tax / duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. Properties in the course of construction are carried at cost, less any recognized impairment losses. All costs, including borrowing costs incurred up to the date the asset is ready for its intended use, is capitalized along with respective asset.

Depreciation is recognized based on the cost of assets less their residual values over their useful lives, using the straight-line method. The useful life of property, plant and equipment is considered based on life prescribed in schedule II to the Companies Act, 2013 for year 2023-24.

Asset	Useful Life
Office equipment	5 Years
Furniture	10 Years
Office Premise	60 Years
Vehicle	10 Years
Plant & Machinery	15 Years

- **Financial Instruments**

Financial assets and financial liabilities are recognized when an entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial 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 of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

- **Financial Assets**

- **Classification**

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI, or through profit or loss), and

- Those measured at amortized cost.
- Those measured at carrying cost for equity instruments of subsidiaries and joint ventures.

➤ **Initial recognition and measurement**

All financial assets, are recognized initially at fair value

- **Financial liabilities and equity instruments**

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

- **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

- **Financial liabilities**

All financial liabilities are measured at amortized cost using the effective interest method or at FVTPL.

- **Financial liabilities at amortized cost**

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortized cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortized cost are determined based on the effective interest method. Interest expense that is not capitalized as part of costs of an asset is included in the 'Finance costs' line item.

Trade and other payables are recognized at the transaction cost, which is its fair value.

- **Fair value measurement**

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 financial asset or settle the financial liability takes place either:

- In the principal market, or
- In the absence of a principal market, in the most advantageous market

The principal or the most advantageous market must be accessible by the Company.

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.

- **Revenue recognition**

The Company has adopted Ind AS 115 from 1st April, 2018 and opted for modified retrospective application with the cumulative effect of initially applying this standard recognized at the date of initial application. The standard has been applied to all open contracts as on 1st April, 2018, and subsequent contracts with customers from that date.

Performance obligation:

The revenue is recognized on fulfillment of performance obligation.

- **Sale of products:**

The Company earns revenue primarily from sale of oil and natural gas exploration. Payment for the sale is made as per the credit terms in the agreements with the customers. The credit period is generally short term, thus there is no significant financing component.

The Company's contracts with customers do not provide for any right to returns, refunds or similar obligations. The Company's obligation to repair or replace faulty products under standard warranty terms is recognized as a provision.

Revenue is recognized when the performance obligations are satisfied and the control of the product is transferred, being when the goods are delivered as per the relevant terms of the contract at which point in time the Company has a right to payment for the asset, customer has possession and legal title to the asset, customer bears significant risk and rewards of ownership and the customer has accepted the asset or the Company has objective evidence that all criteria for acceptance have been satisfied.

- **Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

- **Taxation**

Tax on Income comprises current and deferred tax. It is recognized in statement of profit and loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

- **Current tax**

Tax on income for the current period is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

- **Deferred tax**

Deferred tax is recognized for the future tax consequences of deductible temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date, using the tax rates and laws that are enacted or substantively enacted as on reporting date. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences can be utilized. Deferred tax relating to items recognized outside the statement of profit and loss is recognized outside the statement of profit and loss, either in other comprehensive income or directly in equity. The carrying amount of deferred tax assets is reviewed at each reporting date.

- **Earnings per share**

The Company presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to the ordinary shareholders of the company by the weighted average number of ordinary shares outstanding during the period. Where ordinary shares are issued but not fully paid, they are treated in the calculation of basic earnings per share as a fraction of an ordinary share to the extent that they were entitled to participate in dividends during the period relative to a fully paid ordinary share. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares Considered for deriving basic EPS and weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

- **Existing contracts/agreements where non-fulfillment of the obligations by any party will have significant impact on Company's business:** None
- **Other relevant material updates about the Company's business:** No such material information at this point of time.

25. Notes on Accounts

➤ **Interest in Joint Ventures**

The Indian Project office's current producing, and active Exploration & Development activities relate to the following Fields:

AS AN OPERATOR (5 FIELDS)	AS A NON OPERATOR (1 FIELDS)
• Allora Field	• North Balol Field
• Dholasan Field	
• Kanawara Field	
• North Kathana Field	
• Unawa Field (With effective from 04/10/2021)	

The unincorporated joint ventures relating to the above mentioned Fields were set up under the respective Production Sharing Contracts (PSCs) entered into with the Government of India. The details of the participating interest as on March 31, 2024 are set out below.

SI No	Field–Location Status	Joint Ventures Partners	Participating Interest (%)
1	Dholasan Field Onshore Development	1. GNRL Oil & Gas Limited (Formerly Heramec Limited) (Operator)	100
2	Kanawara Field Onshore Development	1. Gujarat State Petroleum Corporation Ltd. 2. GNRL Oil & Gas Limited (Formerly Heramec Limited) (Operator)	70.00 30.00
3	North Kathana Field Onshore Development	1. GNRL Oil & Gas Limited (Formerly Heramec Limited) (Operator)	100
4	Allora Field Onshore Development	1. GNRL Oil & Gas Limited (Formerly Heramec Limited) (Operator)	100
5	Unawa Field Onshore Development	1. GNRL Oil & Gas Limited (Formerly Heramec Limited)	100
6	North Balol Field Onshore Development	1. Gujarat State Petroleum Corporation Ltd. 2. GNRL Oil & Gas Limited (Formerly Heramec Limited) 3. Hindustan Oil Exploration Company Limited (Operator)	45.00 30.00 25.00

In taking up its share of balances of assets, liabilities, income and expenditure from the unincorporated joint ventures as at March 31, 2024 GNRL Oil & Gas Limited has applied its participating interest in the respective PSCs as per the prevailing amended terms

Of the above, 6 fields/blocks are in production, namely Unawa, North Balol, Dholasan, North Kathana, Kanawara and Allora, Net quantity of Company's interest (on gross basis) in proved developed reserves is as follows:

Particulars	Proved Developed Reserves (Oil) (Million MT)	Proved Developed Reserves (Gas) (Million Cubic Meter)
Beginning of the Period	7.72	409.46
Recoverable Reserves	0.71892	229.203
Additions	-	-
Deletions	-	-
Production	0.0065	12.4390
Closing Balance for the year ended on 31.03.2024	0.7124	216.7640

The Company's share of reserve as on 30th June, 2008 has been considered on the basis of the "Reserve" certification provided by M/s. Gaffney, Cline & Associates.

- The financial statements of the Company reflect its share of Assets, Liabilities, Income and Expenditure of the Joint Venture operations which are accounted on a line to line basis with similar items in the Company's accounts to the extent of participating interest of the company as per the various joint venture agreements, in compliance of AS-27. The income and expenditure from Joint Ventures are disclosed separately in the Statement of Profit and Loss. The summary of the Company's share in Assets & Liabilities of Joint Ventures are as follow:

PARTICULARS	AS AT 31 st March 2024 (In Lakhs)	AS AT 31 st March 2023 (In Lakhs)
Fixed Assets	22,261.71	21,383.48
Current Assets	9,227.50	7,688.96
Current Liabilities	2,460.64	1,974.02

The Profit and Loss Account of the subsidiaries includes its share in Profit or Loss pertaining to the respective Joint Ventures. The summary of Profit and Loss Account for the year ended 31st March 2024 and 31st March 2023 is given as under:

PARTICULARS	2023-2024		2022-2023	
	Aggregate of all JVs	GNRL'S Share	Aggregate of all JVs	GNRL'S Share
INCOME				
Sale of Crude Oil	2,777.94	1,392.10	1,213.61	841.28
Sale of Gas	3,809.31	1,42.79	1,622.85	486.85
Increase/(Decrease) in Stock	-65.76	-19.73	227.34	63.56
Other Income	135.81	45.40	6.96	2.74
Total	6,657.30	2,560.57	3,070.75	1,394.44
EXPENDITURE				
Production and Administrative Expenses	2,157.82	1,190.72	1,890.02	1,038.52
Total Expenditure before Depreciation	2,157.82	1,190.72	1,890.02	1,038.52
PROFIT BEFORE DEPRECIATION	4,499.48	1,369.85	1,180.73	355.92

- **Contingent Liabilities**

1. The Company has given Bank Guarantees given/agreed in favour of Director General of Hydrocarbon, (DGH) New Delhi, India and the same is outstanding as on March 31, 2023 amounting to USD 8.81 thousands equivalent to ₹ 6.66 (Lakhs). This guarantee represents the share of GNRL Oil & Gas Limited in respect of the total estimated annual expenditure as per Approved Work Program in the contract area during the development phase of the existing discoveries. This bank guarantee represents the 30% share of Participating Interest (PI) of GNRL Oil & Gas Limited.
2. The Company has received notice from VAT department on 08/12/2014 for non- payment of VAT on Sludge Sale for the FY 2008-09 and FY 2009-10. Total demand raised by the department is of ₹ 23.97 (Lakhs) and ₹ 27.39 (Lakhs) for FY 2008-09 and FY 2009-10 respectively (Including Interest and penalty). The Company has filed appeal before Gujarat Value Added Tax Tribunal, against demand raised and paid advance payment of ₹ 4.00 (Lakhs) for granting appeal and stay against the recovery of the outstanding demand as per the order of the Gujarat Value Added Tax Tribunal dated 13/2/2015. Further on the same matter, the stay was granted by the way of order dated 03/03/2015, and the matter has been referred to the first appellant authority and it will have the liberty to decide the matter independently.

➤ **Contingent Liabilities of Joint Venture Fields**

1. During the financial year 2011-2012 discovery of oil in TS#8 (Tarapur South#8) of CB-ON/2 field has been regularized and shall be governed by provisions of PSC for North Kathana Joint Venture as per the regularization order received from the Directorate General of Hydrocarbons, Ministry of Petroleum & Natural Gas, Govt. of India dated 15th February 2012. Based on the said order, the company has recognized asset (NK#5) and corresponding income on the basis of its participating interest in North Kathana PSC. In view of the same, the Company has not considered any liability towards the operator of CB-ON/2 under the said regularization order while consolidating the Joint Venture accounts on a line by line basis.

➤ **Related Party Transactions :- Change**

As per Indian Accounting Standard (Ind AS -24) issued by the Institute of Chartered Accountants of India, the disclosures of transactions with the related parties are given below:

List of related parties where control exists and related parties with whom transactions have taken place and relationships:

Sr. No.	Name	Relationship
1.	Shalin A Shah	Managing Director
2.	Ashok C Shah	Director
3.	Chandrakant N Chauhan (upto 19.03.2024)	Independent Director
4.	Hiteshkumar M Donga	CFO & Director
5.	Alpesh S Swadas	Independent Director
6.	Mansi S Shah	Independent Director
7.	Barkha Lakhani	Company Secretary
8.	Monica Jain (upto 31/07/2023)	Company Secretary of Gujarat Oil and Gas India Private Limited
9.	Monali Shah (w.e.f. 31/01/2024)	Company Secretary of Gujarat Oil and Gas India Private Limited
10.	Pranav Kapadia	Director of GNRL Oil and Gas Limited and GNRL Oil and Gas India Private limited
11.	Lesha Industries Limited	Entities where Key Managerial Personnel /Director exercise significant influence and there are related party transactions during the year
12.	Rhetan TMT Ltd	
13.	Lesha Ventures Private Limited	
14.	Ashnisha Industries Limited	
15.	GNRL Oil & Gas (I) Private Limited	Indian Subsidiary Company
16.	GNRL Oil & Gas Limited	Foreign Step-down Subsidiary Companies
17.	Heramec Oil & Gas (Singapore) Pte Ltd	
18.	Alkor Petro Overseas Ltd	

➤ **Transactions with Related Parties**

Transactions that have taken place during the period April 1, 2023 to March 31, 2024 with related parties by the company stated below.

(In Lakhs)

Sr. No.	Name	Nature of the Transaction	Amount 2023-24	Amount 2022-23
1	Shalin A. Shah	Opening Balance	2.59	2.20
		Loan Taken	-	
		Loan Repaid	-	0.26
		Closing Balance	2.59	2.59
	Shalin A. Shah	Opening Balance	1.29	-
		Remuneration Payable	18.00	18.00
Remuneration Paid		19.28	19.36	
Closing Balance		-	1.29	
2	Hiteshkumar M Donga	Opening Balance	0.75	-
		Remuneration Payable	10.45	10.06
		Remuneration Paid	10.45	10.06
		Closing Balance	0.75	0.75
3	Barkha Lakhani	Opening Balance	0.36	-
		Remuneration Payable	5.56	4.31
		Remuneration Paid	5.42	4.28
		Closing Balance	0.50	0.36
4	Pranav Kapadia	Opening Balance	0.00	0.00
		Remuneration Payable	73.35	65.58
		Remuneration Paid	73.35	65.58
		Closing Balance	0.00	0.00
5	Pranav Kapadia	Opening Balance	0.00	0.00
		Loan Taken	65.00	50.00
		Loan Repayment	65.00	50.00
		Closing Balance	0.00	0.00
6	GNRL Oil & Gas (I) Pvt Ltd (Formerly known as Sigma Oil & Gas Pvt. Ltd.)	Opening Balance	7147.90	6506.82
		Loan Granted	189.00	705.00
		Loan Received	248.87	63.92
		Closing Balance	7,088.03	7147.90
7	GNRL Oil & Gas Limited	Opening Balance	204.54	-
		Loan Granted	NIL	NIL
		Loan Received	799.01	NIL
		Closing Balance	1003.55	204.54
8	Rhetan TMT Ltd	Loan Granted	45.00	0.00
		Loan Recovered	45.00	0.00
		Closing Balance	NIL	NIL
		Opening Balance	0.00	0.00
9	Ashnisha Industries Limited	Trade Receivable	219.48	0.00
		Closing Balance	17.34	0.00
10	Lesha Industries Ltd.	Opening Balance	10.73	0.00
		Trade Receivable	20.06	10.73
		Closing Balance	26.71	10.73
11	Loan given from GNRL Oil & Gas (I)Pvt. Ltd to	Loan Taken	0.00	0.00
		Loan Repaid	0.00	300.30
		Closing Balance	0.00	0.00
11	Loan given from GNRL Oil & Gas (I)Pvt. Ltd to	Opening Balance	776.99	0.00
		Loan Granted	0.00	552.69

	Heramac Oil & Gas (Singapore) Pte. Ltd.	Loan taken Closing Balance	5.12 782.11	0.00 776.99
12	Loan given by GNRL Oil & Gas (I) Pvt. Ltd to GNRL Oil and Gas Ltd.	Loan Given Loan taken Closing Balance	172.69 0.00 5328.28	2,674.66 0.00 5500.97
13	Monica Jain	Salary Payable Salary Paid Closing Balance	0.80 0.80 0.00	1.40 1.40 0.00
14	Monali Shah	Salary Payable Salary Paid Closing Balance	0.20 0.20 0.00	0.00 0.00 0.00
15	Loan given by GNRL Oil and Gas Ltd. To Heramec Oil & Gas (Singapore) Pte. Ltd.	Loan Given Loan taken Closing Balance	0.00 0.00 2514.11	0.00 0.00 2514.11
16	Loan given by GNRL Oil and Gas Ltd. To Gorlas Global Energy PLC	Loan Given Loan repaid Closing Balance	0.00 108.20 0.00	0.00 0.00 108.20
17	Trade Receivable by GNRL Oil and Gas Ltd. from Alkor Petro Overseas Ltd.	Trade Receivable Closing Balance	0.00 0.00	0.00 9.19

EXPENDITURE IN FOREIGN CURRENCY:

Particulars	For the year ended 31 ST March, 2024 (In Lakhs)	For the year ended 31 ST March, 2023 (In Lakhs)
i) Consultancy Expenses	1.75	3.33
ii) Others		
Totals	1.75	3.33

SALES TURNOVER:

Description	Unit	Quantity	Value in Rs (In Lakhs)
Crude Oil	MBBLs	21.57	1.39
		P.Y. 11.55	P.Y. 0.84
Natural Gas	MM3	3,686.72	1.14
		P.Y. 2,201.70	P.Y. 0.49

OPENING AND CLOSING STOCK OF GOODS PRODUCED & TRADED:

Description	Unit	Quantity	Value in Rs (In Lakhs)
Opening Stock			
Crude Oil	MBBLs	1.24	11.47
		P.Y 1.04	P.Y. 12.14
Closing Stock			
Crude Oil	MBBLs	1.09	10.98
		P.Y 1.24	P.Y. 11.47

ACTUAL PRODUCTION

Description	Unit	Actual Production for the Year
-------------	------	--------------------------------

Crude Oil	MBBLs	23.10
		P.Y. 12.48
Natural Gas	MM3	3,731.68
		P.Y. 2,210.13

* MM3 - Thousand Cubic Meter

* MMBL - Thousand Barrels

CIF value of Imports:

Particulars	For the year ended 31 ST March, 2023	For the year ended 31 ST March, 2022
i) Raw Materials	--	--
ii) Components and Spare Parts	--	--
iii) Capital Goods	--	--
Total	--	--

Earning in Foreign Currency:

Particulars	For the year ended 31 ST March, 2023	For the year ended 31 ST March, 2022
Earnings in Foreign Currency (Liquidated Damages)	--	--

The Company has not remitted any amount in foreign currency on account of dividend to non-resident shareholder during the current year.

➤ Payment to the Auditors

Particulars	2023-2024	2022-2023
Audit Fees	4.85	4.21
Company Matter	0	0
Income Tax Fees	0	0
Others	1.03	0.83
Total	5.88	5.04

➤ Earnings per Share:-

The earning considered in ascertaining the company's EPS comprises the profit available for shareholders i.e. profit after tax and statutory/regulatory appropriations. The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the year as per the guidelines of IndAS-33.

(In Lakhs)

Particulars	31-03-2024	31-03-2023
Net Profit Attributable to share holders	(388.04)	(619.96)
Weighted average number of equity shares (Nos.)	802.52	802.52
Basic earnings per share (Rs.)	(0.48)	(0.77)
Diluted earnings per share (Rs.)	(0.48)	(0.77)
Nominal value of equity share (Rs.)	10	10

Employee Benefits

Defined benefit plan

Gratuity

The Company offers gratuity plan for its qualified employees which is payable as per the requirements of Payment of Gratuity Act, 1972. The benefit vests upon completion of five years of continuous service and once vested it is Payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is Payable irrespective of vesting.

Particular	Gratuity (Funded) (In Lakhs)	Leave Encashment (Non-funded)
------------	------------------------------	-------------------------------

	(In Lakhs)					
I Change in obligation during the year ended 31st March, 2022	2023-24	2022-23	2021-22	2023-24	2022-23	2021-22
1 Liability at the beginning of the year	75.01	70.43	60.48	24.78	20.02	18.14
2 Interest cost	5.34	4.28	3.71	1.77	1.30	1.12
3 Current service cost	6.16	6.48	5.66	2.34	2.53	2.38
4 Past service cost	-	-	-	-	-	-
5 Benefit Paid	(9.69)	(3.32)	(2.70)	(8.45)	(7.27)	(6.21)
6 Actuarial (gain) / Losses	2.23	(2.85)	3.29	7.60	8.21	4.59
7 Liability at the end of the year	79.05	75.01	70.43	28.04	24.78	20.02
II Change in assets during the year ended 31st March, 2022	2023-24	2022-23	2021-22	2023-24	2022-23	2021-22
1 Plan assets at the beginning of the year	91.76	80.18	75.92	-	-	-
2 Expected return of plan assets	6.81	5.17	4.88	-	-	-
3 Contributions	1.13	9.49	2.12	-	-	-
4 Benefit paid	(9.69)	(3.33)	(2.70)	-	-	-
6 Actuarial gain / (Loss)	(0.04)	0.24	(0.04)	-	-	-
7 Expenses deducted from fund	-	-	-	-	-	-
8 Plan assets at the end of the year	89.98	91.75	80.18	-	-	-
			-	-	-	-
III Actual return on plan assets	2023-24	2022-23	2021-22	2023-24	2022-23	2021-22
1 Expected return of plan assets	6.81	5.17	4.88	-	-	-
2 Actuarial gain / (loss)	(0.041)	0.24	(0.04)	-	-	-
3 Actual return on plan assets	6.77	5.41	4.84	-	-	-
			-	-	-	-
IV Net asset / (liability) recognized in the Balance Sheet as at 31st March, 2022	2023-24	2022-23	2021-22	2023-24	2022-23	2021-22
1 Liability at the end of the year	79.05	75.01	70.43	28.04	24.78	20.02
2 Plan assets at the end of the year	(89.98)	(91.76)	(80.18)	-	-	-
3 Unrecognized Past Service Cost	-	-	-	-	-	-
4 Amount recognized in the Balance Sheet Accrued (Asset)/Liability	(10.92)	(16.74)	(9.74)	28.04	24.78	20.02
			-	-	-	-
V Expenses recognized in the Statement of Profit & Loss account for the year ended 31st March, 2022	2023-24	2022-23	2021-22	2023-24	2022-23	2021-22
1 Current service cost	6.16	6.48	5.66	2.34	2.53	2.38
2 Interest cost	5.34	4.28	3.71	1.77	1.30	1.12
3 Expected return on plan assets	(6.81)	(5.17)	(4.88)	-	-	-
4 Actuarial (gain) / Losses	2.27	(3.09)	3.33	7.60	8.21	4.59
5 Past service cost vested	-	-	-	-	-	-
6 Past service cost Unvested	-	-	-	-	-	-
7 Total expenses	6.96	2.49	7.82	11.71	12.03	8.09
			-	-	-	-
VI Balance Sheet reconciliation	2023-24	2022-23	2021-22	2023-24	2022-23	2021-22
1 Opening net liability /(asset)	(16.74)	(9.74)	(15.44)	24.78	20.02	18.14
2 Expenses as above	6.96	2.49	7.82	11.71	8.21	8.09
3 Employer contribution	1.13	(9.49)	2.12	-	-	-
4. Benefits paid directly by the Company	-	-	-	(8.45)	(7.27)	(6.21)

5 Amount recognized in the Balance Sheet	(10.92)	(16.74)	(9.74)	28.04	20.96	20.02
			-	-	-	-
VII Actuarial assumptions	2023-24	2022-23	2021-22	2023-24	2022-23	2021-22
1 Discount rate	7.20%	7.45%	6.90%	7.20%	7.40%	6.90%
2 Rate of return on plan assets	7.20%	7.45%	6.90%	0.00%	0.00%	0.00
3 Salary Escalation	4.00%	4.00%	4.00%	4.00%	4.00%	4.00%
			-	-	-	-
VIII Amount for the current period is as under		-	-	-	-	-
Particulars	2023-24	2022-23	2021-22	2023-24	2022-23	2021-22
Gratuity(Funded)		-	-	-	-	-
Defined Benefit obligation	79.05	75.01	70.43	28.04	20.96	20.02
Plan asset	89.98	91.76	80.18	-	-	-
Surplus/(deficit)	10.92	16.74	9.75	(28.04)	(20.96)	(20.02)
Experience adjustment on plan liability	0.90	0.25	(5.80)	7.23	9.36	2.54
Actuarial Loss /(Gain) due to change in Actuarial Assumption	1.32	(3.10)	(2.52)	0.38	(1.15)	2.05
Experience adjustment on plan assets	0.04	(0.24)	0.04	-	-	-

* With respect to Gratuity & Leave Encashment, the Company has taken actuarial valuation report for the year ended 31st March 2024.

** Previous year's figures have been regrouped, rearranged and reclassified wherever necessary, So as to confirm with the figures of actuarial valuation report.

Investment details:

The funds are managed by LIC and LIC has not provided break up of planned assets by investment type for the year 2023-24.

Expected Employers contribution for the next financial year:

For the gratuity, which is funded, company is expecting to contribute the amount which can mitigate future liability. The estimate of future salary increase, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factor, such as supply and demand in the employment market. The above information is certified by the actuary.

Gratuity is administered through duly constituted and approved independent trusts, also through Group gratuity scheme with Life Insurance Corporation of India.

➤ Capital Management

The Company manages its capital to ensure that entities in the Company will be able to continue as going concerns while maximizing the return to stakeholders through the optimization of the debt and equity balance. The capital structure of the Company consists of net debt (borrowings offset by cash and bank balances) and total equity of the Company.

Particulars	(In Lakhs)	
	As at 31st March, 2024	As at 31st March, 2023
Total equity attributable to the equity shareholders of the company	8,025.16	8,025.16
As percentage of total capital	69.46%	72.91%
Current loans and borrowings	2,374.95	1,931.56
Non-current loans and borrowings	1,698.92	1,653.59
Total loans and borrowings	4,073.87	3,585.15
Cash and cash equivalents	545.49	603.34
Net loans & borrowings	3,528.38	2,981.81
As a percentage of total capital	30.54%	27.09%

Total capital (loans and borrowings and equity)

11,553.54

11,006.97

➤ Fair Value measurements

Financial instruments by category

(In

Lakhs)

Particulars	As at 31st March, 2024			As at 31st March, 2023		
	Amortized Cost	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI
Financial Asset						
Investment	-	-	-	-	-	-
Non-Current Loan	-	254.58	-	-	252.46	-
Trade receivables	-	259.96	-	-	182.60	-
Cash & Cash						
Equivalents	-	545.49	-	-	603.33	-
Current Loan	-	6,160.43	-	-	5,383.45	-
Total Financial Asset	-	7,220.46	-	-	6,421.84	-
Financial Liabilities						
Non-Current Borrowing	-	1,698.92	-	-	1,653.56	-
Current Borrowings	-	2,374.95	-	-	1,931.56	-
Trade Payables		333.43	-	-	811.90	-
Total Financial Liabilities	-	4,407.30	-	-	4,397.04	-

* Excluding investments in subsidiaries, joint control entities and associates measured at cost in accordance with Ind AS-27

Fair value hierarchy

The following section explains the judgments and estimates made in determining the fair values of the financial instruments that are recognized and measured at fair value through profit or loss. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial investments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

B. Fair value hierarchy for assets

Financial assets measured at fair value at March 31, 2024

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment	-	-	-	-

Financial assets measured at fair value at March 31, 2023

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment	-	-	-	-

Notes:

Level 1 hierarchy includes financial instruments measured using quoted prices (unadjusted) in active market for identical assets that the entity can access at the measurement date. This represents mutual funds that have price quoted by the respective mutual fund houses and are valued using the closing Net asset value (NAV).

Level 2 hierarchy includes the fair value of financial instruments measured using quoted prices for identical or similar assets in markets that are not active.

Level 3 if one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted compound instruments.

There are no transfers between any of these levels during the year. The Company's policy is to recognize transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

C. Fair value of financial assets and liabilities measured at amortized cost

The Management has assessed that fair value of loans, trade receivables, cash and cash equivalents, other bank balances, other financial assets and trade payables approximate their carrying amounts largely due to their short-term nature. Difference between carrying amount of Bank deposits, other financial assets, borrowings and other financial liabilities subsequently measured at amortized cost is not significant in each of the years presented.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

➤ Financial risk management

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board has established the Audit Committee, which is responsible for developing and monitoring the Company's risk management policies. The Committee holds regular meetings and report to board on its activities. The Company's risk management policies are established to identify and analyses the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Company's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management of risk
Credit Risk	Cash and cash equivalents, trade receivables, Financial assets measured at amortized cost.	Aging analysis	Diversification of funds to bank deposits, Liquid funds and Regular monitoring of credit limits
Liquidity Risk	Borrowings and other liabilities	Rolling cash flow Forecasts	Availability of surplus cash, committed credit lines and borrowing facilities

(a) Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The company is exposed to the credit risk from its trade receivables, unbilled revenue, investments, cash and cash equivalents, bank deposits and other financial assets. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets.

Trade Receivables

Trade receivables comprise a widespread customer base. Management evaluates credit risk relating to customers on an on-going basis. If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors

For trade receivables, provision is provided by the company as per the below mentioned policy:

(In Lakhs)				
Particulars	Gross Carrying Amount	Expected credit losses rate (%)	Expected Credit Losses	Carrying amount of Trade Receivable
Considered for Goods				
0-12 Months	0	0	0	0
More than 1 Year	259.96	0	0	259.96
Total	259.96	0	0	259.96

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Liquidity Table

The Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods is given below. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows. The contractual maturity is based on the earliest date on which the Company may be required to pay.

As at March 31, 2024

(In Lakhs)			
Financial Liabilities	Payable within 0 to 12 months	More than 12 months	Total
Non-current financial liabilities			
Borrowings	-	1,698.92	1,698.92
Current financial liabilities			
Borrowings	2,374.95	-	2,374.95
Trade Payables	333.43	-	333.43
Other Financial Liability	-	-	-
Total financial liabilities	2,708.38	1,698.92	4,407.30

As at March 31, 2023

Financial Liabilities	Payable within 0 to 12 months	More than 12 months	Total
Non-current financial liabilities			
Borrowings	-	1,653.59	1,653.59
Current financial liabilities			
Borrowings	1,931.56	-	1,931.56
Trade Payables	811.90	-	811.90
Other Financial Liability	-	-	-
Total financial liabilities	2,743.45	1,653.59	4,397.04

(C) Market Risk

Market risk is the risk arising from changes in market prices – such as foreign exchange rates and interest rates – will affect the Company's income or the value of its holdings of financial instruments. The Company is exposed to market risk primarily related to interest rate risk and the market value of the investments. Thus, the exposure to market risk is a function of investing and borrowing activities

- Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Most of the Company's borrowings are on a floating rate of interest. The Company has exposure to interest rate risk, arising principally on changes in Marginal Cost of Funds based Lending Rate (MCLR).

The exposures of the Company's financial assets / liabilities at the end of the reporting period are as follows:

(In Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Floating Rate Borrowings	380.91	383.15

(D) Price Risk Exposure

The Company's exposure to securities price risk arises from investments held in mutual funds and classified in the balance sheet at fair value through profit or loss. To manage its price risk arising from such investments, the Company diversifies its portfolio. Further these are all debt base securities for which the exposure is primarily on account of interest rate risk. Quotes (NAV) of these investments are available from the mutual fund houses. Profit for the year would increase/decrease as a result of gains/losses on these securities classified as at fair value through profit or loss.

➤ Others

- As informed by the management that the loans are interest free, which in our opinion is violation of Section 186 (7) of the Companies Act, 2013.
- Confirmation of the concerned parties for the amount due to them and/or due from them as per accounts of the company is not received. Necessary adjustments, if any, will be made when accounts are reconciled or settled. Balance of sundry debtors and creditors, loans and advances accepted and given in the balance sheet are subject to confirmation.
- In the opinion of board of directors, the value of loans and advances and other current assets have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in balance sheet.
- There is carry forward of losses, the company need not to recognize deferred tax assets in the event of non-availability of convincing evidence as to future income.
- The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.
- **Financial Ratios for the Financial Year 2023-24:**

Sr No.	Ratios	Numerator	Denominator	As at 31st March, 2024	As at 31st March, 2023	% change in Ratio	Remark - Any change in the ratio by more than 25% as compared to the preceding year.
(i)	Current Ratio	Current Assets	Current Liabilities	2.00	2.32	-97.47	Majorly due to increase in Trade receivables.
(ii)	Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.21	0.32	-99.79	As Borrowings are increase from previous year
(iii)	Debt Service Coverage Ratio	Earnings available for Debt Servicing	Total Debt service	2.32	0.07	-97.77	As Borrowings are increase from previous year, losses are reduced from previous year
(iv)	Return on Equity Ratio	Profit After Taxes	Average Equity	-3.49	-5.37	-103.49	Due to losses are reduced from previous year
(v)	Inventory turnover ratio (in days)	Cost of Goods Sold	Average Inventory	-	-	-	
(vi)	Trade Receivables turnover ratio (In days)	Revenue from Operations	Average Trade Receivables	12.38	3.22	-87.62	Majorly due to increase in Revenue from operation & Trade Receivables from Previous Year
(vii)	Trade payables	Purchase of	Average Trade	-	-	-	

	turnover ratio (In days)	Goods & services and other expense	Payables				
(vii)	Net Capital turnover	Revenue from Operations	Working Capital	58.30	33.47	-41.70	Majorly due to increase in Revenue from operation
(ix)	Net Profit Ratio	Net Profit After Taxes	Revenue from Operations	-0.14	-0.47	-100.14	As losses are reduced from previous year and increase in Revenue from operation
(x)	Return on Capital Employed	Earnings Before Interest and Tax	Capital Employed	-0.01	-0.04	-101.33	As Borrowings are increase from previous year, losses are reduced from previous year
(xi)	Return on Investment	Income from Investments	Cost of Investment	-	-	-	

Consolidated Statement of changes in equity for the period ended March 31, 2024

Rs. In Lakhs

A. Equity Share Capital	2023-2024		2022-2023	
	No. Shares	Amount	No. Shares	Amount
i) Opening Balance at the beginning of Financial Year	802.52	8,025.16	802.52	8,025.16
Changes in equity share capital during the year	-	-	-	-
Closing Balance at the end of Financial Year	802.52	8,025.16	802.52	8,025.16

Rs. In Lakhs

B. Other Equity	Reserves and Surplus					Total
	Security Premium	Revaluation reserve	Capital Reserve	Retained Earnings	Share Warrant	
Balance as at 1st April, 2022	7,733.32	5.29	201.10	-4,527.10	357.50	3,770.10
Change during the Year	-	-	-	-490.41	-	-490.41
Balance as at March 31, 2023	7,733.32	5.29	201.10	-5,017.51	357.50	3,279.69
Change during the Year	-	-	-	-388.04	-	-388.04
Other comprehensive income	-	-	-	-7.14	-	-7.14
Total Comprehensive Income / (loss) for the year	-	-	-	-395.18	-	-395.18
Balance as at March 31, 2024	7,733.32	5.29	201.10	-5,412.69	357.50	2,884.51

Notes to the Financial Statements

Rs. In Lakhs

2	Capital Work in Process			
	Particular		As at 31st March, 2024	As at 31st March, 2023
	Tangible			

	Capital Work In Process	2,097.62	3,920.51
	Total	2,097.62	3,920.51

3 Investments				
Particular	No. of Shares 2023	No. of Shares 2022	As at 31st March,2024	As at 31st March,2023
(A) Other Investments - Quoted			-	-
(1) Investment in Equity Shares				
(B) Other Investments - Un Quoted			-	-
Total			-	-
Market Value of the Quoted Shares				

4 Loan		
Particular	As at 31st March,2024	As at 31st March,2023
Deposit	0.41	0.41
Capital Advances	286.14	286.14
Balance with government Authorities	30.72	31.02
GNRL Oil & Gas LTD	5,328.27	-
Heramee Oil & Gas LTD	782.11	-
Other Advances	-6,173.08	-65.11
Total	254.58	252.46

5 Other Non-Current Assets		
Particular	As at 31st March,2024	As at 31st March,2023
Preliminary Exp.	-	38.18
Public Issue Exp	-	7.05
Pre-operative Exp	-	127.30
De-Merger Exp	-	146.60
Interest Receivable	-	12.81
Other	-	24.66
Security Deposit	90.58	42.46
Advance Income Tax	135.08	130.95
Total	225.66	530.00

6 Trade Receivables			
Particular		As at 31st March,2024	As at 31st March,2023
Outstanding for more than 6 months from the due date		221.31	182.60
Unsecured, considered good			
Outstanding for more than 6 months from the due date		38.65	-
Secured, considered good			
Total		259.96	182.60

6.1		Trade Receivables ageing schedule *					
Particulars		As at March 31, 2024					
		Outstanding for following periods from due date of payment					
		Less than 6 months	6 months - 1 year	1-2 year	2-3 year	More than 3 year	Total
(i)	Undisputed Trade Receivable-considered good	221.31	16.06	22.60	-	-	259.96
(ii)	Undisputed Trade Receivable-considered doubtful						-

(iii)	Disputed Trade Receivable-considered good						-
(iv)	Disputed Trade Receivable-considered doubtful						-
Particulars		As at March 31, 2023					
		Outstanding for following periods from due date of payment					
		Less than 6 months	6 months - 1 year	1-2 year	2-3 year	More than 3 year	Total
(i)	Undisputed Trade Receivable-considered good	182.60	-	-	-	-	182.60
(ii)	Undisputed Trade Receivable-considered doubtful	-	-	-	-	-	-
(iii)	Disputed Trade Receivable-considered good	-	-	-	-	-	-
(iv)	Disputed Trade Receivable-considered doubtful	-	-	-	-	-	-

7	Cash & Cash Equivalents		
Particular		As at 31st March,2024	As at 31st March,2023
Cash on Hand		24.74	7.96
Balance with Banks			
In Current account		77.00	153.93
Term Deposits with Bank for the period of more than three months but less than twelve months		440.37	438.07
Unpaid Dividend A/C		3.38	3.38
Total		545.49	603.34

8	Short Term Loans & Advances		
Particular		As at 31st March,2024	As at 31st March,2023
Loan to Corporate Body		6,099.88	5,311.22
Other Advances		60.55	71.96
Prepaid Exp		-	0.27
Total		6,160.43	5,383.45

8.1	Amount of loan or advances in the nature of loan outstanding	Percentage to total loans and Advances in the nature of loan		
Details of Loans & Advances to Promoters, Directors, KMPs and Related parties				
Type of Borrower	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Promoters	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	7,088.03	7,147.90	86.91	75.32

9	Other Current Asset		
Particular	As at 31st March,2024	As at 31st March,2023	
Balance with Govt, Authority	19.81	4.00	
Other receivable and deposit	421.38	425.47	

Total	441.19	429.47
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10	Share Capital				
1	Authorized, Issued, Subscribed and Paidup share capital				
	Particulars	As at 31st March,2024		As at 31st March,2023	
		No. of Shares	Amount	No. of Shares	Amount
	Authorised Share Capital				
	Equity Shares of Rs. 10 Each	810.00	8,100.00	810.00	8,100.00
	Total				
	Issued Share Capital				
	Equity Shares of Rs. 10 Each	802.52	8,025.16	802.52	8,025.16
	Total	802.52	8,025.16	802.52	8,025.16
	Subscribed & Fully Paid				
	Equity Shares of Rs. 10 Each	802.52	8,025.16	802.52	8,025.16
	Total	802.52	8,025.16	802.52	8,025.16
2	Details of the Shares for the Preceding Five Years				
	Particulars			01-04-2019 to 31-03-2024	
	Number Of Equity Shares Bought Back			-	
	Number Of Preference Shares Redeemed			-	
	Number of Equity Share Issue as Bonus Share			-	
	Number of Preference Share Issue as Bonus Share			-	
	Number of Equity Shares Allotted For Contracts Without Payment Received In Cash			-	
	Number of Preference Shares Allotted For Contracts Without Payment Received In Cash			-	
3	Reconciliation of Share Capital				
	Particulars	As at 31st March,2024		As at 31st March,2023	
		No. of Shares	Amount	No. of Shares	Amount
	Equity Shares (Face Value Rs. 10.00)				
	Shares Outstanding at the Beginning of the Year	802.52	8,025.16	802.52	8,025.16
	Shares issued during the year	-	-	-	-
	Shares cancelled during the year	-	-	-	-
	Shares cancelled during the year	-	-	-	-
	Shares converted from convertible warrants	-	-	-	-
	Shares Outstanding at the End of the Year	802.52	8,025.16	802.52	8,025.16
4	Share Holders Holding More than 5% Share				
Sr. No.	Name of the Share Holders	As at 31st March,2024		As at 31st March,2023	
		No. of Shares	% of Holding	No. of Shares	% of Holding
1	RAJASTHAN GASES LIMITED	1,35,90,811	16.94	70,13,275	8.74
2	CLEAR WATER COMMODITIES PRIVATE LIMITED	95,00,000	11.84	20,00,000	2.49
3	SNORD TRADING PRIVATE LIMITED	89,98,689	11.21	-	-
4	O3 DEVELOPERS PRIVATE LIMITED	52,00,000	6.48	52,00,000	6.48
5	RAVI OMPRAKASH AGRAWAL	43,35,596	5.40	-	-

5	Shares held by promoters			
Sr No.	Shares held by promoters at the end of the year	No. of Shares	% of total shares	% Change during the year*
	Promoter Name			

1	O3 DEVELOPERS PRIVATE LIMITED	52,00,000	6.48	-
2	PAYAL SHALIN SHAH	5,65,000	0.70	-
3	ADVANCED ENERGY RESOURCES & MANAGEMENT PRIVATE LIMITED	5,30,000	0.66	-
4	RHETAN TMT LIMITED	5,05,000	0.63	-
5	ASHOKA METCAST LTD	3,50,000	0.44	-
6	ASHNISHA INDUSTRIES LTD	2,98,900	0.37	-
7	ASHOK CHINUBHAI SHAH	1,25,100	0.16	-
8	MALAV AJITBHAI MEHTA	48,000	0.06	-
9	LEENA ASHOK SHAH	9,700	0.01	-
10	JAYSHREEBEN AJITBHAI MEHTA	-	-	-0.01
11	SHALIN ASHOK SHAH	-	-	-
12	INFINIUM MOTORS GUJARAT PVT LTD	-	-	-1.25
13	TIW SYSTEMS PRIVATE LIMITED	-	-	-

11	Reserve & Surplus			
	Particulars		As at 31st March,2024	As at 31st March,2023
	Convertible Warrant Forefieted A/C		357.50	357.50
	Convertible Warrant A/C		-	-
	Securities Premium Account		7,733.32	7,733.32
	Capital Reserve		201.10	201.10
	Revaluation Reserve		5.29	5.29
	Profit & Loss A/c			
	Opening balance		-5,017.51	-4,527.10
	Foreign Exchange Fluctuation		-7.14	129.55
	(-) Transfer of Current Year Profit/(Loss)		-388.04	-619.96
	Closing balance		-5,412.69	-5,017.51
	Total		2,884.51	3,279.69
11	Non Current Borrowing			
	Particulars		As at 31st March,2024	As at 31st March,2023
	1. Secured loan			
	HDFC Bank Car Loan		-	5.37
	2. Unsecured loan			
	From Inter Corporate		9,208.65	306.93
	Others		-7,509.72	1,341.28
	Total		1,698.92	1,653.59
	Maturity Profile and Rate of Interest on Secured Loan			
	Particulars	Upto 1 year	1 to 5 years	
	HDFC Bank Car Loan-Rate of interest @ 8.5%p.a. (Outstanding No. of Installments is 32 and Balance as on 31st March, 2022 is 19,79,305/-)	6.90	12.89	
	Total	6.90	12.89	
	The company has taken Inter Corporate Deposit (ICD), at the interest rate of 0% to 24% p.a. on terms and conditions as agreed between management and parties. The repayment schedule for the same is not fixed and the amount is repaid depending on the liquidity and financial condition of the company. Accordingly, managements is of the view that these loans are generally repayable after a period of 12 months.			

13 Deferred Tax Liabilities (Net)			
	Particulars	As at 31st March,2024	As at 31st March,2023
	Deferred Tax Liabilities (Net)	260.31	302.93
	Total	260.31	302.93

14 Other long term Liabilities			
	Particulars	As at 31st March,2024	As at 31st March,2023
	Security Deposit	2.00	10.00
	From Joint Venture	-	-
Total	2.00	10.00	

15 Short term Borrowings			
	Particulars	As at 31st March,2024	As at 31st March,2023
	Unsecured Loans repayable on Demand	-	1,548.41
	Other Loans	1,994.04	
Borrowing from bank			
From Bank	380.91	383.15	
Corporation Bank Car Loan	-	-	
Total	2,374.95	1,931.56	

16 Trade Payables			
	Particulars	As at 31st March,2024	As at 31st March,2023
	Due to Micro & Small Enterprises		
	Trade Payable for Goods	333.43	811.90
Total	333.43	811.90	

16.1 *Trade Payables ageing schedule						
Particulars	As at March 31, 2024					
	Outstanding for following periods from due date of payment					
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	
MSME	-	-	-	-	-	
Others**	271.17	23.91	5.00	33.35	333.43	
Disputed dues MSME	-	-	-	-	-	
Disputed dues Others	-	-	-	-	-	
TOTAL					333.43	

*Trade Payables ageing schedule						
Particulars	As at March 31, 2023					
	Outstanding for following periods from due date of payment					
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	
MSME	-	-	-	-	-	
Others**	365.06	8.86	114.81	323.16	811.90	
Disputed dues MSME	-	-	-	-	-	
Disputed dues Others	-	-	-	-	-	
TOTAL					811.90	

	<p>The Company has not received any intimation on suppliers regarding their status under the Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 and hence disclosure as required under section 22 of The Micro, Small and Medium Enterprise regarding:</p> <p>(a) Amount due and outstanding to suppliers as at the end of the accounting year;</p> <p>(b) interest paid during the year;</p> <p>(c) interest payable at the end of the accounting year;</p> <p>(d) interest accrued and unpaid at the end of the accounting year; have not been given , the company is making efforts to get the confirmation from the suppliers as regards their status under the said act.</p>
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17	Other Current Liabilities	
	Particulars	As at 31st March,2024
		As at 31st March,2023
	Statutory Dues	61.75
	Unpaid Dividend	3.38
	Other Payable	267.36
	Total	332.50
		210.11

18	Short Term Provisions	
	Particulars	As at 31st March,2024
		As at 31st March,2023
	Provision for Employee Benefits	1.50
	Provision for Exp	3.39
	Provision for Joint Venture	33.58
	Total	38.46
		60.38

19	Revenue from Operation	
	Particulars	2023-24
		2022-23
	(1.) Sales of Oil and Gas Product.	2,739.68
	(2.) Sales of Trading of Goods	
	Total	2,739.68
		1,330.87

20	Other Income	
	Particulars	2023-24
		2022-23
	Commission Income	
	Other Income	2.80
	Interest Income	27.89
	Interest on deposits	
	Sundry Balance Written Back	
	Excess Provision	-
	Total	30.69
		102.43

21	Changes in Inventories	
	Particulars	2023-24
		2022-23
	Opening Stock	372.21
	Less	
	Closing Stock	-371.72
	Total	0.48
		0.68

22	Employee Benefit Expenses	
	Particulars	2023-24
		2022-23
	Salary & Wages	385.49
	Total	385.49
		305.10

23	Finance Costs		
Particulars	2023-24	2022-23	
Interest Expense	262.85	257.75	
Bank Charges	-	0.01	
Total	262.85	257.76	

24	Depreciation & Amortisation Expenses		
Particulars	2023-24	2022-23	
Depreciation & Amortisation Expenses	752.76	306.96	
Total	752.76	306.96	

25	Other Expenses		
Particulars	2023-24	2022-23	
Payment to Auditors *	5.88	4.21	
Advertisement Expenses	0.37	0.27	
Accounting Charges	0.09	0.97	
Business Development Expenses	125.00	1.91	
Bottom hole Studies	0.13	0.23	
Back Office Expense	1.71		
Cess	25.40	13.67	
Crop Compensation	0.13	0.88	
Compressor Charges	10.29	5.91	
Cosultancy Charges	-	1.59	
Consumables (PE)	33.78	21.69	
Conveyance Exp	0.87	0.17	
Dead Rent	1.07	1.19	
Demerger Expenses Write Off	146.60		
E Voting Charges	0.28		
Effluent Treatment Service	-	0.13	
ETP Rental	2.38	1.95	
Insurance Exp	19.23	18.67	
Interest Receivable Write Off	12.81		
Donation	0.74	0.03	
Bank Charges	0.20	0.44	
Electrical Charges	1.46	2.13	
Field Personnel Cost	58.54	51.22	
Flow Assurance Services	27.01	37.17	
GST	-	-	
General & Administrative Exp.(Field & HO)	-	0.35	
Handling & Processing	105.86	94.69	
Health & Safety & Environment Exp	16.03	26.55	
Hydrofracture Job	0.31		
Land Lease Rentals	36.55	39.45	
Logging & Perforation	3.92		
Mining Lease Application Fees	9.60	4.16	
Newspaper Publication Charges	0.08		
Office Exps	0.04		
Power & Fuel Charges	26.52	18.48	
Production Facility	-	-	
Postage , Telegram & Telephones	2.77	2.79	
Printing & Stationery	1.00	0.67	
Repairs & Maintenance Expenses	22.64	48.19	
Royalty	14.69	8.12	
Sampling Charges	0.43	0.04	
Scrapping Charges	10.36	8.15	
Security Service Charges	44.35	32.81	
Service & Utility Cost	2.08	5.22	

Site Office Cost	9.01	7.66
Slick Line Services	3.88	4.37
SRP Installation	6.78	2.93
Subscription Charges	-	
Surface Rent	0.02	
Technical Consultancy Charges	16.40	7.23
Tender Fees	3.58	
Testing & Stimulation (PE)	-	
Transportation Charges – Crude	58.29	42.55
Well Testing	5.34	
Workover	131.08	145.15
Profit Petroleum to Government	71.85	57.74
Others Expense	-	90.86
Telephone Exps	0.04	0.14
Share Transfer Charges	0.54	0.82
Share Listing Exps	7.88	4.65
Stationary & Printing Exp	0.25	0.33
Statutory Diffrence	0.26	-0.69
Sundry Balance Written Off /Back(Net)	166.92	3.43
Security Charges	-	-
Secretarial fees	0.47	
Rent, Rates & Taxes	36.50	54.48
ROC Fees	0.58	0.50
Return Filing Fees	0.04	
Preliminary Expense Written off	38.18	
Pre-operative Expense Written off	127.30	-
Public Issue Expense Written off	7.05	-
Vehicle running Expenses	6.63	6.20
Excess Provision Written Off	-	-
Traveling & Conveyance	13.20	8.45
Tax Fee	0.62	
Website Designing Expense	0.11	
Professional & Consultancy Charges	45.25	28.70
Other Miscellaneous Expenses	270.20	6.27
Total	1,799.44	925.85
* Payment to Auditors		
For Audit Fees	4.85	4.21
For Other Service	1.03	-

Standalone Financial Results as on 31st March, 2024

GUJARAT NATURAL RESOURCES LIMITED					
Regd. Office : 906-910 ,9th Floor, Anam-1 Nr. Parimal Garden , Ellisbridge , Ahmedabad . -380006 CIN : L27100GJ1991PLC016158					
STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED AND YEAR ENDED MARCH 31, 2024					
(Rs. in Lakhs except per share data)					
Particulars	Quarter Ended			Year Ended	
	31/03/2024	31/12/2023	31/03/2023	31/03/2024	31/03/2023
	Audited	Unaudited	Audited	Audited	Audited
1	Income from Operations				
	(a) Revenue from operations	167.20	0.00	27.01	224.44
	(b) Other Income	0.16	26.74	37.99	0.70
	Total Income	167.36	26.74	65.00	225.14
2	Expenses				
	(a) Cost of Materials consumed	0.00	0.00	0.00	0.00
	(b) Purchase of stock-in-trade	0.00	0.00	0.00	0.00
	(c) Increase/Decrease in inventories of FG, WIP and stock-in-trade	0.00	0.00	0.00	0.00
	(d) Employee benefits expense	9.27	10.20	8.91	37.70
	(e) Finance Cost	115.02	57.65	50.92	228.87
	(f) Depreciation and amortisation expense	0.00	0.00	0.00	0.11
	(g) Other expenses	56.33	76.76	6.44	472.37
	Total Expenses	180.62	144.61	66.27	738.94
3	Profit/(loss) before exceptional items and tax (1-2)	-13.26	-117.87	-1.27	-513.80
4	Exceptional Items	0.00	0.00	0.00	0.00
5	Profit/(Loss) before tax (3-4)	-13.26	-117.87	-1.27	-513.80
6	Extraordinary Items	0.00	0.00	0.00	0.00
7	Profit/(Loss) before tax (5-6)	-13.26	-117.87	-1.27	-513.80
8	Tax Expense				
	(a) Current tax	0.00	0.00	0.00	0.00
	(b) Deferred tax	0.00	0.00	0.00	0.06
	Total Tax Expenses	0.00	0.00	0.00	0.06
9	Profit / (Loss) for the period from continuing operations (7-8)	-13.26	-117.87	-1.27	-513.86
10	Profit (Loss) from discontinuing operations	0.00	0.00	0.00	0.00
11	Tax Expense of discontinuing operations	0.00	0.00	0.00	0.00
12	Profit (Loss) from discontinuing operations (after tax)(10-11)	0.00	0.00	0.00	0.00
13	Other Comprehensive Income				
	A(i) Items that will not be reclassified to profit or loss	0.00	0.00	0.00	0.00
	ii) Income tax relating to items that will not be reclassified to profit or loss	0.00	0.00	0.00	0.00
	B (i) Items that will be reclassified to profit or loss	0.00	0.00	0.00	0.00
	ii) Income tax relating to items that will be reclassified to profit or loss	0.00	0.00	0.00	0.00
	Other Comprehensive Income for the period	0.00	0.00	0.00	0.00
14	Total Comprehensive Income for the period	-13.26	-117.87	-1.27	-513.86
15	Paid-up equity share capital (Face value of Rs. 10/- each)	8025.16	8025.16	8025.16	8025.16
16	Other Equity	-	-	-	3,972.12
17	Earnings Per Share (before exceptional items) (not annualised):				
	(a) Basic	-0.02	-0.15	-0.002	-0.64
	(b) Diluted	-0.02	-0.15	-0.002	-0.64
18	Earnings Per Share (after exceptional items) (not annualised):				
	(a) Basic	-0.02	-0.15	-0.002	-0.64
	(b) Diluted	-0.02	-0.15	-0.002	-0.64

Notes:

- 1) The above standalone audited financial results have been reviewed by the Audit Committee and approved by the Board of Directors in their meeting held on May 30, 2024. The Audit under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been carried out by the statutory auditors. The Audit Report does not contain any observation which could have an impact on the results for the quarter/year ended March 31, 2024.
- 2) The Company adopted the Indian Accounting Standards ('Ind AS') effective 1st April, 2017 (transition date 1st April, 2016). The financial results have been prepared in accordance with Ind AS as prescribed under Section 133 of the Companies Act, 2013 read with the relevant Rules issued there under.
- 3) Company operates in Oil and Gas and Trading activities .
- 4) Previous period's figures have been regrouped/rearranged wherever necessary to conform to the current period's classification.
- 5)The figures for Quarter ended 31st March, 2024 are the balancing figures between the audited financial results for the year ended 31st March, 2024 and the published financial results for nine months ended 31st December, 2023.

For, GUJARAT NATURAL RESOURCES LTD.

Shalin A Shah
SHALIN A SHAH
MANAGING DIRECTOR
DIN : 00297447



Date : 30/05/2024
Place : Ahmedabad

GUJARAT NATURAL RESOURCES LIMITED		
STATEMENT OF STANDALONE AUDITED ASSETS AND LIABILITIES		
(Rs.in Lakhs)		
Particulars	As at 31/03/2024	As at 31/03/2023
A	ASSETS	
1	Non-current Assets	
(a)	Property , Plant and Equipment	0.58
(b)	Other Intangible assets	-
(c)	Capital work in progress	-
(d)	Intangible assets under development	-
(e)	Financial Assets :	
(i)	Investments	1,543.50
(ii)	Deferred tax assets (Net)	-
(iii)	Loans(NCA)	320.28
(f)	Other non-current assets	331.93
	Sub-total - Non-current Assets	1,864.36
2	Current Assets	
(a)	Inventories	-
(b)	Financial Assets :	
(i)	Investments	-
(ii)	Trade Receivables	55.99
(iii)	Cash and Cash Equivalents	36.01
(iv)	Loans(CA)	13,187.91
(c)	Other current assets	-
	Sub-total - Current Assets	13,279.92
	TOTAL - ASSETS	15,144.28
B	EQUITY AND LIABILITIES	
	Shareholders' Funds	
(a)	Share Capital	8,025.16
(b)	Other Equity	3,972.12
(c)	Money received against Warrant	-
	Sub-total - Shareholders' Funds	11,997.28
1	Liabilities	
	Non-current Liabilities	
(a)	Financial Liabilities :	
(i)	Borrowings	-
(b)	Deferred Tax Liabilities (Net)	0.04
(c)	Provisions	-
	Sub-total - Non-current liabilities	0.04
2	Current Liabilities	
(a)	Financial Liabilities :	
(i)	Borrowings	2,997.59
(ii)	Trade Payables	15.68
(b)	Other Financial Liabilities	132.18
(c)	Provisions	1.50
	Sub-total - Current Liabilities	3,146.95
	TOTAL - EQUITY AND LIABILITIES	15,144.28



GUJARAT NATURAL RESOURCES LIMITED

Standalone Cashflow Statement for the year ended on 31st March, 2024

(Rs. in Lakhs)

Particulars		01-04-2023 to 31-03-2024	01-04-2022 to 31-03-2023
A	Cash flow from Operating Activities		
	Net Profit Before Tax	(513.80)	(41.87)
	Adjustments for:		
	Add Depreciation	-	0.11
	Less Interest Income	-	-
	Add Interest Expense	228.87	31.10
	Operating Profit / (Loss) before Working Capital Changes	<u>(284.93)</u>	<u>(10.66)</u>
	Adjustments for:		
	Increase/(Decrease) in Trade Payables	(399.01)	(400.00)
	Increase/(Decrease) in Short term Borrowing	1,244.64	1,247.46
	Increase/(Decrease) in Provisions	(1.15)	(3.51)
	Increase/(Decrease) in Other Current Liability	108.68	(3.06)
	(Increase)/Decrease in Trade Receivables	(19.25)	(36.74)
	(Increase)/Decrease in short term loans & advances	(728.79)	(751.40)
	(Increase)/Decrease in inventories	-	-
	(Increase)/Decrease in other current assets	-	-
	Cashflow generated from Operating Activities	(79.81)	42.09
	Income Tax Paid (Net of Refund)	-	-
	Net Cashflow generated from Operating Activities A	<u>(79.81)</u>	<u>42.09</u>
B	Cash flow from Investment Activities		
	Purchase of Property , Plant and Equipment	-	-
	Change in Intangible Asset	-	-
	Sale of Property , Plant and Equipment	-	-
	Sale of Investments	-	-
	Purchase of Investments	-	-
	Share Application Money Received Back	-	-
	Interest Income	-	-
	Dividend Income	-	-
	Net Cashflow generated from Investments Activities B	<u>-</u>	<u>-</u>
C	Cash flow from Financing Activities		
	Interest Expenses	(228.87)	(31.10)
	Money received against Share warrant	-	-
	Proceeds/(Repayment) towards Convertible Warrant	-	-
	Non Controlling Interest	-	-
	Proceeds/(Repayment) towards Share Capital	-	-
	(Increase)/Decrease in other non-current assets	331.93	-
	(Increase) /Decrease in Long term Loans & Advances (Assets)	0.30	(15.74)
	Increase /(Decrease) in Borrowings (Liabilities)	-	-
	Increase/(Decrease) in non current liabilities	-	-
	Increase/(Decrease) in other financial liabilities	-	-
	Net Cashflow generated from Financing Activities C	<u>103.36</u>	<u>(46.84)</u>
	Net Change in Cash & Cash Equivalents (A+B+C)	23.54	(4.75)
	Opening Cash & Cash Equivalents	12.47	17.22
	Closing Cash & Cash Equivalents	<u>36.01</u>	<u>12.47</u>





UDIN: 24163940BKADZO5517

To,
The Board of Directors
Gujarat natural resources Limited

Opinion

We have audited the accompanying standalone annual financial results of Gujarat natural resources Limited (hereinafter referred to as 'the Company') for the quarter and year ended March 31, 2024 ('the Statement'), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid results:

(i) are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and

(ii) give a true and fair view in conformity with the applicable accounting standards prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of Net Loss and other comprehensive income and other financial information of the Company for the year ended March 31, 2024.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Results section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

Board of Directors' Responsibilities for the Standalone Financial Results

This results have been prepared on the basis of the standalone annual financial statements. The Company's Board of Directors are responsible for the preparation and presentation of this Statement that give a true and fair view of the net loss and other comprehensive income in accordance with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Board of Directors of the Company are responsible for maintenance of adequate accounting records in

Address : 101, Parishram, 5-B, Rashmi Society, Nr. LG Showroom, Mithakhali Six Roads, Navrangpura, AHMEDABAD, - 380009
☎ 079-40037372 ✉ gmca1973@gmail.com





accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Statement by the Directors of the Company, as aforesaid.

In preparing the Statement, the Board of Directors of the Company are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Standalone Financial Results

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

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

Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.

Conclude on the appropriateness of the Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our

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GMCA & Co.

Chartered Accountants

opinion . Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Other Matters

The results include the results for the quarter ended March 31, 2024 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" which were subject to limited review by us.

Place: Ahmedabad
Date: 30.05.2024

For, G M C A & Co.
Chartered Accountants
FRN: 109850W



M. S. Patel
CA. Mitt S. Patel
Partner
Membership No. 163940

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Consolidated Financial Results as on 31st March, 2024

GUJARAT NATURAL RESOURCES LIMITED
 Regd. Office : 906-910 ,9th Floor, Anam-1 Nr. Parimal Garden , Ellisbridge , Ahmedabad . -380006.
 CIN : L27100GJ1991PLC016158
STATEMENT OF CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED AND YEAR MARCH 31, 2024.

(Rs. in Lakhs except per share data)						
Sr no	Particulars	Quarter Ended			Year Ended	
		31/03/2024	31/12/2023	31/03/2023	31/03/2024	31/03/2023
		Audited	Unaudited	Audited	Audited	Audited
1	Income from Operations					
	(a) Revenue from operations	783.52	642.28	325.85	2739.68	1330.87
	(b) Other Income	-47.36	34.51	16.29	30.69	102.43
	Total Income	736.16	676.79	342.14	2770.37	1433.30
2	Expenses					
	(a) Cost of Materials consumed	0.00	0.00	0.00	0.00	0.00
	(b) Purchase of stock-in-trade	0.00	0.00	0.00	0.00	0.00
	(c) Increase/Decrease in inventories of FG, WIP and stock-in-trade	2.57	-0.60	-7.07	0.48	0.68
	(d) Employee benefits expense	99.96	108.05	88.10	385.49	305.10
	(e) Finance Cost	126.43	64.25	50.14	262.85	257.76
	(f) Depreciation and amortisation expense	237.67	118.63	216.90	752.76	306.96
	(g) Other expenses	591.04	308.89	191.78	1799.43	925.85
	Total Expenses	1057.67	599.22	539.85	3201.01	1796.34
3	Profit/(loss) before exceptional items and tax (1-2)	-321.51	77.57	-197.71	-430.64	-363.04
4	Exceptional Items	0.00	0.00	0.00	0.00	0.00
5	Profit/(Loss) before Extraordinary Items (3-4)	-321.51	77.57	-197.71	-430.64	-363.04
6	Extraordinary Items	0.00	0.00	0.00	0.00	210.39
7	Profit/(Loss) before tax (5-6)	-321.51	77.57	-197.71	-430.64	-573.43
8	Tax Expense					
	(a) Current tax	0.00	0.00	0.00	0.00	0.00
	(b) Deferred tax	-44.53	7.68	0.00	-42.60	46.53
	Total Tax Expenses	-44.53	7.68	0.00	-42.60	46.53
9	Profit / (Loss) for the period from continuing operations (7-8)	-276.98	69.89	-197.71	-388.04	-619.96
10	Profit (Loss) from discontinuing operations	0.00	0.00	0.00	0.00	0.00
11	Tax Expense of discontinuing operations	0.00	0.00	0.00	0.00	0.00
12	Profit (Loss) from discontinuing operations (after tax)(10-11)	0.00	0.00	0.00	0.00	0.00
13	Share of Profit / (Loss) of associates *	0.00	0.00	0.00	0.00	0.00
14	Minority Interest *	0.00	0.00	0.00	0.00	0.00
15	Other Comprehensive Income					
	A(i) Items that will not be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00
	(ii) Income tax relating to items that will not be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00
	B (i) Items that will be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00
	ii) Income tax relating to items that will be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00
	Other Comprehensive Income for the period	0.00	0.00	0.00	0.00	0.00
16	Total Comprehensive Income for the period	-276.98	69.89	-197.71	-388.04	-619.96
17	Total Comprehensive Income attributable to :					
	Share of Profit / (Loss) of associates *	0.00	0.00	0.00	0.00	0.00
	Minority Interest *	0.00	0.00	0.00	0.00	0.00
18	Paid-up equity share capital (Face value of Rs. 10/- each)	8025.16	8025.16	8025.16	8025.16	8025.16
19	Other Equity				2884.51	3279.69
20	Earnings Per Share (before exceptional items) (not annualised):					
	(a) Basic	-0.35	0.09	-0.25	-0.48	-0.77
	(b) Diluted	-0.35	0.09	-0.25	-0.48	-0.77
	Earnings Per Share (after exceptional items) (not annualised):					
	(a) Basic	-0.35	0.09	-0.25	-0.48	-0.77
	(b) Diluted	-0.35	0.09	-0.25	-0.48	-0.77

Notes:

- The above audited consolidated financial results have been reviewed by the Audit Committee and approved by the Board of Directors in their meeting held on May 30, 2024. The Audit under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been carried out by the statutory auditors. The Audit Report does not contain any observation which could have an impact on the results for the quarter/year ended March 31, 2024.
- The Company adopted the Indian Accounting Standards (Ind AS) effective 1st April, 2017 (transition date 1st April, 2016). The financial results have been prepared in accordance with Ind AS as prescribed under Section 133 of the Companies Act, 2013 read with the relevant Rules issued there under.
- Company operates only in single segment i.e. Oil and Gas sector.
- Previous period's figures have been regrouped/rearranged wherever necessary to confirm to the current period's classification.
- The figures for Quarter ended 31st March, 2024 are the balancing figures between the audited financial results for the year ended 31st March, 2024 and the published financial results for nine months ended 31st December, 2023.

For, GUJARAT NATURAL RESOURCES LTD.

Shalin A Shah
 SHALIN A SHAH
 MANAGING DIRECTOR
 DIN : 00297447



Date : 30/05/2024
 Place : Ahmedabad

GUJARAT NATURAL RESOURCES LIMITED			
STATEMENT OF CONSOLIDATED AUDITED ASSETS AND LIABILITIES			
(Rs.in Lakhs)			
Particulars	As at 31/03/2024	As at 31/03/2023	
A	ASSETS		
1	Non-current Assets		
(a)	Property , Plant and Equipment	4,442.29	3,444.10
(b)	Other Intangible assets	0.00	0.00
(c)	Goodwill	1,151.29	1,147.47
(d)	Capital work in progress	2,097.62	3,920.51
(e)	Intangible assets under development		
(f)	Financial Assets :		
(i)	Investments	0.00	0.00
(ii)	Deferred tax assets (Net)	0.00	0.00
(iii)	Loans	254.58	252.46
(iv)	Other non-current assets	225.66	530.00
	Sub-total - Non-current Assets	8,171.45	9,294.53
2	Current Assets		
(a)	Inventories	371.72	391.94
(b)	Financial Assets :		
(i)	Investments	-	-
(ii)	Trade Receivables	259.96	182.60
(iii)	Cash and Cash Equivalents	545.49	603.34
(iv)	Loans	6,160.43	5,383.45
(c)	Other current assets	441.19	429.47
	Sub-total - Current Assets	7,778.80	6,990.78
	TOTAL - ASSETS	15,950.25	16,285.31
B	EQUITY AND LIABILITIES		
	Shareholders' Funds		
(a)	Share Capital	8,025.16	8,025.16
(b)	Other Equity	2,884.51	3,279.69
	Sub-total - Shareholders' Funds	10,909.67	11,304.86
1	Liabilities		
	Non-current Liabilities		
(a)	Financial Liabilities :		
(i)	Borrowings	1,698.92	1,653.59
(b)	Deferred Tax Liabilities (Net)	260.31	302.93
(c)	Provisions	-	-
(d)	Other Non Current Liabilities	2.00	10.00
	Sub-total - Non-current liabilities	1,961.23	1,966.51
2	Current Liabilities		
(a)	Financial Liabilities :		
(i)	Borrowings	2,374.95	1,931.56
(ii)	Trade Payables		
	(i) Total outstanding dues to Micro and Small Enterprises	-	-
	(ii) Total outstanding dues of creditors other than Micro and Small Enterprises	333.43	811.90
(b)	Other Current Liabilities	332.50	210.11
(c)	Current Tax Liabilities (Net)	-	-
(d)	Provisions	38.46	60.38
	Sub-total - Current Liabilities	3,079.34	3,013.94
	TOTAL - EQUITY AND LIABILITIES	15,950.25	16,285.31



GUJARAT NATURAL RESOURCES LIMITED
AUDITED CONSOLIDATED CASH FLOW STATEMENT FOR YEAR ENDED 31ST MARCH , 2024

(Rs.In Lakhs)

Particulars	01-04-2023 to 31-03-2024	01-04-2022 to 31-03-2023
A Cash flow from Operating Activities		
Net Profit Before Tax	(430.64)	(363.04)
Adjustments for:		
Add Depreciation	752.76	306.96
Less Dividend Income	-	-
less Interest Income	-	(69.13)
Add Interest Expenses	262.85	257.76
Add Adjustment due to Consolidation	(7.98)	-
Operating Profit / (Loss) before Working Capital Changes	576.99	132.55
Adjustments for:		
Increase/(Decrease) in Trade Payable	(478.47)	(240.48)
Increase/(Decrease) in other current liabilities	122.38	(184.27)
Increase/(Decrease) in Short Term Borrowings	443.39	1,249.14
Increase/(Decrease) in Provisions	(21.91)	39.91
(Increase)/Decrease in Trade Receivables	(77.37)	462.48
(Increase)/Decrease in inventories	20.21	(68.89)
(Increase)/Decrease in Short term Loans & Advances	(776.99)	(130.43)
(Increase)/Decrease in Other Current Asset	(11.72)	(374.00)
Cashflow generated from Operating Activities	(203.47)	753.46
Income Tax Paid (Net of Refund)	-	-
Net Cashflow generated from Operating Activities A	(203.47)	886.01
B Cash flow from Investment Activities		
Purchase of Property , Plant and Equipment	71.93	(1,109.20)
Change in Other Equity	-	(81.31)
Sale of Assets	-	-
Sale of Investments	-	-
Purchase of Investments	-	-
Interest Income	-	69.13
Dividend Income	-	-
Net Cashflow generated from Investments Activities B	71.93	(1,121.38)
C Cash flow from Financiag Activities		
Interest Expenses	(262.85)	(257.76)
Issue of Convert	-	-
Proceeds/(Repayment) towards share capital	-	-
(Increase)/Decrease in other non-current assets	304.33	(27.51)
(Increase)/Decrease in Long term loans & advances	(2.12)	354.22
Increase/(Decrease) in Other Non Current liabilities	(8.00)	(31.16)
Money received against share warrant	(3.02)	-
Net Change in Unsecured Loans Taken	45.33	313.73
Net Cashflow generated from Financing Activities C	73.69	351.52
Net Change in Cash & Cash Equivalents (A+B+C)	(57.85)	116.14
Opening Cash & Cash Equivalents	603.34	487.20
Closing Cash & Cash Equivalents	545.49	603.34





UDIN: 24163940BKADZQ8166

To
Board of Directors
Gujarat Natural Resources limited

Report on the Audit of the Consolidated Annual Financial Results Opinion

We have audited the accompanying statement of quarterly and yearly consolidated financial results of **Gujarat Natural Resources limited** ("Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") for the quarter and year ended March 31, 2024, attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate audited financial statements of the subsidiary, the aforesaid consolidated annual financial results:

- A. includes the annual financial results for the year ended 31st March 2024, of the following entities

Sr. No.	Particulars	Name of the Entity
1.	Subsidiary	GNRL Oil & Gas India PVT Limited (Formerly known as Sigma Oil & Gas Pvt. Ltd.)
2.	Subsidiary	GNRL Oil & Gas Limited (Formerly known as Heramec Ltd.)
3.	Subsidiary	Heramec Oil & Gas (Singapore) Pte Ltd.
4.	Subsidiary	Alkor Petro Overseas Ltd.

- B. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard and
- C. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, of the consolidated net loss and other comprehensive income and other financial information of the Group for the year ended 31 March 2024





Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Statement section of our report. We are independent of the Group, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (the 'ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and that obtained by the other auditor in terms of their report referred to in paragraph of the Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.

Responsibility of Management for the Consolidated Annual Financial Results

The consolidated annual financial results have been prepared on the basis of the consolidated annual financial statements. The Holding Company's management and Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these annual financial results that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial consolidated annual financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated annual financial results by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated annual financial results, the respective Board of Directors of the companies included in the Group is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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The respective Board of Directors of the companies included in the Group is also responsible for overseeing the financial reporting process of each company.

Auditor's Responsibility for the Audit of the Consolidated Financial Results

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

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

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





- Evaluate the overall presentation, structure and content of the consolidated annual financial results, including the disclosures, and whether the consolidated annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated annual financial results of which we are independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any Significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all the relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards

We also performed procedures in accordance with the circular No CIRJCFD/CMD1/44/2019 issued by the SEBI under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable

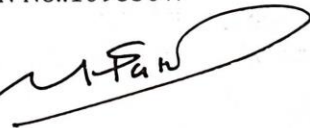
Other Matters

We did not audit the annual financial statements of subsidiary included in the Statement for the year ended on that date, as considered in the Statement. These Annual Financial Statements have been audited by other auditor whose Audit report has been furnished to us by the management, and our opinion in so far as it relates to the amounts and disclosures Include in respect of this subsidiary is based solely on the audit report of such other auditor, and the procedure performed by us as stated in paragraph above.

For, G M C A & CO.
Chartered Accountants
FRN No.:109850W



Place: Ahmedabad
Date: 30/05/2024


CA. Mitt S. Patel
Partner
Membership No. 163940

STATEMENT OF ACCOUNTING RATIOS

Accounting Ratios

The following table presents certain accounting and other ratios derived from our audited standalone financial statements included in the section titled “*Financial Information*” beginning on page 102 of this Draft Letter of Offer.

Accounting Ratios (Standalone)

Particulars	Amount in Rs. Lakhs	
	Year ended March 31, 2024	Year ended March 31, 2023
Earnings Per Share		
(a) Basic Earnings Per Share (after extraordinary items) (in Rs.)	(0.64)	(0.05)
(b) Diluted Earnings Per Share (after extraordinary items) (In Rs.)	(0.64)	(0.05)
Return on Net Worth (after extraordinary items and excluding Revaluation reserves) (%)	(4.29)	(0.33)
Net Asset Value / Book Value per Equity Share each	(0.64)	(0.05)
Face Value per Equity Share	10	10
EBITDA (Rs. in Lakhs)	(284.93)	21.36

Accounting Ratios (Consolidated)

Particulars	Amount in Rs. Lakhs	
	Year ended March 31, 2024	Year ended March 31, 2023
Earnings Per Share		
(a) Basic Earnings Per Share (after extraordinary items) (in Rs.)	(0.48)	(0.77)
(b) Diluted Earnings Per Share (after extraordinary items) (In Rs.)	(0.48)	(0.77)
Return on Net Worth (after extraordinary items and excluding Revaluation reserves) (%)	(3.56)	(5.49)
Net Asset Value / Book Value per Equity Share each	(0.48)	(0.77)
EBITDA (Rs. in Lakhs)	584.96	(8.71)

Capitalization Statement

The statement on our capitalisation is as set out below:

Standalone Capitalization statement

Particulars	(Rs. in Lakhs)	
	As at March 31, 2024 (Pre-Issue)	As adjusted for proposed Issue
Borrowings		
Current Borrowings	2,997.59	2,997.59
Non-Current Borrowings (including current maturity)	-	-
Total borrowings (A)	2,997.59	2,997.59
Total Equity		
Share capital	8,025.16	12,840.26

Particulars	As at March 31, 2024 (Pre-Issue)	As adjusted for proposed Issue
Reserves and surplus*	3,966.83	3,966.83
Total Equity (B)	11,997.28	16807.06
Non-current Borrowings / Total Equity ratio	-	-
Total borrowings / Total Equity ratio (A/B)	0.25	0.18

*Excluding other Comprehensive Income.

Consolidated Capitalization statement

(Rs. in Lakhs)

Particulars	As at March 31, 2024 (Pre-Issue)	As adjusted for proposed Issue
Borrowings		
Current Borrowings	2,374.95	2,374.95
Non-Current Borrowings (including current maturity)	1,698.92	1,698.92
Total borrowings (A)	4073.87	4073.87
Total Equity		
Share capital	8,025.16	12840.26
Reserves and surplus*	2,879.22	2,879.22
Total Equity (B)	10904.39	15719.48
Non-current Borrowings / Total Equity ratio	0.16	0.11
Total borrowings / Total Equity ratio (A/B)	0.37	0.26

*Excluding other Comprehensive Income.

MARKET PRICE INFORMATION

The Equity Shares of our Company are listed on the BSE. As our Equity Shares are listed only on the BSE, stock market data for our Equity Shares has been given for BSE.

For the purpose of this section:

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

Yearly Stock Market Quotation at BSE

The high, low prices and average of closing prices recorded on the BSE for the preceding three Financial Years and the number of Equity Shares traded on the days the high and low prices were recorded are stated below:

Year ended on March 31	High (in Rs)	Date of High	No. of Shares traded on date of high	Low (in Rs)	Date of Low	No. of Shares traded on date of low	Average price for the year (in Rs.)
2024	29.9	12 th February, 2024	68,900	12.27	23 rd October, 2023	1,92,052	17.40
2023	25	25 th April, 2022	40,147	11.4	04 th August, 2022	13,762	18.12
2022	25	15 th March, 2022	10,53,944	9.2	11 th June, 2021	1663313	4.88

(Source: www.bseindia.com) In case where closing price is same the price on which no. of shares traded higher on is taken.

Monthly Stock Market Quotation at BSE

The high and low prices and volume of the Equity Shares traded on the respective dates during the last six months is as follows:

Month	High (in Rs.)	Date of High	No. of Shares traded on date of high	Low (in Rs.)	Date of Low	No. of Shares traded on date of low	Average price for the Month (in Rs.)	Total No of Trading Days
August, 2024	19.44	26 th August, 2024	1,16,534	13.82	6 th August, 2024	55,079	14.2	21
July, 2024	15.43	31 st May, 2024	3,13,431	13.3	11 th July, 2024	2,04,211	14.01	22
June, 2024	17.49	03 rd June, 2024	2,22,818	12.7	12 th June, 2024	3,24,159	13.68	19
May, 2024	22	23 rd May, 2024	70,981	20.8	22 nd May, 2024	88,983	18.39	22
April, 2024	19.12	05 th , 2024	60,817	14.8	1 st April, 2024	1,01,415	16.83	21

Month	High (in Rs.)	Date of High	No. of Shares traded on date of high	Low (in Rs.)	Date of Low	No. of Shares traded on date of low	Average price for the Month (in Rs.)	Total No of Trading Days
March, 2023	27.05	4 th March ,2024	17,610	14.51	28 th March, 2024	1,71,742	17.87	19

(Source: www.bseindia.com).

Weekly Stock Market Quotation at BSE

Week end closing prices of the Equity Shares for the last four weeks on the BSE are as below:

Week Ended on	Closing Price (In Rs.)	High (in Rs.)	Date of High	Low (in Rs.)	Date of Low
13 th September, 2024					
06 th September, 2024	19.85	19.85	06 th September, 2024	16.87	02 nd September, 2024
30 th August, 2024	19.44	19.44	26 th August, 2024	15.5	27 th August, 2024
23 rd August, 2024	18.65	18.65	23 rd August, 2024	14.62	19 th August, 2024

(Source: www.bseindia.com).

The closing price of the Equity Shares as on 13th September, 2024 was Rs. **24.10** on the BSE, the trading day immediately preceding the day on which Board of Directors approved the Issue.

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

The following discussion of our financial condition and results of operations should be read in conjunction with the "Financial Statements" beginning on page 102 of this Draft Letter of Offer.

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should also read "Risk Factors" and "Forward Looking Statements" beginning on page 20 and 16, 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.

Our financial statements included in this Draft Letter of Offer are prepared in accordance with Ind AS, which differs in certain material respects from other accounting standards such as IFRS. Our financial year ends on March 31 of each year. Accordingly, all references to a particular financial year are for the 12 months ended March 31 of that year. Unless otherwise indicated or the context requires, the financial information for Fiscal 2021 included herein is based on the Audited Financial Statements included in this Draft Letter of Offer. For further information, see "Financial Statements" beginning on page 102 of this Draft Letter of Offer.

Neither we, nor any of our affiliates or advisors, nor any other person connected with the Issue has independently verified such information. For further information, see "Presentation of Financial and other Information" beginning on page 14 of this Draft Letter of Offer.

Business overview

Our Company is generating significant revenue through its step-down subsidiary company i.e. "GNRL Oil & Gas Limited (formerly Heramec Limited)" engaged in upstream oil & gas sector in India, and indulge in the business of Extraction of crude petroleum and natural gas. Engaged in upstream oil & gas sector in India, and indulge in the business of Extraction of crude petroleum and natural gas. The company has 6 Operated field i.e. Unawa, Allora, Dholasan, Kanawara, North Kathana, North Balol where well drilling projects has been organized. Comprehensive development of the exploration and development work program is as under:

1. **Allora:** Drilling of Two Wells (Drilling of one Firm well for Mandhali mem of Kadi fm and the other location would be a dependent location)
2. **Dholasan:** Drilling of Two wells as a part of partial development (One well for Mandhali, One well for Lynch mem)
3. **Kanawara:** Drilling of seven development wells to produce from EP-IV pay of Kalol formation (Drilling of 3 wells in progress during January)
4. **North Kathana:** Drilling of Three wells (Two wells to produce from EP- IV pay & One deep well for Fractured trap formation)
5. **Unawa:** Drilling of Two wells (Deepening of existing well up to Olpad formation and one additional well as exploratory to probe Olpad formation)
6. **North Balol:** Drilling of four development wells

For further details, refer chapter titled "Our Business" on page 70.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

To the knowledge of our Company and except as disclosed herein, since the date of the last financial statements contained in this Draft Letter of Offer, no other circumstances have arisen which would materially and adversely

affect or which would be 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 (twelve) months.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "*Risk Factors*" beginning on page 102 of this Draft Letter of offer. Our results of operations and financial conditions are affected by numerous factors including the following:

- Our success depends on the value, perception and quality of our product;
- General economic and business conditions;
- Company's inability to successfully implement its growth and expansion plans;
- Increasing competition in the Industry;
- Changes in technology;
- Any change in the laws and regulations to Industry in which we operate;

SIGNIFICANT ACCOUNTING POLICIES

The accounting policies have been applied consistently to the periods presented in the Limited Review Unaudited Standalone and Consolidated Financial Statements and Audited Standalone and Consolidated Financial Statements. For details of our significant accounting policies, please refer chapter titled "Financial Statements" on page 102 of this Draft Letter of Offer.

CHANGE IN ACCOUNTING POLICIES IN PREVIOUS 3 YEARS

Except as mentioned in chapter titled "Financial Statements" on page 102, There has been no change in accounting policies for the period which has been included in this Draft Letter of Offer.

RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS

For details, please refer chapter titled "Financial Statements" on page 102 of this Draft Letter of Offer.

SUMMARY OF OPERATIONS

The following discussion on result of operations should be read in conjunction with the Audited Standalone and consolidated financial statements of our Company for the quarter and financial year ended March 31, 2024.

The following table sets forth, for the fiscal years indicated, certain items derived from our Company's Audited financial statements, in each case stated in absolute terms and as a percentage of total sales and/or total revenue:

(Rs. In Lakhs)

Particulars	For the financial year ended 31 st March, 2024		For the financial year ended 31 st March, 2023	
	Standalone	Consolidated	Standalone	Consolidated
Income:-				
Revenue from Operations	224.24	2739.68	33.01	1330.87
<i>As a % of Total Revenue</i>	99.69%	98.89%	46.50%	92.85%
Other Income	0.70	30.69	37.99	102.43
<i>As a % of Total Revenue</i>	0.31%	1.11%	53.50%	7.15%
Total Revenue (A)	225.14	2770.37	71.00	1433.50
Growth %				
Expenditure:-				
Cost of material consumed	0.00	0.00	0.00	0.00
<i>As a % of Total Revenue</i>	0.00	0.00	0.00	0.00
Purchase of Stock In Trade	0.00	0.00	0.00	0.00
<i>As a % of Total Revenue</i>	0.00	0.00	0.00	0.00
Change In Inventory	0.00	0.48	0.00	0.68
<i>As a % of Total Revenue</i>	0.00	0.02%	0.00	0.05%
Employees Benefit Expenses	37.70	385.49	35.25	305.10
<i>As a % of Total Revenue</i>	16.75%	13.91%	49.65%	21.29%
Depreciation and Amortization	0.00	752.76	0.11	306.96
<i>As a % of Total Revenue</i>	0.00	27.17%	0.15%	21.42%
Finance Cost	228.87	262.85	63.12	257.76
<i>As a % of Total Revenue</i>	101.86%	9.49%	88.90%	17.98%
Other Expenses	472.37	1799.44	14.38	925.85
<i>As a % of Total Revenue</i>	209.81%	64.95%	20.26%	64.60%
Total Expenses (B)	738.94	3201.01	112.87	1796.34
<i>As a % of Total Revenue</i>	328.21%	115.54%	158.97%	125.33%
Profit before extraordinary items and tax	-513.80	-430.65	-41.80	-363.04
<i>As a % of Total Revenue</i>	228.91%	15.54%	58.97%	25.33%
Extraordinary Items	0.00	0.00	0.00	210.39
Profit before Tax	-513.80	-430.65	-41.80	573.43
PBT Margin				
Tax Expense:				
i. Current Tax	0.00	0.00	0.00	0.00
ii. Deferred Expenses/(Credit) Tax	0.06	-42.60	0.00	46.53
PAT	-513.86	-388.04	-41.87	-619.96
PAT Margin %	-2.29	-3.49%	-1.27	5.37%

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2024 WITH FINANCIAL YEAR ENDED MARCH 31, 2024

Income from Operations

(Rs. In Lakhs)

Particulars	31.03.2024		31.03.2023		Variance In %	
	Standalo	Consolida	Standalo	Consolida	Standalo	Consolida
Revenue from Operations	224.44	2,739.68	33.01	1,330.87	(579.91%)	(105.85%)

The operating income of the Company for the year ending March 31, 2024 on standalone is Rs. 224.44 Lakhs as compared to Rs. 33.01 lakhs for the year ended March 31, 2023 on standalone basis, showing a decrease of 579.91%, and such decrease is due to decrease in volume of operations.

Accordingly, the operating income of the Company for the year ending March 31, 2024 on consolidated is Rs. 2,739.68 Lakhs as compared to Rs. 1,330.87 lakhs for the year ended March 31, 2023 on consolidated basis, showing a decrease of 105.85%, and such decrease is due to decrease in volume of operations.

Other Income

Our other income decreased from Rs. 37.99 Lakhs to Rs. 0.70 Lakhs on standalone basis, this was primarily due to decrease in Non operating Income and Our Other Income decreased from Rs. 102.43 Lakhs to Rs. 30.69 Lakhs on consolidated basis during the year ended 31st March, 2023 to 31st March, 2024 respectively, this was primarily due to decrease in Non operating Income on consolidated basis.

Employee Benefit Expenses

(Rs. In Lakhs)

Particulars	31.03.2024		31.03.2023		Variance In %	
	Standalone	Consolidate	Standalone	Consolidated	Standalo	Consolid
Employee Benefit	37.70		35.25	305.10	(6.95%)	(26.34%)

385.49

There is 6.95% increase in employee benefit expenses from Rs. 35.25 Lakhs during year ended 31st March, 2023 to Rs. 37.70 Lakhs during year March 31, 2024 on standalone basis and there is 26.34% increase in employee benefit expenses from Rs. 305.10 Lakhs during year ended 31st March, 2023 to Rs. 385.49 Lakhs during year March 31, 2024 on consolidated basis which is due to decrease in staff and salary & wages.

Other Expenses

(Rs. In Lakhs)

Particulars	31.03.2024		31.03.2023		Variance In %	
	Standalo	Consolida	Standalo	Consolida	Standalo	Consolida
Other expenses	225.14	1799.44	14.38	925.85	1465.64%	94.35%

There is 94.35% increase in other expenses from Rs. 14.38 Lakhs during the year ended 31st March, 2023 to Rs. 225.14 Lakhs during the year ended March 31, 2024 on standalone basis which is in line with volume of business operations and accordingly, there is 1465.64% increase in other expenses from Rs. 925.85 Lakhs during the year ended 31st March, 2023 to Rs. 1799.44 Lakhs during the year ended March 31, 2024 on consolidated basis which is in line with volume of business operations.

Depreciation

There was Nil Expense on standalone basis & Rs. 752.76 Lakh on consolidated basis and it has increase of 136.43% in Depreciation expenses during the year ended March 31, 2024 on consolidated basis as compared with depreciation expenses during the year ended March 31, 2023 due to decrease in written down value or depreciable assets on consolidated basis respectively.

Profit Before Tax**(Rs. In Lakhs)**

Particulars	31.03.2024		31.03.2023		Variance In %	
	Standalone	Consolidated	Standalone	Consolidate	Standalone	Consolida
Profit before Tax	(513.80)	(430.65)	(41.87)	(363.04)	(1127.13)%	(18.62%)

Profit before tax increased by 1127.13% from Rs. 513.80 Lakhs during the year ended 31st March, 2023 to Rs. 41.87% Lakhs during the year March 31, 2024 on standalone basis due to decrease in volume of sales. Also, Profit before tax decreased by 18.62% from Rs. 430.65 Lakhs during the year ended 31st March, 2023 to Rs. 363.04 Lakhs during the year ended March 31, 2024 on consolidated basis due to decrease in volume of sales of the Company.

Net Profit**(Rs. In Lakhs)**

Particulars	31.03.2024		31.03.2023		Variance In %	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolida
Net Profit	(513.86)	(388.04)	(41.87)	(619.96)	(1127.27%)	(37.40%)

Profit after tax decreased by 1127.27% from Rs. 513.86 Lakhs during the year ended 31st March, 2023 to Rs. 41.87 Lakhs during the year March 31, 2024 on standalone decrease in turnover and capital utilization of the Company. Also, Profit after tax increased by 37.40% from Rs. 388.04 Lakhs during the year ended 31st March, 2023 to Rs.619.96 Lakhs during the year ended March 31, 2024 on consolidated basis due to decrease in turnover and capital utilization of the Company.

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 chapter titled “*Risk Factors*” beginning on pages 20 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 events or transactions to our knowledge which may be described as “unusual” or “infrequent”.

Significant economic/regulatory changes

Government policies governing the sector in which we operate as well as the overall growth of the Indian economy has a significant bearing on our 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 chapter titled “*Risk Factors*” on page 20 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 chapter titled “*Risk Factors*” and chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” beginning on pages 20 and 196, 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 or increased sales prices

Increase in revenues is by and large linked to increase in sale of our services.

Competitive Conditions

We expect competition in the sector from existing and potential competitors to intensify. However, on account of cost reduction and cost control, consistently delivering quality services, we are able to stay competitive. For further details, kindly refer the chapter titled “*Our Business*” beginning on page 70 of this Draft Letter of Offer.

SECTION VII – LEGAL AND OTHER INFORMATION AND OTHER DEFAULTS

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*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 Draft Letter of Offer. However, solely for the purpose of the Issue, the following outstanding litigations have been disclosed in this section of this Draft Letter of Offer, to the extent applicable: any outstanding civil litigation, including tax litigation, involving our Company, where the amount involved is where the amount involved is 20% 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.

LITIGATIONS INVOLVING OUR COMPANY

Litigations Against our Company

Criminal proceeding against our Company

There was a criminal proceeding filed against the company and Mr. Shalin Ashok Shah & Mr. Ashok Chinubhai Shah, then MD of GNRL before the Court of Metropolitan Magistrate, Court No. 2, Ahmedabad, under section 406, 409, 420, 465, 467, 471 and 120B of the Indian Penal Code for non-delivery of share certificate lodged for transfer to the complainant, The Hon'ble High Court of Gujarat at Ahmedabad has vide order dated February 19, 2014 stayed further proceedings of Criminal Case No.36/2013. This case is currently pending before Hon'ble High Court of Gujarat at Ahmedabad

Action and Proceeding initiated by Statutory / Regulatory Authority including economic offences against our Company

Nil

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

Litigations by our Company

Criminal proceeding by our Company

Nil

LITIGATIONS INVOLVING SUBSIDIARY COMPANIES

Litigations against Subsidiary Companies

Criminal proceeding against our Subsidiary Companies

Nil

Action and Proceeding initiated by Statutory/Regulatory Authority against of our Subsidiary Companies

Nil

Other Proceeding against our Subsidiary Companies

Nil

Litigations by Subsidiary Companies

Criminal proceeding by our Subsidiary Companies

Nil

Other Proceeding by our Subsidiary Companies

Nil

Revenue Matters:

Nil

DISCLOSURES PERTAINING TO WILFUL DEFAULTERS OR FRAUDULENT BORROWERS

Neither our Company, our Promoters, our Directors are or have been classified as a willful defaulter or fraudulent borrower by a bank or financial institution or a consortium thereof in accordance with the guidelines on willful defaulters or fraudulent borrower issued by RBI.

AMOUNT DUE TO MSME

There is Rs. NIL dues to MSME supplier for more than 45 (Forty-Five) days as on 31st March, 2024.

GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company requires various consents, licenses, permissions and approvals from various central and state authorities under various rules and regulations for carrying on its present business activities. We have received the necessary consents, licenses, permissions and approvals from the Government of India and various governmental agencies required for our present business and to undertake the Issue. Such consents, licenses, permissions and approvals may be required to be renewed periodically and applications for the same are made at the appropriate stage.

Since, our Company intends to utilize the proceeds of the Issue to make investment in wholly owned subsidiary company, repayment of loans, no government and regulatory approval pertaining to the Object of the Issue will be required.

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MATERIAL DEVELOPMENTS

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

However Pursuant to the scheme of Amalgamation between GNRL Oil & Gas (I) Private Limited (Indian Wholly-owned subsidiary) and GNRL Oil & Gas Limited (Step-down international subsidiary), the said matter is pending before the Honorable National Company Law Tribunal (NCLT).

For further details, please refer to the chapter titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 196 of this Draft Letter of Offer.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

This Issue has been authorized by the resolution passed by our Board at its meeting held on 10th June, 2024 pursuant to Section 62 (1) (a) of the Companies Act, 2013 and other applicable provisions. The Rights Issue Committee has approved the Record Date for the Issue at its meeting held on [●] and this Draft Letter of Offer at its meeting held on September 17, 2024.

Our Board, in its meeting held on 10th June, 2024 has resolved to issue the Fully paid-up Equity Shares to the Eligible Equity Shareholders, at Rs. [●] per Equity Share aggregating up to Rs. 4,815.00 Lakhs. The Issue Price is Rs. [●] per Equity Share has been arrived at by our Company prior to determination of the Record Date.

Our Company has received in-principle approval from BSE in accordance with Regulation 28(1) of the SEBI Listing Regulations for listing of the Equity Shares to be Allotted in this Issue pursuant to their respective letters each dated [●]. Our Company will also make application to BSE to obtain its 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*" beginning on page 212 of this Draft Letter of Offer.

Prohibition by SEBI

Our Company, our Promoter, our Directors, the members of our Promoter Group and persons in control of our Company have not been prohibited from accessing the capital market or debarred from buying or selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any authority/court as on date of this Draft Letter of Offer.

Further, our Promoter and our Directors are not promoter or director of any other company which is debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI. None our Directors or Promoter is associated with the securities market in any manner. Further, there is no outstanding action initiated against any of our Directors or Promoters 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 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.

Eligibility for this Issue

Our Company is a listed company and has been incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on the BSE. Our Company is eligible to offer Equity Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the SEBI ICDR Regulations. Further, our Company is undertaking this Issue in compliance with Part B of Schedule VI of the SEBI ICDR Regulations.

Compliance with Regulations 61 and 62 of the SEBI ICDR Regulations

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company has made application to the Stock Exchange and has received its in-principle approval for listing of the Equity Shares to be issued pursuant to this Issue. BSE is the Designated Stock Exchange for the Issue.

Compliance with Part B of Schedule VI of the SEBI ICDR Regulations

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

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

As our Company satisfies the conditions specified in Clause (1) of Part B of Schedule VI of SEBI ICDR Regulations, and given that the conditions specified in Clause (3) of Part B of Schedule VI of SEBI ICDR Regulations are not applicable to our Company, the disclosures in this Draft Letter of Offer are in terms of Clause (4) of Part B of Schedule VI of the SEBI ICDR Regulations.

Disclaimer Clause of SEBI

The Draft Letter of Offer has not been filed with SEBI in terms of SEBI ICDR Regulations as the size of issue is up to Rs. 4,815.00 lakhs. The present Issue being of less than Rs. 5,000 lakhs, our Company is in compliance with first proviso to Regulation 3 of the SEBI ICDR Regulations and our Company shall file the copy of the Letter of Offer prepared in accordance with the SEBI ICDR Regulations with SEBI for information and dissemination on the website of SEBI i.e. www.sebi.gov.in.

Disclaimer from our Company, our Director(s)

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

Investors who invest in the Issue will be deemed to have represented to our Company and its officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares, and are relying on independent advice / evaluation as to their ability and quantum of investment in the Issue.

Caution

Our Company shall make all relevant information available to the Eligible Equity Shareholders in accordance with SEBI ICDR Regulations and no selective or additional information would be available for a section of the Eligible Equity Shareholders in any manner whatsoever including at presentations, in research or sales reports etc. after filing of this Draft Letter of Offer.

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

Disclaimer with respect to jurisdiction

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

Designated Stock Exchange

The Designated Stock Exchange for the purpose of the Issue is BSE.

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.

Disclaimer Clause of BSE

As required, a copy of this Draft Letter of Offer has been submitted to the BSE. The Disclaimer Clause as intimated by BSE to us, post scrutiny of this Draft Letter of Offer is set out below:

"BSE Limited ("the Exchange") has given, vide its letter dated [●] permission to this Company to use the Exchange's name in this Draft Letter of Offer as one of the stock exchange on which this Company's securities are proposed to be listed. The Exchange has scrutinized this Draft Letter of Offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

- Warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Letter of Offer; or
- Warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
- Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this Draft Letter of Offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE RIGHTS ENTITLEMENTS AND EQUITY SHARES REFERRED TO IN THE DRAFT LETTER OF OFFER ARE BEING OFFERED IN INDIA, BUT NOT IN THE UNITED STATES. THE OFFERING TO WHICH THE DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, DRAFT LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME.

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 the Draft Letter of Offer, (i) that it is not and that, at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made; and (ii) is authorised to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws, rules and regulations.

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

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 Regulations 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.

Consents

Consents in writing of our Directors, the Registrar to the Issue, Expert and the Bankers to the Issue/ Refund Bank to act in their respective capacities, have been obtained and such consents have not been withdrawn up to the date of this Draft Letter of Offer.

Expert Opinion

Our Company has not obtained any expert opinion.

Performance vis-à-vis objects – Public/Rights Issue of 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 Draft Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased from Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, the Draft Letter of Offer has been filed with the Stock Exchange and not with SEBI. However, the Draft Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with the Stock Exchange.

Mechanism for Redressal of Investor Grievances

Our Company has 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. 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.

Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre Issue or post Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/ first holder, folio number or demat account number, number of 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" beginning on page 212. The contact details of Registrar to the Issue and our Company Secretary and Compliance Officer are as follows:

Investor Grievances arising out of this Issue

Investors may contact the Registrar to the Issue at:

Registrar to the Issue

Purva Sharegistry (India) Pvt. Ltd

9, Shiv Shakti Industrial Estate, J.R.Boricha Marg, Lower Parel - East, Mumbai, Maharashtra, 400011.

Tel No.: 079 - 23012518

Website: www.purvashare.com

E-mail ID: support@purvashare.com

Contact Person: Ms. Deepali Dhuri

SEBI Registration No: INR000001112

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue/post- Issue related matter such as non-receipt of letter of Allotment, credit of Rights Equity Shares, refund and such other matters. The contact details of the Compliance Officer are as follows:

Company Secretary and Compliance Officer

Ms. Barkha Chanderkumar Lakhani

906- 910, 9th Floor, Anam-I, Nr.Parimal Garden, Ellisbridge, Ahmedabad, Gujarat, 380006 **Email:**

caf.gnrl@gmail.com

Website: www.gnrl.in

Tel: +91 92654 02633/ 079 3521 9058

Investors may contact the Company Secretary and Compliance Officer at the above-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.

EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI

Our Company has not submitted any application to SEBI for exemption from complying with any provisions of Securities.

Status of Complaints

- i. Total number of complaints received during Fiscal 2022: 0
- ii. Total number of complaints received during Fiscal 2023: 2
- iii. Total number of complaints received during Fiscal 2024: 2
- iv. Time normally taken for disposal of various types of investor complaints: 15 days
 - (a) Share transfer process: Within 15 days after receiving full set of documents
 - (b) Share transmission process: Within 21 days after receiving full set of documents
 - (c) Other Complaints: Within 15 days from the receipt of the complaint

Status of outstanding investor complaints

As on the date of the DLOF, there were Nil outstanding investor complaints.

Changes in Auditor during the last three years

M/s GMCA & Co. has been appointed as Statutory Auditors of the Company 30th August, 2022, on the recommendation of the Audit Committee, had reappointed M/s. GMCA & Co., Chartered Accountants (Firm Registration No.109850W) as the Statutory Auditors of the Company, and recommended their appointment for a second term of 5 (five) years from the conclusion of 31st Annual General Meeting (AGM) held in 2022 till the conclusion of the 36th Annual General Meeting to be held in 2027.

Minimum Subscription

The objects of the Issue are investment in wholly owned subsidiary, repayment of loans and General Corporate Purpose and do not involve financing of Capital Expenditure for a project.

However, our promotor and promoter group has indicated in vide resolution passed in the meeting dated 10th June, 2024 that they will subscribe fully to their portion of right entitlement and that do not renounce their rights except to the extent of renunciation within the promoter group. Accordingly, in terms of Regulation 86(1) of the SEBI ICDR Regulations, the requirements of minimum subscription are not applicable to the issue.

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

SECTION VIII – ISSUE INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Eligible Equity Shareholders proposing to apply in this Issue. The Eligible Equity Shareholders should carefully read the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company is not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. The Eligible Equity Shareholders are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and this Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI Right Issue Circulars, the Eligible Equity Shareholders proposing to apply in this Issue can apply only through ASBA or by mechanism as disclosed in this Letter of Offer.

This Issue and the Rights Equity Shares proposed to be issued on a rights basis, are subject to the terms and conditions contained in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, FEMA, FEMA Rules, the SEBI ICDR Regulations, the SEBI 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 RBI or other regulatory authorities, 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.

DISPATCH AND AVAILABILITY OF ISSUE MATERIALS

In accordance with the SEBI ICDR Regulations, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, this Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Shareholders can access this Draft Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable laws) on the websites of:

- (i) Our Company at www.gnrl.in;
- (ii) The Registrar at www.purvashare.com
- (iii) The Stock Exchange at www.bseindia.com;

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., **Purva Shareregistry (India) Pvt. Ltd.** at www.purvashare.com) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.gnrl.in).

Please note that neither our Company nor the Registrar shall be responsible for non-dispatch of physical copies of Issue materials, including this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of this 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.

The distribution of this Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer is being filed with the Stock Exchange. Accordingly, the Rights Entitlements and Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this 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 this 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 Equity Shares or the Rights Entitlements, distribute or send this 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 this 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 this 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 Equity Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India).

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 Shareholders desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA.

Investors can submit either the Application Form in physical mode to the Designated Branches of the SCSBs or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) authorizing the SCSB to block the Application Money in an ASBA Account maintained with the SCSB. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process. For details, titled "Procedure for Application through the ASBA Process" on page 221.

Please note that subject to SCSBs complying with the requirements of SEBI Circular 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 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.

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 refer “Grounds for Technical Rejection” 131. Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, refer chapter titled “Application on Plain Paper under ASBA process”.

Options available to the Eligible Equity Shareholders

The Rights Entitlement Letter will clearly indicate the number of 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:

- a) apply for its Equity Shares to the full extent of its Rights Entitlements; or
- b) apply for its Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- c) apply for Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- d) apply for its Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares; or
- e) renounce its Rights Entitlements in full.

Making of an Application through the ASBA process

A Shareholders, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Shareholders 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 authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Shareholders should ensure that they have correctly submitted the Application Form and have provided an authorization to the SCSB, *via* the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

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, its directors, its 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.

Do's for Shareholders applying through ASBA:

- a) Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Equity Shares will be allotted in the dematerialized form only.
- b) 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.
- c) Ensure that there are sufficient funds (equal to {number of Equity Shares (including additional 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.
- d) 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.
- e) Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.
- f) 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.
- g) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.

Don'ts for Shareholders applying through ASBA:

- a) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.
- b) Do not send your physical Application to the Registrar, the Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
- c) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.
- d) 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 e-mail or 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, 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 or is a U.S. Person or in the United States.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- (a) Name of our Company, being Gujarat Natural Resources Limited;
- (b) Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);

- (c) Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID;
- (d) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue
- (e) Number of Equity Shares held as on Record Date;
- (f) Allotment option – only dematerialised form;
- (g) Number of Equity Shares entitled to;
- (h) Number of Equity Shares applied for within the Rights Entitlements;
- (i) Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- (j) Total number of Equity Shares applied for;
- (k) Total amount paid at the rate of Rs. [●] per Equity Share;
- (l) Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
- (m) 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;
- (n) Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- (o) Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
- (p) All such Eligible Equity Shareholders are deemed to have accepted the following:

"I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for Shareholders in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/ We (i) am/ are, and the person, if any, for whose account I/ we am/ are acquiring such Rights Entitlement and/ or the Rights Equity Shares is/ are, outside the U.S., (ii) am/ are not a "U.S. Person" as defined in ("Regulations"), and (iii) is/ are acquiring the Rights Entitlement and/ or the Rights Equity Shares in an offshore transaction meeting the requirements of Regulations.

I/ We acknowledge that the Company, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements. "

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where a Shareholders submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Shareholders 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 Shareholders. The plain paper Application format will be available on the website of the Registrar at www.purvashare.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 Shareholders' 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 Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in 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 Working Days prior to the Issue Closing Date;
- b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
- c) The remaining procedure for Application shall be same as set out in "*Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*" mentioned above.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Equity Shares while submitting the Application through ASBA process.

Application for Additional Equity Shares

Shareholders are eligible to apply for additional 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 Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional 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 Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in "*Basis of Allotment*" mentioned below.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares. Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.

Additional general instructions for Shareholders in relation to making of an application

- i) Please read this Draft Letter of offer carefully to understand the Application process and applicable settlement process.
- ii) Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of 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.

- iii) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section "*Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*" mentioned above.
- iv) Applications should be (i) submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchange.
- v) Applications should not be submitted to the Banker(s) to the Issue or Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar.
- vi) 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 Shareholders for which PAN details have not been verified shall be "suspended for credit" and no Allotment and credit of Equity Shares pursuant to this Issue shall be made into the accounts of such Shareholders.
- vii) 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. Shareholders applying under this Issue should note that on the basis of name of the Shareholders, 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, Shareholders 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 Shareholders including mailing of the letters intimating unblocking of bank account of the respective Shareholders and/or refund. The Demographic Details given by the Shareholders in the Application Form would not be used for any other purposes by the Registrar. Hence, Shareholders are advised to update their Demographic Details as provided to their Depository Participants. **The Allotment Advice and the e-mail intimating unblocking of ASBA Account or refund (if any) would be e-mailed to the address of the Shareholders as per the e-mail 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 Equity Shares are not allotted to such Shareholders. Please note that any such delay shall be at the sole risk of the Shareholders and none of our Company, the SCSBs, Registrar shall be liable to compensate the Shareholders 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 Shareholders (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.**
- viii) By signing the Application Forms, Shareholders would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.
- ix) 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 Shareholders must sign the Application as per the specimen signature recorded with the SCSB.
- x) Shareholders 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. Shareholders 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.
- xi) 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.
- xii) All communication in connection with Application for the 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 on Record Date)/DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.

- xiii) Shareholders are required to ensure that the number of Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.
- xiv) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
- xv) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- xvi) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.
- xvii) Do not pay the Application Money in cash, by money order, pay order or postal order.
- xviii) Do not submit multiple Applications.
- xix) No investment under the FDI route (i.e any investment which would result in the Shareholders holding 10% or more of the fully diluted paid-up equity share capital of the 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 Shareholders 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.
- xx) 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 Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

Grounds for Technical Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

- i) DP ID and Client ID mentioned in Application does not match with the DP ID and Client ID records available with the Registrar.
- ii) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.
- iii) Sending an Application to our Company, Registrar, Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB.
- iv) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
- v) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
- vi) Account holder not signing the Application or declaration mentioned therein.
- vii) Submission of more than one Application Form for Rights Entitlements available in a particular demat account.
- viii) Multiple Application Forms, including cases where an Shareholders submits Application Forms along with a plain paper Application.
- ix) 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).
- x) 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.
- xi) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
- xii) Application Forms which are not submitted by the Shareholders within the time periods prescribed in the Application Form and this Draft Letter of offer.
- xiii) Physical Application Forms not duly signed by the sole or joint Shareholders, as applicable.
- xiv) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand s.

- xv) If an Shareholders 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 Shareholders to subscribe to their Rights Entitlements.
- xvi) Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who are U.S. QIBs and QPs) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person, and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.
- xvii) Applications which have evidence of being executed or made in contravention of applicable securities laws.
- xviii) Application from Shareholders that are residing in U.S. address as per the depository records (other than from persons in the United States who are U.S. QIBs and QPs).

Applications by non-resident Shareholders.

- a. Payment from third party bank accounts.

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 Shareholders and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. Further supplementary Applications in relation to further 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, see "- Procedure for Applications by Mutual Funds" mentioned below.

In cases where Multiple Application Forms are submitted, including cases where (a) a Shareholders submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications through ASBA, such Applications shall be treated as multiple applications and are liable to be rejected.

PROCEDURE FOR APPLICATIONS BY CERTAIN CATEGORIES OF SHAREHOLDERS

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 Shareholders group (which means multiple entities registered as foreign portfolio Shareholders 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 Shareholders 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 Shareholders 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 Shareholders will also be required to comply with applicable reporting requirements.

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 (iii) 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:

1. Such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and
2. 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.

No investment under the FDI route will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval.

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 Shareholders holding 10% or more of the fully diluted paid-up equity share capital of the 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 Shareholders 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 Policy has been recently amended to state that all investments by entities incorporate 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 Shareholders**"), 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 Shareholders will also require prior approval of the Government of India and each Shareholders should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Shareholders 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 certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Last date for Application

The last date for submission of the duly filled in the Application Form or a plain paper Application is [●], 2024, *i.e.*, Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchange and the Application Money is not blocked with the SCSB on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this Draft Letter of offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "*Basis of Allotment*" mentioned below.

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, Shareholders 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, 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 to the Eligible Equity Shareholders upon submission of the Application.

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 Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Shareholders within a period of 4 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS

Rights Entitlements

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of Equity Shares as set out in the Rights Entitlement Letter.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (*i.e.*, www.purvashare.com.) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (*i.e.*, www.gnrl.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 dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is [●]. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchange after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity

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

If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (*i.e* www.purvashare.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 dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, [●]) opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or suspended for debit or credit 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 on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., by [●], 2024 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in 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.

RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT

Renounees

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renounee(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 favor of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchange or through an off-market transfer.

Procedure for Renunciation of Rights Entitlements

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchange (the "**On Market Renunciation**"); or (b) through an off-market transfer (the "**Off Market Renunciation**"), during the Renunciation Period. The Shareholders 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.

Shareholders may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Shareholders who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Shareholders on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Shareholders.

On Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchange through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI 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 dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, *i.e.*, from [●] to [●] (both days inclusive).

The Shareholders holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN [●] and indicating the details of the Rights Entitlements they intend to trade.

The Shareholders 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+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchange and the SEBI.

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 accounts of the Renounees on or prior to the Issue Closing Date to enable Renounees to subscribe to the Equity Shares in the Issue.

The Shareholders 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 Shareholders 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.

Record date for Call and suspension of trading

Our Company would fix a Call Record Date giving notice, in advance of such period as may be prescribed under applicable law, to the Stock Exchange for the purpose of determining the list of holders of the Rights Equity Shares to whom the notice for the Call would be sent. Once the Call Record Date has been fixed, trading in the Rights Equity Shares for which the call has been made may be suspended prior to the Call Record Date.

Procedure for Call for Rights Equity Shares

Our Company would convene a meeting of the Board of Directors to pass the required resolutions for making the Call and suitable intimation would be given by our Company to the Stock Exchanges. Further, advertisements for the same will be published in (i) one English national daily newspaper with wide circulation; (ii) one Gujarati language national daily newspaper with wide circulation being the regional language of Gujarat, where our Registered Office is situated). The Call shall be deemed to have been made at the time when the resolution authorising such Call is passed at the meeting of our Board. The Call may be revoked or postponed at the discretion of the Board. Pursuant to the provisions of the Articles of Association, the Investors would be given at least 14 days' notice for the payment of the Call. The Board may, from time to time at its discretion, extend the time fixed for the payments of the Call. Our Company, at its sole discretion and as it may deem fit, may send one or more reminders for the Call, and if it does not receive the Call Monies as per the timelines stipulated unless extended by the Board, the defaulting holders of the Rights Equity Shares will be liable to pay interest as may be fixed by the Board unless waived or our Company may forfeit the Application Money and any Call Money received for previous Call made.

Payment of Call Money

In accordance with the SEBI circular SEBI/HO/CFD/DIL1/CIR/238/2020 dated December 8, 2020 regarding additional payment mechanism (i.e. ASBA, etc.) for payment of balance money in call for partly paid specified securities issued by the listed entity, the holders of Rights Equity Shares may make payment of the Call Monies using ASBA Mechanism through the Designated Branch of the SCSB or through online/electronic through the website of the SCSBs (if made available by such SCSB) by authorizing the SCSB to block an amount, equivalent to the amount payable on Call, in the Investor's ASBA Account. The holders of Rights Equity Shares may also use the facility of linked online trading, demat and bank account (3-in-1 type account), if provided by their broker, for making payment of the Call Monies.

Separate ISIN for Rights Equity Shares

In addition to the present ISIN for the existing Equity Shares, our Company would obtain a separate ISIN for the Rights Equity Shares for the Call, until fully paid-up. The Rights Equity Shares offered under this Issue will be traded under a separate ISIN after the Call for the period as may be applicable under the rules and regulations prior to the record date for the final Call Notice. The ISIN representing the Rights Equity Shares will be terminated after the Call Record Date for the final Call. On payment of the final Call Money in respect of the Rights Equity Shares, such Rights Equity Shares would be fully paid-up and merged with the existing ISIN of our Equity Shares.

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 Shareholders agree to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Shareholder'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 Shareholders in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in this Draft Letter of offer.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company, 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 Shareholders

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 Shareholders

As regards the Application by non-resident Shareholders, 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 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 Equity Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the 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 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 Equity Shares.

BASIS FOR THIS ISSUE AND TERMS OF THIS ISSUE

The Equity Shares are being offered for subscription to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialised form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date.

For principal terms of Issue such as face value, Issue Price, Rights Entitlement ratio, see "*The Issue*" beginning on mentioned above.

Fractional Entitlements

The Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of [●] ([●]) ([●]) Fully paid up Equity Shares for every [●] ([●]) fully paid up Equity Shares held as on the Record Date). As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. In terms of present ratio, there will no fractional shares.

Ranking

The 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 Equity Shares to be issued and Allotted under this Issue shall rank *pari passu* with the existing Equity Shares, in all respects including dividends.

Listing and trading of the Equity Shares to be issued pursuant to this Issue

Subject to receipt of the listing and trading approvals, the 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 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 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 Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Equity Shares or the price at which the Equity Shares offered under this Issue will trade after the listing thereof.

The existing Equity Shares are listed and traded on BSE (Scrip Code: 513536) under the ISIN: INE207H01018. The 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 Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the 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 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 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 Promoter and members of the Promoter Group

For details of the intent and extent of subscription by our Promoter and members of the Promoter Group, see "*Capital Structure - Intention and extent of participation by our Promoter*" mentioned above.

Rights of the Rights Equity Shareholder

Subject to applicable laws, the Rights Equity Shareholders shall have the following rights:

- The right to receive dividend, if declared;
- The right to attend general meetings and exercise voting powers, unless prohibited by law;
- The right to vote in person or by proxy;
- The right to receive offers for rights shares and be allotted bonus shares, if announced;
- The right to receive surplus on liquidation;
- The right to free transferability of Rights Equity Shares; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act and Memorandum of Association and Articles of Association.

General Terms of the Issue

Market Lot

The Equity Shares of our Company are tradable only in dematerialised form. The market lot for 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 Equity Shares offered in this Issue.

Nomination

Nomination facility is available in respect of the Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014.

Since the Allotment is in dematerialised form, there is no need to make a separate nomination for the Equity Shares to be allotted in this Issue. Nominations registered with the respective DPs of the Shareholders would prevail. Any Shareholders holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its Depository Participant.

Arrangements for Disposal of Odd Lots

The Equity Shares shall be traded in dematerialised form only and, therefore, the marketable lot shall be One Equity Share and hence, no arrangements for disposal of odd lots are required.

Notices

In accordance with the SEBI ICDR Regulations and the SEBI Right Issue Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, this Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

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 and one Gujarati language national daily newspaper with wide circulation being the regional language of Gujarat, where our Registered Office is situated.

This 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/Shareholders

As per Rule 7 of the FEMA Rules, RBI has given general permission to Indian companies to issue Equity Shares to non-resident Equity Shareholders including additional Equity Shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of 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 Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Shareholders 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 Purva Shareregistry (India) Private Limited at www.purvashare.com It will be the sole responsibility of the Shareholders 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 Equity Shares may be permitted under laws of such jurisdictions, Eligible Equity Shareholders can access this Letter Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the 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 and Corporate 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 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 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, Overseas Corporate Bodies ("OCBs") have been derecognized as an eligible class of Shareholders and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Shareholders 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 Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

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 mail at www.purvashare.com.

ALLOTMENT OF THE EQUITY SHARES IN DEMATERIALIZED FORM

PLEASE NOTE THAT THE 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 SHAREHOLDERS ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS" AS MENTIONED ABOVE

Issue Schedule

Last date for credit of Rights entitlements	[●]
Issue opening date	[●]
Last Date 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/Trading (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 the Rights Issue Committee, duly constituted and authorized by the Board of Directors in their meeting 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 on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, *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, *i.e.*, [●] .

Basis of Allotment

Subject to the provisions contained in this 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 Equity Shares in the following order of priority:

- (a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Equity Shares either in full or in part and also to the Renounee(s) who has or have applied for 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 Equity Share each if they apply for additional Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Equity Shares after allotment under (a) above. If number of Equity Shares required for Allotment under this head are more than the number of 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 Equity Shares offered to them as part of this Issue, have also applied for additional Equity Shares. The Allotment of such additional 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 Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Equity Shares will be on equitable basis giving due regard to the holdings as on the record date and will not be a preferential allotment.
- (d) Allotment to Renounees who having applied for all the Equity Shares renounced in their favour, have applied for additional Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such 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 Shareholders who have been allocated Equity Shares in this Issue, along with:

- i) 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;
- ii) The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
- iii) 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 Escrow Collection Bank(s) to refund such Applicants.

ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS

Our Company will send/ dispatch Allotment advice, refund intimations or demat credit of securities and/or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them; along with crediting the Allotted Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of 4 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 days' period.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through an e-mail, to the e-mail address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Shareholders who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for additional Equity Shares in the Issue and is allotted a lesser number of Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed be within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

PAYMENT OF REFUND

Mode of making refunds

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes.

Unblocking amounts blocked using ASBA facility.

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 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.

National Electronic Fund Transfer ("NEFT") – Payment of refund shall be undertaken through NEFT wherever the Shareholders' bank has been assigned the Indian Financial System Code ("**IFSC Code**"), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Shareholders 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 Shareholders through this method.

Direct Credit – Shareholders having bank accounts with the Banker(s) 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

RTGS – If the refund amount exceeds Rs. 2,00,000, the Shareholders have the option to receive refund through RTGS. Such eligible Shareholders 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 Shareholder's bank receiving the credit would be borne by the Shareholders.

For all other Shareholders, 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 demands drawn in favour of the sole/first Shareholders and payable at par.

Credit of refunds to Shareholders in any other electronic manner, permissible by SEBI from time to time.

Refund payment to non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

ALLOTMENT ADVICE OR DEMAT CREDIT OF SECURITIES

Receipt of the Equity Shares in Dematerialized Form

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.

PLEASE NOTE THAT THE 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 SHAREHOLDERS ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE.

Shareholders shall be allotted the Equity Shares in dematerialized (electronic) form. Our Company has signed an agreement with NSDL and with CDSL which enables the Shareholders to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates.

SHAREHOLDERS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.

The procedure for availing the facility for Allotment of Equity Shares in this Issue in the dematerialized form is as under:

- i) 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 Shareholders having various folios in our Company with different joint holders, the Shareholders will have to open separate accounts for such holdings. Those Shareholders who have already opened such beneficiary account(s) need not adhere to this step.
- ii) It should be ensured that the depository account is in the name(s) of the Shareholders and the names are in the same order as in the records of our Company or the Depositories.
- iii) The responsibility for correctness of information filled in the Application Form *vis-a-vis* such information with the Shareholder's depository participant, would rest with the Shareholders. Shareholders should ensure that the names of the Shareholders and the order in which they appear in Application Form should be the same as registered with the Shareholder's depository participant.
- iv) If incomplete or incorrect beneficiary account details are given in the Application Form, the Shareholders will not get any Equity Shares and the Application Form will be rejected.
- v) The Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, *etc.*). Allotment advice, refund order (if any) would be sent directly to the Applicant by e-mail and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Equity Shares to the Applicant's depository account.
- vi) Non-transferable Allotment advice/ refund intimation will be directly sent to the Shareholders by the Registrar, by e-mail and, if the printing is feasible, through physical dispatch.
- vii) Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

IMPERSONATION

As a matter of abundant caution, attention of the Shareholders is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or 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 Rs. 0.1 crore or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. In case the fraud involves (i) an amount which is less than Rs. 0.1 crore or 1% of the turnover of the company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to Rs. 0.5 crore or with both.

UTILISATION OF ISSUE PROCEEDS

Our Board declares that:

- A. All monies received out of this Issue shall be transferred to a separate bank account;
- B. Details of all monies utilized out of this Issue referred to under (A) above shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and
- C. Details of all unutilized monies out of this Issue referred to under (A) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

- i) The complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily.
- ii) All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchange where the Equity Shares are to be listed will be taken by our Board within seven Working Days of finalization of Basis of Allotment.
- iii) The funds required for making refunds / unblocking to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.
- iv) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Shareholders within 4 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
- v) In case of refund / 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.
- vi) Adequate arrangements shall be made to collect all ASBA Applications.
- vii) Our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.

SHAREHOLDERS GRIEVANCES, COMMUNICATION AND IMPORTANT LINKS

1. Please read this 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 Letter of Offer and must be carefully followed; otherwise, the Application is liable to be rejected.
2. All enquiries in connection with this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on 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 super scribed "[●]" on the envelope and postmarked in India or in the e-mail) to the Registrar at the following address:

Purva Sharegistry (India) Pvt. Ltd.

9, Shiv Shakti Industrial Estate, J.R.Boricha Marg, Lower Parel - East, Mumbai, Maharashtra, 400011.

Tel No.: 079 - 23012518

Website: www.purvashare.com

E-mail ID: support@purvashare.com

Contact Person: Ms. Deepali Dhuri

SEBI Registration No: INR000001112

In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated Shareholders helpdesk for guidance on the Application process and resolution of difficulties faced by the Shareholders will be available on the website of the Registrar (i.e, **Purva Sharegistry (India) Pvt. Ltd.** at www.purvashare.com). Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is 011-26812682.

(i) The Shareholders can visit following links for the below-mentioned purposes:

3. Frequently asked questions and online/ electronic dedicated Shareholders helpdesk for guidance on the Application process and resolution of difficulties faced by the Shareholders: www.purvashare.com).
4. Updation of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: www.purvashare.com).
5. Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: www.purvashare.com).

Submission of self-attested PAN, client master sheet and demat account details by non- resident Eligible Equity Shareholders: support@purvashare.com

This Issue will remain open for a minimum 7 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 days from the Issue Opening Date (inclusive of the Issue Closing Date).

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment ("FDI") and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) ("DPIIT"), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 ("**FDI 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 on 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 Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 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. The FDI Circular 2020, issued by the DPIIT, consolidates the policy framework in place as on October 15, 2020, and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020.

The 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 Takeover Regulations; (ii) the non-resident shareholding is within the sectorial limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

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 the 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.

Please also note that pursuant to Circular no. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies ("**OCBs**") have been derecognized 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 Foreign Exchange Management (Non-Debt Instrument)

Rules, 2019. 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 Equity Shares applied for do not exceed the applicable limits under laws or regulations.

STATUTORY AND OTHER INFORMATION

Please note that the Rights Equity Shares applied for under this Issue can be allotted only in dematerialized form and to (a) the same depository account/ corresponding pan in which the Equity Shares are held by such Investor on the Record Date, or (b) the depository account, details of which have been provided to our Company or the Registrar at least two working days prior to the Issue Closing Date by the Eligible Equity Shareholder holding Equity Shares in physical form as on the Record Date, or (c) demat suspense account where the credit of the Rights Entitlements returned/reversed/failed.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts referred to in para (A) 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.

Copies of the above-mentioned contracts and also the documents for inspection referred to in para (B), may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of this Draft Letter of Offer until the closure of the subscription list.

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 applicable law.

A) MATERIAL CONTRACTS

1. Agreement dated 5th September, 2024 between our Company and M/s Purva Sharegistry (India) Pvt. Ltd, Registrar to the Issue.
2. Tripartite Agreement dated 17th May, 2019 between our Company, National Securities Depository Ltd. (NSDL) and Registrar to the Issue;
3. Tripartite Agreement dated 22nd February, 2019 between our Company, Central Depository Services (India) Limited (CDSL) and Registrar to the Issue;
4. Banker(s) to the Issue Agreement dated [●] amongst our Company and the Registrar to the Issue and the Escrow Collection Bank(s).

(B) DOCUMENTS FOR INSPECTION

5. Certified copy of the Memorandum of Association and Articles of Association of our Company as amended from time to time.
6. Certificate of Incorporation dated 23rd August, 1991.
7. Copy of the resolution of the Board of Directors under Section 62 of the Companies Act passed in its meeting dated 10th June, 2024 authorizing the Issue.
8. Copy of the resolution passed by the Right Issue Committee dated 17th September, 2024 approving the Draft Letter of offer.
9. Resolution passed by the Board of Directors dated [●] determining the Record date.
10. Consents of the Directors, Company Secretary and Compliance Officer, Statutory Auditor and Registrar to the Issue to include their names in the Offer Document to act in their respective capacities;
11. Annual reports of our Company for the financial years ended March 31, 2022, 2023 and 2024 and Audited Standalone and Consolidated financial results for the quarter and year ended 31st March, 2024 dated 30th May, 2024;
12. A statement of tax benefits dated 30th August, 2024, received from M/s. GMCA & Co.
13. M/s. GMCA & Co, Chartered Accountants, Statutory Auditor regarding tax benefits available to our Company and its shareholders;

14. Certificate dated 12th September, 2024 from M/s. GMCA & Co., Chartered Accountants regarding “Sources & deployment of funds”;

15. In-principle listing approval(s) dated [●] from BSE Limited;

Any of the contracts or documents mentioned in the 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 Equity Shareholders, subject to compliance with applicable law.

DECLARATION

We hereby declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this Draft Letter of Offer are true and correct.

Name	Signature
Mr. ASHOK CHINUBHAI SHAH Non-Executive - Non-Independent Director DIN: 02467830	Sd/-
Mr. SHALIN ASHOK SHAH Managing Director DIN: 00297447	Sd/-
Mr. HITESHKUMAR MADHUBHAI DONGA Non-Executive - Non-Independent Director DIN: 03393396	Sd/-
Mr. ALPESH SHANTILAL SWADAS Non-Executive and Independent Director DIN: 09512469	Sd/-
Ms. MANSI SUDHIRBHAI SHAH Non-Executive and Independent Director DIN: 09512573	Sd/-
Mr. Yash Bodade Non - Executive Independent Director DIN:10669649	Sd/-
Ms. Barkha Chanderkumar Lakhani Company Secretary and Compliance officer PAN: AFHPL1806P	Sd/-
Mr. HITESHKUMAR MADHUBHAI DONGA Chief Financial Officer PAN: ANGPD9929G	Sd/-

Place: Ahmedabad

Date: 17th September, 2024