



**RADHE DEVELOPERS (INDIA) LIMITED**  
**Corporate Identification Number: L45201GJ1995PLC024491**

Our Company was originally incorporated as Radhe Developers (India) Limited on February 03, 1995 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Pursuant of Section 149 (1) (a) to (d) / 149 (2) (a) to (c) of the Companies Act, 1956 company has obtained Certificate of Commencement of Business in the name of Radhe Developers (India) Limited on February 07, 1995 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. For details of changes in the registered office of our Company, please refer to the chapter entitled 'General Information' beginning on page no. 41 of the Draft Letter of Offer.

**Registered Office:** Radhe Acres, Block No. 220, 226 & 227 B/h. Applewoods Township, Shela Sanand, Ahmedabad-380058, Gujarat, India;  
**Tel. No.:** +91 79 26583381; **Email:** [secretarial@radheinfra.com](mailto:secretarial@radheinfra.com); **Website:** [www.radhedevelopers.com](http://www.radhedevelopers.com);  
**Contact Person:** Mrs. Khyati Kanaiyalal Patel, Company Secretary & Compliance Officer

<b>OUR PROMOTERS: MR. ASHISHBHAI PRAFULBHAI PATEL, MRS. JAHNAVI ASHISH PATEL, MR. PRAFULBHAI CHUNIBHAI PATEL, MRS. MADHUBEN PRAFULBHAI PATEL AND MRS. NIKIBEN MITESHBHAI SHAH</b>		
<b>FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF RADHE DEVELOPERS (INDIA) LIMITED (THE "COMPANY" OR THE "ISSUER") ONLY</b>		
ISSUE OF UP TO [●] EQUITY SHARES WITH A FACE VALUE OF RE. 1.00 EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF RS. [●] EACH INCLUDING A SHARE PREMIUM OF RS. [●] PER RIGHTS EQUITY SHARE ("ISSUE PRICE") FOR AN AGGREGATE AMOUNT IS UP TO RS. 49,90,00,000 * ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF [●] RIGHTS EQUITY SHARES FOR EVERY [●] FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON [●] DAY, [●] (THE "ISSUE"). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" ON PAGE 162. * Assuming full subscription. Subject to finalization of the Basis of Allotments.		
<b>WILFUL DEFAULTER OR FRAUDULENT BORROWER</b>		
Neither our Company nor any of our Promoters or Directors has been categorized as a Wilful Defaulter or Fraudulent Borrowers by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines issued by the Reserve Bank of India.		
<b>GENERAL RISK</b>		
Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Rights Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of the contents of this Document. Specific attention of investors is invited to the statement of " <i>Risk Factors</i> " on page 23 before making an investment in this Issue		
<b>ISSUER'S ABSOLUTE RESPONSIBILITY</b>		
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Letter of Offer contains all information with regard to our Company and the Issue which is material in the context of the Issue, that the information contained in this Draft Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this Draft Letter of Offer as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.		
<b>LISTING</b>		
The existing Equity Shares are listed on the BSE Limited ("BSE") (the "Stock Exchange"). Our Company has received 'in-principle' approval from the BSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide its letters dated [●]. Our Company will also make an application to the Stock Exchanges to obtain the trading approval for the Rights Entitlements as required under the SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2020/13) dated January 22, 2020. For the purpose of this Issue, the Designated Stock Exchange is BSE.		
<b>REGISTRAR TO THE ISSUE</b>		
<b>Purva Share registry (India) Private Limited</b> Registrar to the Rights Issue Address :9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane Lower Parel (E), Mumbai – 400011, Maharashtra Contact Details: +91 22 3522 0056 / 4961 4132; E-mail ID/ Investor grievance e-mail: <a href="mailto:newissue@purvashare.com">newissue@purvashare.com</a> Website: <a href="http://www.purvashare.com">www.purvashare.com</a> Contact Person: Deepali Dhuri, Compliance Officer SEBI Registration Number: INR000001112; Validity: Permanent		
<b>ISSUE PROGRAMME</b>		
<b>ISSUE OPENS ON: [●]</b>	<b>LAST DATE FOR ON MARKET RENUNCIATION*</b>	<b>ISSUE CLOSES ON: [●]#</b>
* 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 but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.		

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## SECTION I - GENERAL DEFINITIONS AND ABBREVIATIONS

*This Draft Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or unless otherwise specified, shall have the meaning as provided below, which you should consider when reading the information contained herein.*

*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 SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act, and the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in Summary of this Draft Letter of Offer, Statement of Special Tax Benefits, Financial Statements, Industry Overview, Outstanding Litigation and Defaults, Material Information and Developments and Issue Related Information beginning on pages 18, 55, 79, 59, 141, 153 and 162 respectively, shall have the meaning given to such terms in such sections.*

### I. GENERAL TERMS

Radhe Developers (India) Limited/ RADHE / RDIL / The Company/ Company/ We/ Us/ Our/ our Company/ the Issuer Company	Unless the context otherwise indicates or implies refers to Radhe Developers (India) Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 having its registered office at Radhe Acres, Block No. 220, 226 & 227, B/h. Applewoods Township, Shela Sanand, Ahmedabad- 380058, Gujarat, India
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### II. COMPANY RELATED TERMS

TERM	DESCRIPTION
Act/ Companies Act	The Companies Act, 2013.
Articles / Articles of Association / AoA	The Articles of Association of our Company, as amended from time to time
Auditor / Statutory Auditor	The statutory auditor of our Company, being M/s. Parin Patwari & Co., Chartered Accountants
Audited Financial Statements/ Audit Reports	Audited Financial Statements refers to the audited report for the Financial Year ending on March 31, 2024
Board/ Board of Directors	Board of Directors of our Company, including any committees thereof
Chairman & Managing Director	Chairman & Managing Director of our Company, being Mr. Ashishbhai Prafulbhai Patel
Chief Financial Officer	Chief financial officer of our Company, being Mr. Pranavbhai Jayprakashbhai Patel
Company Secretary & Compliance Officer	Company Secretary & Compliance Officer of our Company in this case being, Mrs. Khyati Kanaiyalal Patel
Director(S)	The director(s) on the Board of our Company, unless otherwise specified
Equity Shareholder/ Shareholders	A holder of Equity Shares
Equity Shares	The equity shares of our Company of a face value of Re. 1.00 each, unless otherwise specified in the context thereof.
Independent Director(s)	The independent director(s) of our Company, in terms of Section 2(47) and Section 149(6) of the Companies Act and Regulation 16(1)(b) of the SEBI Listing Regulations.
Internal Auditor	M/s Kishan Tilva & Company, Chartered Accountants
Key Management Personnel / KMP	Key management/ managerial personnel of our Company in accordance with Regulation 2(1)(bb) of the SEBI ICDR Regulations and as described in "Our Management – Key Managerial Personnel" on page no. 76
Memorandum / Memorandum of Association / MoA	Memorandum of association of our Company, as amended from time to time

Promoter(s)	Mr. Ashishbhai Prafulbhai Patel, Mrs. Jahnvi Ashish Patel, Mr. Prafulbhai Chunibhai Patel, Mrs. Madhuben Prafulbhai Patel and Mrs. Nikiben Miteshbhai 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. The Company has no Promoter Group
Registered Office	The registered office of our Company located at Radhe Acres, Block No. 220, 226 & 227 B/H. Applewoods Township, Shela Sanand, Ahmedabad-380058, Gujarat, India
Registrar of Companies/ / Registrar of Companies, Maharashtra/ RoC	The Registrar of Companies situated at ROC Bhavan, Opp Rupalben Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat, India
Secretarial Auditor of the Company	M/s Jalan Alkesh & Associates, Practicing Company Secretaries
Statutory Auditors	The current statutory auditors of our Company, Viz., M/s. Parin Patwari & Co., Chartered Accountants

### III. ISSUE RELATED TERMS

TERM	DESCRIPTION
Abridged Letter of Offer / ALOF	The abridged letter of offer to be sent to the Eligible Equity Shareholders of our Company with respect to this Issue in accordance with the SEBI ICDR Regulations and the Companies Act.
Additional Rights Equity Shares	The Rights Equity Shares applied or allotted under this Issue in addition to the Rights Entitlement
Allot / Allotted / Allotment	Unless the context otherwise requires, the allotment of Rights Equity Shares pursuant to the Issue.
Allotment Accounts	The accounts opened with the Bankers to this Issue, into which the Application Money lying credit to the Escrow Account and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act.
Allotment Account Bank	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, Axis Bank Limited.
Allotment Advice	Note, advice or intimation of Allotment sent to each successful Applicant who has been or is to be Allotted the Rights Equity Shares pursuant to the issue.
Allotment Date	Date on which the Allotment is made pursuant to this Issue.
Allottee(s)	Persons to whom the Rights Equity Shares are Allotted pursuant to the Issue
Applicant(s) / Investor(s)	Eligible Equity Shareholder(s) and/or Renounees who are entitled to make an application for the Equity Shares in terms of this Draft Letter of Offer.
Application	Application made by the Applicant through (i) submission of the Application Form or plain paper Application to the Designated Branch of the Application made through 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 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 at the time of Application, i.e., Rs. [●] per Rights Equity Shares applied for in the Issue at the Issue Price
Application Supported by	The application (whether physical or electronic) used by an Applicant(s) to make

<b>TERM</b>	<b>DESCRIPTION</b>
Blocked Amount / ASBA	an application authorizing the SCSB to block the amount payable on application in their ASBA Account maintained with such SCSB.
ASBA Account	An account maintained with an SCSB and as specified in the Application Form or plain paper Application, as the case may be, by the Applicant for blocking the amount mentioned in the Application Form or in the plain paper Application
ASBA Applicant / ASBA Investor	Applicant/Investor proposing to subscribe to the Issue authorizing the SCSB to block the amount payable on application in their ASBA Account maintained with such SCSB
ASBA Circulars	Collectively, SEBI circular bearing reference number SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular bearing reference number CIR/CFD/DIL/1/2011 dated April 29, 2011 and the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020.
Banker(s) to the Company	HDFC Bank Limited, Bank of India Limited and Axis Bank Limited
Banker(s) to the Issue/ Escrow Collection Bank	Collectively, Escrow Collection Bank, Allotment Account Bank and the Refund Bank, in this case being Axis Bank Limited
Banker to the Issue Agreement	Agreement dated [●] to be entered into by and among our Company, the Registrar to the Issue and the Banker(s) to the Issue for collection of the Application Money from Applicants/Investors, transfer of funds to the Allotment Account and where applicable, refunds of the amounts collected from Applicants/Investors, on the terms and conditions thereof
Basis of Allotment	The basis on which the Rights Equity Shares will be Allotted to successful applicants in consultation with the Designated Stock Exchange in this Issue, as described in “ <b>Terms of the Issue</b> ” on page no. 162.
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 <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> , updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	Details of Investors including the Investor’s address, name of the Investor’s father/ husband, investor status, occupation and bank account details, where applicable
Designated Branches	Such branches of the SCSBs which shall collect the Application Form or the plain paper Application, as the case may be, from the ASBA Investors and a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> , updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	BSE Limited
Depository(ies)	NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 1996
Draft Letter of Offer / DLOF	This Draft Letter of Offer dated October 19,2024
Eligible Equity Shareholder(s)	Existing Equity Shareholders as on the Record Date, i.e. [●]. Please note that the investors eligible to participate in the Issue exclude certain overseas shareholders. For further details, see “Notice to Investors” on page 12.
"Escrow Collection Bank", "Allotment Account Bank(s)" or "Refund Bank(s)"	One or more no-lien and non-interest-bearing accounts with the Escrow Collection Bank for the purposes of collecting the Application Money from resident Investors.
Escrow Collection Bank	Bank(s) which are clearing members and registered with SEBI as banker to an issue and with whom the Escrow Account will be opened, in this case being, Axis Bank Limited
General Corporate Purposes	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

TERM	DESCRIPTION
IEPF	Investor Education and Protection Fund
Investor(s)	Eligible Equity Shareholder(s) of our Company on the Record Date, being [●] and the Renouncee(s)
Issue / Rights Issue	Issue of up to [●] equity shares with a face value of Re. 1.00 each (“Rights Equity Shares”) of our company for cash at a price of [●] each including a share premium of [●] per rights equity share (“Issue Price”) for an aggregate amount is Up to Rs. 49.90 crores* on a rights basis to the existing equity shareholders of our company in the ratio of [●] Right equity shares for every [●] Fully paid-up equity shares held by the existing equity shareholders on the record date, that is on [●] day, [●] (the “Issue”). The issue price for the rights equity shares is [●] times the face value of the equity shares. * Assuming full subscription. Subject to finalization of the Basis of Allotments..
Issue Closing Date	[●]
Issue Opening Date	[●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants/Investors can submit their Applications, in accordance with the SEBI ICDR Regulations.
Issue Price	[●] per Rights Equity Share payable on Application
Issue Proceeds	The gross proceeds raised through the Issue
Issue Size	Issue of up to [●] Rights Equity Shares aggregating to an amount is upto Rs. 49.90 Crores.
Letter of Offer / LOF	The letter of offer dated [●] to be issued by our Company in connection with the Issue.
Material Subsidiaries	Following company have been identified by our Company based on the materiality threshold adopted by our Board under SEBI Listing Regulations as Material Subsidiaries; Our Company does not have any Material Subsidiaries as of now except as defined under “Subsidiaries” above.
MCA Circulars	General Circular No. 21/2020 dated May 11, 2020 issued by the Ministry of Corporate Affairs, Government of India, read with the circular dated August 3, 2020
Multiple Application Forms	Multiple application forms submitted by an Eligible Equity Shareholder/Renouncee in respect of the Rights Entitlement available in their demat account. However supplementary applications in relation to further Equity Shares with/without using additional Rights Entitlements will not be treated as multiple application.
Net Proceeds	Issue Proceeds less the Issue-related expenses. For details, see “Objects of the Issue” on page 50.
Non-Institutional Investor(s) / NII	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1)(jj) of the SEBI ICDR Regulations.
On Market Renunciation	The renouncement of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchanges through a registered stock broker in accordance with the SEBI Rights Issue Circulars, circulars issued by the Stock Exchanges from time to time and other applicable laws, on or before [●]
Off Market Renunciation	The renouncement 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, circulars issued by the Depositories from time to time and other applicable laws.
QIBs / Qualified Institutional Buyers	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Record Date	Designated date for the purpose of determining the Shareholders eligible to apply for the Rights Equity Shares in the Issue, being, [●].
Refund Bank	The Bankers to the Issue with whom the refund account will be opened, in this case being [●]
Registrar / Registrar to the Company	Registrar / Registrar to the Company being MCS Share Transfer Agent Limited

<b>TERM</b>	<b>DESCRIPTION</b>
Registrar / Registrar to the Issue	Registrar / Registrar to the Company being Purva Sharegistry (India) Private Limited
Registrar Agreement to Issuer	Agreement dated October 19, 2024 entered between our Company and the Registrar in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue.
Renounee(s)	Person(s) who has/have acquired Rights Entitlements from the Eligible Equity Shareholders on renunciation either through On Market Renunciation or through Off Market Renunciation in accordance with the SEBI ICDR Regulations, the SEBI – Rights Issue Circular, the Companies Act and any other applicable law
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on [●], in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through Off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounee on or prior to the Issue Closing Date.
Retail Individual Investor / RII	An individual Investor who has applied for Rights Equity Shares for an amount not more than ₹ 200,000 (including an HUF applying through karta) in the Issue as defined under Regulation 2(1)(vv) of the SEBI ICDR Regulations.
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.
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders.
Rights Equity Shares / Rights Shares	Equity Shares of our Company having a face value of Re. 1.00 per share and to be Allotted pursuant to the Issue.
SEBI Rights Issue Circulars	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 SEBI circular, bearing reference no. SEBI/HO/CFD/SSEP/CIR/P/2022/66 dated May 19, 2022.
Self-Certified Syndicate Banks / SCsBs	Banks which are registered with the SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, and offer services of ASBA, and a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a>
Stock Exchanges	BSE Limited where the Equity Shares of the Company are presently listed.
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
Wilful Defaulter or a Fraudulent Borrower	A Company or person, as the case may be, categorized as a wilful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in terms of Regulation 2(1) (lll) of SEBI ICDR Regulations and in accordance with the guidelines on wilful defaulters issued by the RBI, including any company whose director or promoter is categorized as such.
Working Day	In terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, working day means all days on which commercial banks in Mumbai and 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 and Mumbai are open for business. Furthermore, for the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, working day means all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI.

#### IV. INDUSTRY RELATED TERMS

TERM	DESCRIPTION
BFSI	Banking, Financial Services and Insurance
FTAs	Foreign Tourist Arrivals
IT/ ITeS	Information Technology
PMAY	Pradhan Mantri Awas Yojana
REIT	Real Estate Investment Trust
RERA	Real Estate Regulatory Act
WFH	Work From Home

#### V. CONVENTIONAL AND GENERAL TERMS OR ABBREVIATIONS

TERM	DESCRIPTION
₹/ Rs./ Rupees/ INR	Indian Rupees
A/c	Account
AGM	Annual General Meeting
AIF	Alternative investment fund, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
ASBA Circulars	Collectively, SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011 and the SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020
Bn	Billion
BSE	BSE Limited
CAGR	Compounded annual growth rate
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CIN	Corporate Identity Number
Companies Act	Erstwhile Companies Act, 1956, and new Companies Act, 2013 and the rules made thereunder
Competition Act	Competition Act, 2002
Consolidated FDI Policy	Consolidated FDI Policy dated October 15, 2020 issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India.
COVID-19	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
CSR	Corporate Social Responsibility
Depositories Act	The Depositories Act, 1996
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
Depository Participant / DP	A depository participant as defined under the Depositories Act
DIN	Director Identification Number
DP ID	Depository Participant's Identification Number
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
EGM	Extraordinary general meeting
EPS	Earnings per Share
ERP	Enterprise Resource Planning
Exchange Information	Collectively constitutes and includes, but is not limited to, a description of the nature of our Company's business and our Company's most recent balance sheet and profit and loss account, and similar statements for preceding years together with press releases, announcements, investor education presentations and annual reports.
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment



<b>TERM</b>	<b>DESCRIPTION</b>
FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Rule	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial year/ FY / Fiscal	Period of 12 (twelve) months beginning April 1 and ending March 31 of that particular year, unless otherwise stated
Foreign Portfolio Investor / FPI	Foreign portfolio investor as defined under the SEBI FPI Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign Venture Capital Investors registered under the FVCI Regulations FVCI Regulations
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
GDP	Gross Domestic Product
Government / GoI	Government of India
GST	Goods and Services Tax
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financing Reporting Standards of the International Accounting Standards Board
Ind AS	Indian accounting standards prescribed under Section 133 of the Companies Act, as notified under the Companies (Indian Accounting Standards) Rules, 2015
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
Income-tax Act / I.T. Act / IT Act	Income-tax Act, 1961
I. T. Rules	Income Tax Rules, 1962
India	Republic of India
IPO	Initial public offering
ISIN	International Securities Identification Number allotted by the depository
IT / IT Act	Information Technology, Information Technology Act, 2000
Listing Agreements	Equity listing agreements entered into between our Company and the Stock Exchanges in terms of the SEBI Listing Regulations read along with SEBI Circular No. CIR/CFD/CMD/6/2015 dated October 13, 2015
LLP	Limited Liability Partnership
MAT	Minimum Alternate Tax
MCA	Ministry of Corporate Affairs, Government of India
MICR	Magnetic ink character recognition
Mn.	Million
MoU	Memorandum of Understanding
Mutual Fund	Mutual fund registered with SEBI under the SEBI (Mutual Fund) Regulations, 1996.
NA / N.A.	Not Applicable
NACH	National Automated Clearing House which is a consolidated system of ECS
NAV	Net asset value
NCLT	National Company Law Tribunal
NCLAT	National Company Law Appellate Tribunal
NEFT	National Electronic Fund Transfer
Net Worth	The aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation
NI Act	Negotiable Instruments Act, 1881
NSDL	National Securities Depositories Limited

<b>TERM</b>	<b>DESCRIPTION</b>
NR / Non-Resident	A person resident outside India, as defined under the FEMA
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NRI	A person resident outside India as Non-Resident Indian, who is a citizen of India and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016
NSE	National Stock Exchange of India Limited
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA.
OCI	Overseas Citizen of India
p.a.	Per Annum
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
P/E Ratio	Price / Earnings Ratio
PIO	Persons of Indian Origin
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
Registered Foreign Portfolio Investors / Foreign Portfolio Investors / FPIs	Foreign portfolio investors as defined under the SEBI FPI Regulations
Regulation S	Regulations S under the Securities Act
RTGS	Real Time Gross Settlement
RONW	Return on Net Worth
SCORES	SEBI Complaints Redress System
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India, constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI PIT Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SDR	Strategic Debt Restructuring
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
STT	Securities Transaction Tax
State Government	Government of a state of India
TAN	Tax Deduction Account Number
Trade Marks Act	Trade Marks Act, 1999

<b>TERM</b>	<b>DESCRIPTION</b>
UAE	United Arab Emirates
U.S.	United States of America
USD	United States Dollar
U. S. QIB	A qualified institutional buyer as defined in Rule 144A under the Securities Act
US Securities Act	United States Securities Act of 1933
VCF	A venture capital fund (as defined and registered with SEBI under the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996.
YoY	Year on Year

The words and expressions used but not defined herein shall have the same meaning as is assigned to such terms under the Companies Act, the Securities Contracts (Regulation) Act, 1956, the SEBI ICDR Regulations, 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 Exchanges, subject to the applicable law.

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.

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

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

## **PRESENTATION OF FINANCIAL AND OTHER INFORMATION**

### **Certain Conventions**

In this Draft Letter of Offer, the terms “we”, “us”, “our”, the “Company”, “our Company”, unless the context otherwise indicates or implies, refers to Radhe Developers (India) Limited.

### **Financial Data**

Unless stated otherwise, financial data in this Draft Letter of Offer is derived from the Audited Standalone Financial Statements for the financial year ended 31st March, 2024 which have been prepared by our Company in accordance with Indian accounting standards as specified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules 2015, as amended and are also included in this Draft Letter of Offer.

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

In this Draft Letter of Offer any discrepancies in the tables included herein between the amounts listed and the totals thereof are due to rounding off. Certain figures in decimals have been rounded off and accordingly there may be consequential changes in this Draft Letter of Offer.

### **Currency and Units of Presentation**

In this Draft Letter of Offer, unless the context otherwise requires, all references to (a) ‘Rupees’ or ‘₹’ or ‘Rs.’ or ‘INR’ are to Indian rupees, the official currency of the Republic of India; (b) ‘US Dollars’ or ‘US\$’ or ‘USD’ or ‘\$’ are to United States Dollars, the official currency of the United States of America. All references to the word ‘Lakh’ or ‘Lac’ or ‘Lacs’, means ‘One hundred thousand’ and the word ‘Million’ means ‘Ten lakhs’ and the word ‘Crore’ means ‘Ten Million’ and the word ‘Billion’ means ‘One thousand Million’. Any percentage amounts, as set forth in "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Conditions and Results of Operation" and elsewhere in this Draft Letter of Offer, unless otherwise indicated, have been calculated based on our Restated Financial Statements.

### **Exchange Rates**

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

### **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 23 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:

Name of Currency	(Amt. in Rs.)	
	31-03-2024	31-03-2023
1 U.S. Dollar	83.32	82.23
1 EUR	90.22	89.61
1 GBP	105.29	101.87

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

## FORWARD LOOKING STATEMENTS

This Draft Letter of Offer contains certain “forward-looking statements”. Forward looking statements appear throughout this Draft Letter of Offer, including, without limitation, under the chapters titled “Risk Factors”, “Our Business” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” and “Industry Overview”. Forward-looking statements include statements concerning our Company’s plans, objectives, goals, strategies, future events, future revenues or financial performance, capital expenditures, financing needs, plans or intentions relating to acquisitions, our Company’s competitive strengths and weaknesses, our Company’s business strategy and the trends our Company anticipates in the industries and the political and legal environment, and geographical locations, in which our Company operates, and other information that is not historical information. These forward-looking statements generally can be identified by 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:

- Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various business plans;
- 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 labour, 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 23 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 or 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. Neither our Company, our Directors, our Promoter nor any of their respective affiliates



or advisors have any obligation to update or revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. 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 ICDR Regulations, 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.

## SUMMARY OF THIS DRAFT LETTER OF OFFER

The following is a general summary of certain disclosures included in this Draft Letter of Offer and is neither exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Letter of Offer or all details relevant to prospective investors. This summary should be read in conjunction with and is qualified by, the more detailed information appearing in this Draft Letter of Offer, including the sections titled “Risk Factors”, “Objects of the Issue”, “Industry Overview”, “Our Business”, “Financial Statements”, “Outstanding Litigation and Defaults”, “Terms of the Issue” on pages 23, 50, 59, 68, 79, 141 and 162 respectively.

### Summary of our Business

Late Chunibhai C. Patel, the original Founder of the Radhe Group, started a small civil contracting firm under the name of Chunibhai Patel & Co., Ahmedabad in the year 1960. Till 1980’s, this firm was considered as the Manchester of the Gujarat State wherein civil construction for the reputed textile mills and other industrial unit was undertaken under his leadership. As a part of business growth, in the year 1995 our company was incorporated as “Radhe Developers (India) Limited” on February 03, 1995 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Gujarat. The CIN of our Company is L45201GJ1995PLC024491.

In the 1974, Mr. Prafulbhai Chunibhai Patel joined his father to expand the business under the brand of ‘Radhe’. Our company under both leadership, undertook many construction contracts and started creating its niche in real estate business within Ahmedabad City. Today, the Radhe Group is led by young Entrepreneur Mr. Ashish Patel, son of Mr. Praful Chunibhai Patel. Since incorporation till date, our company has undertaken various construction projects of buildings, township and commercial complexes. Majority of our projects are under our sole development rights. As a real estate developer with a diversified portfolio of real estate projects, we undertake customized infrastructure projects, marketing of residential and commercial unit.

We have established a track record of successfully executing projects in Ahmedabad, Gandhinagar and Mehsana, Gujarat. As of October 19, 2024, we had developed 1,26,529.52 square meters (13.61 Lakhs square feet) of Developable Area across 8 Completed Projects. Our deep understanding of the relevant real estate market, design and execution capabilities, and the strong Radhe brand and extensive marketing initiatives have enabled us to successfully grow our business. Certain of our key completed and ongoing projects include Takshashila Apartments, Mandar Bungalows, Tirthbhumi Apartments, Tirthdham Apartments, Tulsi Complex, Ganesh Plaza, Abhinav Arcade, Radiance Residency, Radhe Acre, Radhe Serene, Emerald Park and Radhe Abode.

Our Company proposes to acquire Land Reserves directly for certain projects. Our Land Reserves shall comprise land on which no development activity has commenced and no plan for development has been initiated but which we intend to develop in future, subject to various factors including marketability, receipt of regulatory clearances and development of adequate infrastructure.

Currently, our registered office is located in Ahmedabad, Gujarat. As part of our growth plan, we have taken up various projects in and around Ahmedabad, Gujarat. Currently, our business activities include:

- ┆ Development and Construction of Residential and Commercial Complex; and
- ┆ Development and Maintenance of Plotting Scheme.

For further details, see “*Business Overview*” on page 68.

### Summary of Industry

Real estate sector is one of the most globally recognized sectors. It comprises of four sub sectors - housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth in the corporate environment and the demand for office space as well as urban and semi-urban accommodations. The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

In India, the real estate sector is the second-highest employment generator, after the agriculture sector. It is also expected that this sector will incur more non-resident Indian (NRI) investment, both in the short term and the long

term. Bengaluru is expected to be the most favoured property investment destination for NRIs, followed by Ahmedabad, Pune, Chennai, Goa, Delhi and Dehradun.

### ***Market Size***

By 2040, real estate market will grow to Rs. 65,000 crore (US\$ 9.30 billion) from Rs. 12,000 crore (US\$ 1.72 billion) in 2019. Real estate sector in India is expected to reach a market size of US\$ 1 trillion by 2030 from US\$ 120 billion in 2017 and contribute 13% to the country's GDP by 2025. Increasing share of real estate in the GDP would be supported by increasing industrial activity, improving income level and urbanisation. Retail, hospitality, and commercial real estate are also growing significantly, providing the much-needed infrastructure for India's growing needs.

1. As per ICRA estimates, Indian firms are expected to raise >Rs. 3.5 trillion (US\$ 48 billion) through infrastructure and real estate investment trusts in 2022, as compared with raised funds worth US\$ 29 billion to date.
2. The office market in top eight cities recorded transactions of 22.2 msf from July 2020 to December 2020, whereas new completions were recorded at 17.2 msf in the same period. In terms of share of sectoral occupiers, Information Technology (IT/ITeS) sector dominated with a 41% share in second half of 2020, followed by BSFI and Manufacturing sectors with 16% each, while Other Services and Co-working sectors recorded 17% and 10%, respectively.
3. Around 40 million square feet were delivered in India in 2023. It is expected that the country will have a 40% market share in the next 2-3 years. India is expected to deliver 46 million square feet in 2022. According to Savills India, real estate demand for data centres is expected to increase by 15-18 million sq. ft. by 2025.
4. In 2023, the manufacturing sector accounted for 24% of office space leasing at 5.7 million square feet. SMEs and electronic component manufacturers leased the most between Pune, Chennai and Delhi NCR, followed by auto sector leasing in Chennai, Ahmedabad and Pune. The 3PL, e-commerce and retail segments accounted for 34%, 26% and 9% of office space leases, respectively. Of the total PE investments in real estate in Q4 FY21, the office segment attracted 71% share, followed by retail at 15% and residential and warehousing with 7% each.
5. In 2023, office absorption in the top seven cities stood at 38.25 million Sq. ft.
6. In the third quarter of 2023 (between July 2023-September 2023), new housing supply stood at ~65,211 units, increased by 228% YoY across the top eight cities compared with ~19,865 units launched in the third quarter of 2020.
7. In 2022-23, the commercial space is expected to record increasing investments. For instance, in October 2022, Chintels Group announced to invest Rs. 400 crore (US\$ 53.47 million) to build a new commercial project in Gurugram, covering a 9.28 lakh square feet area.
8. According to the Economic Times Housing Finance Summit, about three houses are built per 1,000 people per year compared with the required construction rate of five houses per 1,000 population. The current shortage of housing in urban areas is estimated to be ~10 million units. An additional 25 million units of affordable housing are required by 2030 to meet the growth in the country's urban population.

### ***Government policies are helping the real estate sector prosper***

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

- In Budget 2024-25, Under PM Awas Yojana Urban 2.0, housing needs for 1 crore urban poor and middle-class families will be met with a Rs. 10 lakh crore (US\$ 120.16 billion) investment, including Rs. 2.2 lakh crore (US\$ 26.44 billion) in central assistance over the next 5 years.
- In the 2024-25 interim Budget, Finance Minister Nirmala Sitharaman announced a boost for India's affordable housing sector by adding 2 crores more houses to the flagship scheme PMAY-U.
- In the Union Budget 2023-24, the Finance Ministry announced a commitment of Rs. 79,000 crore (US\$ 9.64 billion) for PM Awas Yojana, which represents a 66% increase compared to last year.

- In October 2021, the RBI announced to keep benchmark interest rate unchanged at 4%, giving a major boost to the real estate sector in the country. The low home loan interest rates regime was expected to drive the housing demand and increase sales by 35-40% in the festive season in 2021.
- Under Union Budget 2021-22, tax deduction up to Rs. 1.5 lakh (US\$ 2,069.89) on interest on housing loan, and tax holiday for affordable housing projects have been extended until the end of fiscal 2021-22.
- The Atmanirbhar Bharat 3.0 package announced by Finance Minister Ms. Nirmala Sitharaman in November 2020 included income tax relief measures for real estate developers and homebuyers for primary purchase/sale of residential units of value up to Rs. 2 crore (US\$ 271,450.60) from November 12, 2020, to June 30, 2021).
- In order to revive around 1,600 stalled housing projects across top cities in the country, the Union Cabinet approved the setting up of Rs. 25,000 crore (US\$ 3.58 billion) alternative investment fund (AIF).
- Government created an Affordable Housing Fund (AHF) in the National Housing Bank (NHB) with an initial corpus of Rs. 10,000 crore (US\$ 1.43 billion) using priority sector lending short fall of banks/financial institutions for micro financing of the HFCs.
- As of December 31, 2022, India had formally approved 425 SEZs, and as of January 2023, 270 SEZs are operational. Most special economic zones (SEZs) are in the IT/ BPM sector.

### Road Ahead

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

The residential sector is expected to grow significantly, with the central government aiming to build 20 million affordable houses in urban areas across the country by 2023, under the ambitious Pradhan Mantri Awas Yojana (PMAY) scheme of the Union Ministry of Housing and Urban Affairs. Expected growth in the number of housing units in urban areas will increase the demand for commercial and retail office space.

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

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

Sources: <https://ibef.org/industry/real-estate-india>

For further details, see “*Industry Overview*” on page 59.

### Objects of the Issue

Our Company intends to utilize the Net Proceeds raised through the Issue towards the following objects:

<b>(Rs. In Lakhs)</b>	
<b>Particulars</b>	<b>Amount</b>
Acquisition and development of land for our ongoing project	4458.90
General Corporate Purposes	471.10

To meet issue related expenses	60.00
<b>Total Issue Proceeds</b>	<b>Up to 4990.00</b>

# Assuming full subscription and Allotment in the Issue. Subject to finalization of the Basis of Allotment and the Allotment of the Equity Shares. While the amount is subject to adjustment upon finalization of Issue related expenses, however, in no event, shall amount utilization towards general corporate purposes shall not exceed 25% of the Gross Proceeds.

For further details, see “*Objects of the Issue*” on page 50.

### Our Promoters

The Promoters of our Company is Mr. Ashishbhai Prafulbhai Patel, Mrs. Jahnvi Ashish Patel, Mr. Prafulbhai Chunibhai Patel, Mrs. Madhuben Prafulbhai Patel and Mrs. Nikiben Miteshbhai Shah.

### Intention and extent of participation by our Promoters and Promoter Group

Our Promoters vide their letters dated October 19,2024 (the “**Subscription Letters**”) have agreed that they may: (a) subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoters, member(s) of the Promoter Group of our Company; and (b) subscribe to, either individually or jointly and/ or severally with any other Promoters or member of the Promoter Group, for additional Rights Equity Shares, including subscribing to unsubscribed portion (if any) in the Issue; (c) subscribe to, either individually or jointly and/ or severally with any other Shareholder for additional Rights Equity Shares, including subscribing to unsubscribed portion (if any) in the Issue; and (d) the eligible members of our Promoter Group reserve the right to subscribe either itself and/or through third party(ies) by renouncing their Rights Entitlement in the Issue, including in an event of under-subscription in this Issue, subject to the post issue aggregate shareholding of our Promoter not resulting in the minimum public shareholding of the issuer falling below the level prescribed in LODR/ SCRR.

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

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

### Summary of Financial Information

The following table sets forth summary financial information derived from the Audited Financial Statement for financial year ending on March 31, 2024:

Particulars	(Rs. in Lakhs)		
	FY 2023-24 (Audited)	FY 2022-23 (Audited)	FY 2021-22 (Audited)
Equity Share Capital	5035.98	5035.98	2517.99
Net Worth	5052.84	5514.34	5442.20
<b>Total Income</b>	<b>678.28</b>	<b>1533.44</b>	<b>4362.27</b>
<b>Profit/ (Loss) after tax</b>	<b>(461.66)</b>	72.05	<b>2524.59</b>
Basic & Diluted EPS	(0.09)	0.01	0.50
Total borrowings #	4242.46	2277.77	1048.21

# consists of borrowings under non-current liabilities current liabilities

### Contingent Liabilities

For details regarding our contingent liabilities for FY 2024, please refer to note 40 on page no. 122 of the Draft Letter of Offer.

## Related Party Transactions

For details on related party transactions for FY 2024, see note 36 on page no. 119 of the Draft Letter of Offer.

## Financing Arrangements

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

## Issuance of Equity Shares for consideration other than cash in the last one year

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

## Summary of Outstanding Litigations

<b>(Rs. in Lakhs)</b>		
<b>Nature of Cases</b>	<b>Number of outstanding cases</b>	<b>Amount Involved*</b>
<b><i>Litigation involving our Company</i></b>		
Criminal proceedings against our Company	-	-
Criminal proceedings by our Company	-	-
Material civil litigation against our Company	4	32.06
Material civil litigation by our Company	3	45.00
Actions by statutory or regulatory Authorities	1	8.00
Direct and indirect tax proceedings	1	2.32
<b><i>Litigation involving our Promoters</i></b>		
Criminal proceedings against our Promoters	7	388.96
Criminal proceedings by our Promoters	3	-
Material civil litigation against our Promoters	2	21.00
Material civil litigation by our Promoters	1	-
Actions by statutory or regulatory authorities	2	32.00
Direct and indirect tax proceedings	8	2254.54
<b><i>Litigation involving our Directors</i></b>		
Criminal proceedings against our Directors	7	388.96
Criminal proceedings by our Directors	3	-
Material civil litigation against our Directors	2	21.00
Material civil litigation by our Directors	1	0.00
Actions by statutory or regulatory authorities	1	27.00
Direct and indirect tax proceedings	8	2254.54
<b><i>Litigation involving our Group Companies</i></b>		
Criminal proceedings against our Group Companies	-	-
Criminal proceedings by our Group Companies	-	-
Material civil litigation against our Group Companies	-	-
Material civil litigation by our Group Companies	1	34.00
Actions by statutory or regulatory authorities	-	-
Direct and indirect tax proceedings	2	501.73

For further details, see “***Outstanding Litigations and Defaults***” beginning on page 141 this Draft Letter of Offer.

## Risk Factors

For details of the risks applicable to us, including to our business, the industry in which we operate and our Equity Shares, see “***Risk Factors***” on page 23.

## SECTION II – RISK FACTORS

*An investment in equity shares involves a high degree of risk. Prospective Investors should carefully consider all the information disclosed in this Draft Letter of Offer, including the risks and uncertainties described below and the “Financial Statements” on page 79, before making an investment in the Equity Shares. The risks described below are not the only risks relevant to us or the Equity Shares or the industries in which we currently operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our business, cash flows, prospects, results of operations and financial condition. In order to obtain a complete understanding about us, investors should read this section in conjunction with “Our Business”, “Industry Overview” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 68, 59 and 133, respectively, as well as the other financial information included in this Draft Letter of Offer. If any of the risks described below, or other risks that are not currently known or are currently deemed immaterial actually occur, our business, cash flows, prospects, results of operations and financial condition could be adversely affected, the trading price of the Equity Shares could decline, and investors may lose all or part of the value of their investment. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below.*

*However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in this Issue. The following factors have been considered for determining the materiality: (1) some events may not be material individually but may be found material collectively; (2) some events may have material impact qualitatively instead of quantitatively; and (3) some events may not be material at present but may have material impact in future.*

*This Draft Letter of Offer also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Letter of Offer. Any potential investor in, and purchaser of, the Equity Shares should pay particular attention to the fact that our Company is an Indian company and is subject to a legal and regulatory environment which, in some respects, may be different from that which prevails in other countries. For further information, see “Forward Looking Statements” on page 16.*

*Unless otherwise indicated or the context requires otherwise, the financial information included herein is based on our Audited Financial Statements and Unaudited Financial Results included in this Draft Letter of Offer. For further information, see “Financial Statements” on page 79. In this section, unless the context otherwise requires, a reference to “our Company” is a reference to Radhe Developers (India) Limited on a standalone basis, while any reference to “we”, “us”, is a reference to Radhe Developers (India) Limited on a consolidated basis.*

### INTERNAL RISK FACTORS

#### **1. There are certain outstanding proceedings against our Company, Promoters, Directors and Group Companies which may adversely affect our business, financial condition and results of operations.**

As on the date of this Draft Letter of Offer, our Company, Promoters, Directors and Group Companies are involved in certain legal proceedings. There are various outstanding legal proceedings against our Company, Promoters, Directors and Group Companies pending at various levels of adjudication before various courts, tribunals and authorities in India. In addition, our Company is also subject to risks of litigation including public interest litigation, contract, employment related, personal injury and property damage.

We cannot provide any assurance that these legal proceedings will be decided in our favour. Any adverse decision may have a significant effect on our business including the financial condition of our Company. There can be no assurance that the results of such legal proceedings will not materially harm our business, reputation or standing in the marketplace or that we will be able to recover any losses incurred on account of third parties, regardless of whether we are at fault. Even if we are successful in defending such cases, we may be subject to legal and other costs incurred pursuant to defending such litigation. There can be no assurance that losses relating to litigation will be covered by insurance or that any such losses would not have a material adverse effect on the results of our operations or financial condition. A summary of the outstanding proceedings and

other material litigations as disclosed in this Draft Letter of Offer, to the extent quantifiable, have been set out below:

<b>(Rs. in lakhs)</b>		
<b>Nature of Cases</b>	<b>Number of outstanding cases</b>	<b>Amount Involved*</b>
<b><i>Litigation involving our Company</i></b>		
Criminal proceedings against our Company	-	-
Criminal proceedings by our Company	-	-
Material civil litigation against our Company	4	32.06
Material civil litigation by our Company	3	45.00
Actions by statutory or regulatory Authorities	1	8.00
Direct and indirect tax proceedings	1	2.32
<b><i>Litigation involving our Promoters</i></b>		
Criminal proceedings against our Promoters	7	388.96
Criminal proceedings by our Promoters	3	-
Material civil litigation against our Promoters	2	21.00
Material civil litigation by our Promoters	1	0.00
Actions by statutory or regulatory authorities	2	32.00
Direct and indirect tax proceedings	8	2254.54
<b><i>Litigation involving our Directors</i></b>		
Criminal proceedings against our Directors	7	388.96
Criminal proceedings by our Directors	3	-
Material civil litigation against our Directors	2	21.00
Material civil litigation by our Directors	1	0.00
Actions by statutory or regulatory authorities	1	27.00
Direct and indirect tax proceedings	8	2254.54
<b><i>Litigation involving our Group Companies</i></b>		
Criminal proceedings against our Group Companies	-	-
Criminal proceedings by our Group Companies	-	-
Material civil litigation against our Group Companies	-	-
Material civil litigation by our Group Companies	1	34.00
Actions by statutory or regulatory authorities	-	-
Direct and indirect tax proceedings	2	501.73

*The table above does not include those penalties, interests and costs, if any, which may be imposed or which may have been pleaded but not quantified in the course of legal proceedings, or which the Court / Tribunal otherwise has the discretion to impose. The imposition and amount of such penalties / interests / costs are at the discretion of the court / tribunal where the case is pending. Such liability, if any, would crystallize only on the order of the tribunal where the case(s) is / are pending.*

For further details, please refer to section titled “**Outstanding Litigation and Defaults**” beginning on page no. 141 of this Draft Letter of Offer.

- Our Company requires entering into Development Agreement for land developments rights with the owners of the land, which entails certain risks like specific performance of the terms of the agreement, litigations etc. Further, any disruption in the execution of the said agreements due to any reason whatsoever may have adverse effects on our commercial operations and profitability.***

Our Company requires to entering into development agreements for land developments rights with the owners of the land. Such agreements carry risks like specific performance of the terms and covenants of such agreement, project schedules and timelines to be met with, maintaining cordial relationship with the land owners, litigations/disputes etc.

Certain parties granting development rights to us or to our partners (in case of joint development management agreements) may not have acquired ownership rights or clear title in respect of land that we have categorized as part of our Saleable Area. In addition, we may face practical difficulties in verifying the title of a prospective seller of property or of the landowner or developer. As each transfer in a chain of title may be subject to defects,



our title and agreements we will be entering into with land owners for construction on, and development of, land may be subject to various defects which we may not be aware of. Further, our Company may also be required to make partial payments to the land owner for land development rights which our Company may be unable to recover under certain circumstances. Additionally, under certain of our agreements, our development partners are required to aggregate large parcels of land for us to commence developing the project. If these development partners face any difficulties in obtaining or fail to obtain the requisite amount of land, the schedule of development of that project could be substantially disrupted which could have an adverse effect on our business, financial condition and results of operations. Our Company's inability to acquire land development rights, or if our Company fails to recover the partial payment made by it with respect to such land developments rights, it may adversely affect our Company's business, financial condition and results of operation.

**3. *Some or all of our Ongoing Projects may be delayed or may not be completed by their expected completion dates or at all. Such delays may adversely affect our reputation, business, results of operations and financial condition.***

Our Ongoing Projects may be subject to significant changes and modifications from our currently estimated management plans and timelines as a result of factors outside our control, including, among others:

- defects or challenges to land titles;
- failure or delay in securing necessary statutory or regulatory approvals and permits for us to develop our projects;
- inability to complete our projects in agreed time;
- availability of financing;
- occurrence of force majeure events including natural disasters and weather conditions;
- legal proceedings initiated against us, landowners or development partners by individuals or regulatory authorities seeking to restrain development of our projects;
- reliance on third-party contractors and the ability of third parties to complete their services on schedule and in budget; and
- regulatory changes such as changes in development regulations and challenges in interpreting and complying with them.

Such changes and modifications to our timelines may have a significant impact on our Ongoing Projects, and consequently, we may not develop these projects as contemplated, or at all, which may have an adverse effect on our reputation, business, results of operations and financial condition.

**4. *We benefit from our relationship with the Promoters and the Radhe group and the "Radhe" brand, the dilution of which could adversely affect our business, financial condition and results of operations.***

We benefit from our relationship with the Promoters and the Radhe group in many ways, such as their reputation, experience and knowledge of the real estate and property development industry. We believe that our customers, vendors and members of the financial community perceive the "Radhe" brand to be that of a trusted provider of quality products and services. Our growth and future success is influenced, in part, by our continued relationship with our Promoters and the Radhe group. Consequently, any adverse publicity involving the 'Radhe' brand, our Company or our products may impair our reputation, dilute the impact of our branding and marketing initiatives and adversely affect our business and our prospects.

**5. *Our business and growth plan could be adversely affected by the incidence and rate of taxes and stamp duties, which could adversely affect our financial condition and results of operations.***

As a property owning and development company, we are subject to the property tax regime in each state where our projects are located. These taxes could increase in the future, and new types of property taxes may be introduced which would increase our overall development costs and other costs. We are also subject to stamp duty for the agreements entered into in respect of the properties we buy and sell. If these duties increase, the cost of acquiring properties will rise, and sale values could also be affected, resulting in reduction of our profitability. An increase in stamp duties could also adversely affect investor demand and may adversely affect our sales. Any such changes in the incidence or rates of property taxes or stamp duties could have an adverse effect on our financial condition and results of operations.

**6. *We are dependent upon third party entities for the plotting and development of our projects, which entails certain risks including limited control over the timing or legal changes by Government.***

We enter into agreements with third party entities to design the plotting of land and construct our projects in accordance with our specifications and quality standards and under the time frames provided by us. We require the services of other third parties, including architects, engineers, contractors and other suppliers of labour and materials. The timing and quality of construction of the projects we develop depends on the availability and skill of these third parties, as well as contingencies affecting them, including equipment, labour and raw material shortages and industrial actions such as strikes and lockouts. We may only have limited control over the timing or quality of services and sophisticated machinery or supplies provided by such third parties. If such contractors are unable to perform their contracts, including completing our developments within the specifications, quality standards and time frames specified by us, at the estimated cost, or at all, we may be required to incur additional cost or time to develop the property to appropriate quality standards in a manner consistent with our development objective, which could result in reduced profits or, in some cases, significant penalties and losses which we may not be able to recover from the relevant contractor. We cannot assure you that the services rendered by any of our contractors will always be satisfactory or match our requirements for quality, which may adversely affect our reputation, business, results of operations and cash flows.

For example, in certain of our developments, we are required to provide warranties for plotting/ construction defects for the period specified under the applicable law, and may be held liable to rectify such defects without further charges. Even though our contractors provide us with certain warranties, such warranties may not be sufficient to cover our losses, or our contractors could claim defenses not available to us against our customers, which could adversely affect our financial condition and results of operations. Further, we cannot assure you that the services rendered by any of our independent construction contractors will always be satisfactory or match our requirements for quality. As on the date of filing this Letter of Offer, we have not faced any such situation/ circumstance in the past 5 years, however, we cannot assure that we will not face such situation/ circumstance in the future. Further, while we provide for penalties against our third party contractors for delays in meeting milestones, we cannot assure you that these contractors will pay us those penalties in time, or at all, and we may be obligated to incur the cost of delays of the project, which could adversely affect our business, reputation, financial condition and results of operations. Further, delays and cost overruns may occur for reasons not involving the fault of our contractors and for which they therefore do not bear any responsibility to us.

**7. *Increase in prices of, shortages of, or delays or disruptions in the supply of plotting and/ or building materials or labour could adversely affect our business, financial condition and results of operations.***

Based on the agreements with the land owners, we procure plotting and/ or building materials and other raw materials for our projects, such as steel, bricks, wood, iron rods, aluminum, cement, hardware, bitumen, sand and aggregates and other fittings from our suppliers. The timely availability, cost and quality of the raw materials being supplied to us plays an important role in constructing strong foundation. Any disruption in either of the factors mentioned above are not under our control, including general economic conditions, competition, production levels, transportation costs, government taxes and levies, and import duties. If, for any reason, our regular/primary suppliers of materials refuse or delay or discontinue the delivery of the raw materials to us in the quantities we need and at prices that are competitive, our ability to meet our raw material requirements for our projects shall come to a temporary standstill and our project schedules could be disrupted, and we may not be able to complete our projects as per schedule or at estimated costs. Further, we may also not be able to pass on any increase in the prices of these raw materials to our customers which could affect our results of operations and impact our financial condition.

Further, we currently do not have any long term tie-ups or agreements for supply of these raw materials. The long duration of our contracts may expose us to the changes in the prices of key raw material. The increase in prices of the raw material increases our expenditure hence our profitability to the extent we are not able to pass the expenses on to our clients. Any decrease in the availability of these raw materials for whatever reason, could adversely affect our execution capacity and profitability.

Additionally, our supply chain for these building supplies may be periodically interrupted by circumstances beyond our control, including shortages of skilled labour, work stoppages, transport strikes and labour disputes affecting our suppliers, their distributors, or the transporters of our supplies, including poor quality roads and other transportation related infrastructure problems, inclement weather, and road accidents. If any of these risks occur, our financial condition and results of operations could be adversely affected.

We also require adequate supply of labour for the timely execution of our projects. Our supply of labour may be adversely affected by, among other things, work stoppages and labour disputes. Such events may also increase the cost of labour that we can source for our projects. The occurrence of any of these events could adversely affect our business, financial condition and results of operations.

**8. *The Government of India or state governments may exercise rights of compulsory purchase or eminent domain over our or our development partners' land, which could adversely affect our business.***

The right to own property in India is subject to restrictions that may be imposed by the Government. In particular, the Government, under the provisions of the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 (the "Land Acquisition Act") has the right to compulsorily acquire any land if such acquisition is for a "public purpose," after providing compensation to the owner. However, the compensation paid pursuant to such acquisition may not be adequate to compensate the owner for the loss of such property. The likelihood of such acquisitions may increase as central and state governments seek to acquire land for the development of infrastructure projects such as roads, railways, airports and townships.

Additionally, we may face difficulties in interpreting and complying with the provisions of the Land Acquisition Act due to limited jurisprudence on them or if our interpretation differs from or contradicts any judicial pronouncements or clarifications issued by the government. In the future, we may face regulatory actions or we may be required to undertake remedial steps. Any such action in respect of any of the projects in which we are investing or may invest in the future may adversely affect our business, financial condition or results of operations. Separately, in terms of certain approvals obtained by us, we are required to construct service roads on part of licensed area and transfer it free of cost to the relevant government. The government is also entitled to take over the project area in public interest without having to pay us any compensation.

**9. *We are required to make certain payments to the owners of the land when we enter into development agreements, which may not be recoverable. Further, we may be required to pay certain penalties or liquidated damages in the event of any delay in the completion of the development within the time frame specified in the development agreements.***

We are required to make certain payments to the owners of the land when we enter into development agreements. Sometimes, these payments are made even before any requisite approvals are obtained. In such instances, the joint development partner undertakes to obtain such approvals and we may not be able to commence the development of the project until such approval or permission is obtained by the joint development partner. If for any reason, such approvals or permissions do not come through, we may not be able to recover such payments, which could adversely affect our business and financial condition.

Further, in the event of any delay in the completion of the development within the time frame specified, we are required to pay certain penalties or liquidated damages, which are typically capped, as specified in these agreements, which may adversely affect our business, financial condition and results of operations. In certain of our projects, in the event that we fail to pay such liquidated damages within the specified period of such claim to pay these liquidated damages, our joint development partner is entitled to take over our obligations under the development agreement and we would be required to vacate the property and forgo such revenue or profit or area sharing arrangement with respect to that project as may have been agreed to. If we are required to pay penalties or liquidated damages pursuant to such agreements, and we decline to do so, we may not be able to recover the deposits made by us to the owners of the land. In addition, if for any reason, the development agreement is terminated or the development is delayed or cancelled, we may not be able to recover such payments, which could have an adverse effect on our business, financial condition and results of operations.

Further, under the development agreements, if we are unable to acquire certain land or land development rights in accordance with our preferences, we may not be able to recover all or part of the payments paid by us to

these third parties. Further, in the event that these agreements are either invalid or have expired, we may lose the right to acquire such land and may also be unable to recover payments made in relation to the land.

- 10. *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.

There has been, on few occasions, inadvertent Non Compliances done by our Company as required under the provisions of SEBI LODR 2015. We believe, we are in compliance with rules and regulations imposed by the BSE and SEBI with respect to continuous listing, any failure to comply with such rules and regulations or any wrong disclosure/ Non filing to the BSE or any statutory authority could result in penalties being imposed on us, which may adversely affect our business and operations.

- 11. *Our Registered Office and other premises from where we operate are not owned by us. If we are required to vacate the same, due to any reason whatsoever, it may adversely affect our business operations.***

Our Registered office is owned by Shantinagar (Shela) Co. Op. Housing Society Limited and “No Objection Letter” has been obtained from him for using the premises as the registered office address for our company. Although, we believe that we have complied with all the terms of such NOC, in the event there is any breach or violation or if our promoter decides to withdraw his NOC, we may be required to vacate the premises and we may be required to look for alternate premises, which we may not be able to find at terms favourable to our Company. In such an event, it will adversely affect our business operations and our financial condition.

- 12. *Any inability to protect our intellectual property or any claims that we infringe on the intellectual property rights of others could have a material adverse effect on us.***

As on the date of filing this Draft Letter of Offer, we have 2 trademark registered under the provisions of the Trade Marks Act, 1999. For details please refer to page no. 75 of the Draft Letter of Offer. We cannot assure that third parties will not infringe on our intellectual property, thereby causing damage to our business prospects, reputation and goodwill. Our efforts to protect our intellectual property may not be adequate and any third party claim on any of our unprotected brands may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly, and a favourable outcome cannot be guaranteed. We may not be able to detect any unauthorised use or take appropriate and timely steps to enforce or protect our intellectual property.

- 13. *We have entered into several partnership arrangements for the development of our various real estate projects which contain certain conditions that may adversely affect our business, financial condition and results of operations.***

We have and may entered into several partnership agreements with our Promoters, Group Companies and certain other parties for the development of our various real estate projects. These projects include our ongoing in Ahmedabad, Gandhinagar and Mehsana-Gujarat. Under the terms of these agreements, we are required to contribute a certain amount as initial capital contribution to the partnership and we are entitled up to approximate 80-90 percentage of the profits that is generated by the partnership. Additionally, we are required to assist the partnership in obtaining financing for the construction and development of the project and may also be responsible for additional capital contributions, as and when the need arises. Further, we are required to obtain the consent of our partners before transferring our ownership interests, transfer or purchase of assets above certain thresholds and making material changes to the businesses. In addition, pursuant to our partnership

agreements, we are required to indemnify our partners for any losses that may arise as a result of our acts in breach of the agreement. If we are required to bear losses under these partnership agreements, our financial condition and results of operations may be adversely affected.

- 14. Our Company has reported negative cash flow from operating and investing activities in the past. Any negative cash flows in the future would adversely affect our cash flow requirements, which may adversely affect our ability to operate our business and implement our growth plans, thereby affecting our financial condition.**

The following table sets forth our cash flow for the periods indicated:

Particulars	(Rs. in Lakhs)		
	FY 2023-2024 (Audited)	FY 2022-2023 (Audited)	FY 2021-2022 (Audited)
Net cash from (used in) Operating activities	(1865.89)	(914.05)	(838.61)
Net cash from (used in) Investing activities	58.26	(272.67)	(177.78)
Net cash from (used in) Financing activities	1898.11	1197.53	990.45
<b>Net Cash Flow</b>	<b>90.48</b>	<b>10.81</b>	<b>(25.93)</b>

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flow, it may adversely affect our business and financial operations. For further details, refer “*Statement of Cash Flows for the year ended March 31, 2024*” on page no. 92 in the section titled “*Financial Information*” on page no. 84 of this Draft Letter of Offer.

- 15. Our lenders have imposed certain restrictive covenants on us under our financing arrangements. This may limit our ability to pursue our business and limit our flexibility in planning for, or reacting to, changes in our business or industry.**

The financing arrangements entered into by us include conditions that require our Company to obtain respective lenders’ consent prior to carrying out certain activities and entering into certain transactions. As of March 31, 2024, we had outstanding indebtedness of Rs. 4242.46 Lakhs (consists of borrowings under non-current liabilities and borrowings under current liabilities). For details on our borrowings, please refer Note 18 and 21 on ‘*borrowings*’ on page no. 112 of the Draft Letter of Offer and see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations- Financial Indebtedness*” on page no. 133 of the Draft Letter of Offer. Further for the process of this Issue, our company has obtained the consent from the respective lender. Failure to meet these conditions or obtain these consents could have significant consequences on our business and operations. These covenants vary depending on the requirements of the financial institution extending such loan and the conditions negotiated under each financing agreement. Some of the corporate actions that require prior consents from certain lenders include, amongst others, (a) permit any change in the ownership/ control/ management/ shareholding (including by pledge of promoter/ sponsor shareholding in the borrower to any third party), and (b) wind up, liquidate or dissolve its affairs or take any steps for its voluntary winding up or liquidation or dissolution. While we have received all relevant consents required for the purposes of this Issue and have complied with these covenants, a failure to comply with such covenants in the future may restrict or delay certain actions or initiatives that we may propose to take from time to time. While we have not defaulted on any covenants in financing agreements in the past, we cannot assure you that this will continue to be the case in the future.

A failure to observe the covenants under our financing arrangements or to obtain necessary consents/ waivers, constitute defaults under the relevant financing agreements and will entitle the respective lenders to declare a default against us and enforce remedies under the terms of the financing agreements, that include, among others, acceleration of amounts due under such facilities, enforcement of any security interest created under the financing agreements and taking possession of the assets given as security in respect of the financing agreements. If the obligations under any of our financing documents are accelerated, we may have to dedicate a portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. In addition,

during any period in which we are in default, we may be unable to raise, or face difficulties raising, further financing. For details on our borrowings, please refer Note 18 and 21 on 'borrowings' on page no. 112 of the Draft Letter of Offer and see "*Management's Discussion and Analysis of Financial Condition and Results of Operations- Financial Indebtedness*" on page no. 133 of the Draft Letter of Offer.

**16. Our Company has availed and may continue to avail in the future certain unsecured loans which maybe recalled by our lenders at any time.**

As of March 31, 2024, our Company has unsecured loans amounting to Rs. 3348.95 Lakhs and may continue to avail unsecured loans, which may be recalled at any time, with or without the existence of an event of default, on short or no notice. Such recalls on borrowed amounts may be contingent upon happening of an event beyond our control and there can be no assurance that we will be able to persuade our lender to give us extensions or to refrain from exercising such recalls, which may adversely affect our results of operations and cash flows. For details on our borrowings, please refer Note 20 on 'borrowings' on page no. 112 of the Draft Letter of Offer and see "*Management's Discussion and Analysis of Financial Condition and Results of Operations- Financial Indebtedness*" on page no. 133 of the Draft Letter of Offer.

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

We have entered into related party transactions with our Promoters, its group members/ entities, Directors and other associates. While we believe that all such transactions have been conducted on the arms length basis, however it is difficult to ascertain whether more favorable terms would have been achieved had such transactions been entered with unrelated parties. Furthermore, it is likely that we will continue to enter into related party transactions in the near future. For further details regarding the related party transactions, see the disclosure on related party transactions contained in the financial statements included in this Letter of Offer and, also see the section "Related Party Transactions" beginning on page no. 119 of this Letter of Offer.

**18. Any increase in or realization of our commitments and contingent liabilities could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospect.**

As on March 31, 2024 (based on the Audited Standalone Financial Statements), we had the following Contingent Liabilities:

<b>(Rs. In Lakhs)</b>	
<b>Particulars</b>	<b>FY 2023-24 (Audited)</b>
a. Disputed demand under Income Tax for AY – 2016-17	5.49

For details regarding our contingent liabilities for FY 2023-2024, please refer to note 37 on page no. 122 of the Draft Letter of Offer and Offer and see "*Management's Discussion and Analysis of Financial Condition and Results of Operations- Contingent Liabilities*" on page no. 138 of the Draft Letter of Offer.

**19. Our Company has not taken any insurance coverage which may protect us against certain operating hazards and from all losses and this may have an adverse impact on the financial conditions of the business.**

Our Company has not taken any insurance cover at present. Hence, we may not be able to protect ourselves from any damage or loss suffered by us. To the extent that we suffer any loss or damage, the operational results of the company could be adversely affected. The company does not maintain a directors and officers liability insurance policy for the directors or key managerial personnel of the Company.

**20. Our Company operates under several statutory and regulatory permits, licenses and approvals. Our failure to obtain and/or renew any approvals or licenses in future may have an adverse impact on our business operations.**

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. 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. At the time of filing DLOF No pending approval with statutory Authorities.

**21. *Our business is based on the trust and confidence of our customers; any damage to that trust and confidence may materially and adversely affect our business, future financial performance and results of operations.***

We are dedicated to earning and maintaining the trust and confidence of our customers and we believe that the good reputation is essential to our business. The reputation of our Company could be adversely affected by any threatened and/or legal proceedings and/or any negative publicity or news articles in connection with our Company. As such, any damage to our reputation could substantially impair our ability to maintain or grow our business. If we fail to maintain brand recognition with our target customers due to any issues with our product offerings, a deterioration in service quality, or otherwise, declines our market perception and customer acceptance of our brands may also decline.

**22. *The business and future results of operations of our Company may be adversely affected if we incur any time or cost overruns.***

Our Company's business plans are subject to various risks including time and cost overruns and delays in obtaining regulatory approvals. Further, there could also be unexpected delays and cost overrun in relation to our projected / future projects and thus, no assurance can be given to complete them on scheduled time and within the expected budget. If such changes take place during the course of development of any of our projects, then our projections regarding the costs, revenues, return on the project, profitability as well as our operations will be adversely affected.

Further, if there are any revisions made to the existing plans, approvals, permits or licenses granted for our Ongoing Projects by relevant authorities, then we may, as a result of such revisions, be required to seek approval from the existing customers, if and to the extent required by law, of such project, undertake unplanned rework, including demolition on such projects or re-apply for and obtain key regulatory approvals. Such an occurrence may result in time and cost overruns, including customer complaints and claims under the evolving regulatory framework, which may have an adverse effect on our reputation, business, results of operations and financial condition.

**23. *Our continued success depends upon availability of adequate labour on timely basis. Any work stoppages or other labour related problems could adversely affect our business.***

We require skilled and unskilled labour for successful running of our operations. Any shortage of adequate labour due to any labour related issues may affect smooth running of our operations and we may not be able to meet our project timelines. We maintain cordial relationship with the labour and have not encountered any work stoppages and other labour problems so far.

**24. *Our business is subject to various operating risks at our project sites, the occurrence of which can affect our results of operations and consequently, financial condition of our Company.***

Our business operations are subject to operating risks, such as breakdown or failure of equipment's used at the project sites, weather conditions, interruption in power supply due to breakdown of power generators, shortage of consumables, performance below expected levels of output or efficiency, natural disasters, obsolescence, labour disputes, industrial accidents, our inability to respond to technological advancements and emerging realty industry standards and practices along with the need to comply with the directives of relevant government authorities. The occurrence of these risks, if any, could significantly affect our operating results, and the slowdown / shutdown of business operations may have a material adverse effect on our business operations and financial conditions.

**25. *The real estate industry in India is intensely competitive and our inability to compete effectively may adversely affect our business, financial condition and results of operations.***

We operate in an intensely competitive and highly fragmented industry with low entry barriers. We face significant competition in our business from a large number of Indian real estate development companies who also operate in the same regional markets as us. The extent of the competition we face in a potential property market depends on a number of factors, such as the size and type of property development, contract value and potential margins, the complexity and location of the property development, facilities and supporting infrastructure services, the reputation of our competitors, and the risks relating to revenue generation.

Given the fragmented nature of the real estate industry, we often do not have adequate information about the property developments our competitors are developing and accordingly, we run the risk of underestimating supply in the market. As part of our business plan to expand across high growth markets in prominent and growing cities in India, we face the risk that some of our competitors, who are also engaged in real estate development, may be better known in other markets, enjoy better relationships with land-owners and international or domestic joint venture partners, may gain early access to information regarding attractive parcels of land and be better placed to acquire such land. Further, our competitors may commence operations in the vicinity of our Ongoing Projects and Forthcoming Projects and may offer their products at competitive prices, resulting in a decreasing of sales of our projects.

Some of our competitors are larger than us and have greater land reserves or financial resources or a more experienced management team. They may also benefit from greater economies of scale and operating efficiencies and may have greater experience in regional markets, especially in relation to local laws and regulations. Competitors may, whether through consolidation or growth, present more credible integrated or lower cost solutions than we do, causing us to win fewer tenders. We cannot assure you that we can continue to compete effectively with our competitors in the future, and failure to compete effectively may have an adverse effect on our business, financial condition and results of operations.

Further, intensified competition between property developers may result in increased land prices, oversupply of properties, lower real estate prices, and lower sales at our properties, all of which may adversely affect our business. Further, our development management business may be subject to increased competition from other real estate development companies, as it requires lower up front capital investment. We cannot assure you that we will be able to compete successfully in the future against our existing or potential competitors or that increased competition will not have an adverse effect on our profitability.

***26. Our inability to effectively implement our growth strategies or manage our growth could have an adverse effect on our business, results of operations and financial condition.***

Our growth strategy envisages a very strong asset size and operational income growth. However, there could be a possibility that we may not grow at a comparable rate to our growth rate in the past or the required growth rate to effectively compete in the market either in terms of profit or income. Further, such growth strategy will place significant demands on our management, financial and other resources. It will require us to continuously develop and improve our operational, financial and internal controls and more importantly adhering to quality and high standards that meet customer expectations. Any inability on our part to manage such growth could disrupt our business prospects, impact our financial condition and adversely affect our results of operations.

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

We will continue to incur significant expenditure in maintaining and growing our existing business operations. We cannot assure you that we will have sufficient capital resources for our current operations or any future expansion plans that we may have. While we expect our cash on hand and cash flow from operations to be adequate to fund our existing commitments, our ability to incur any future borrowings is dependent upon the success of our operations. Additionally, if we are unable to arrange adequate financing on timely basis, it could adversely affect our ability to complete expansion plans. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and regulatory framework that allows us to raise capital. If we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive covenants. If we are unable to raise adequate capital in a



timely manner and on acceptable terms, or at all, our business, results of operations, cash flows and financial condition could be adversely affected.

**28. *Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.***

Our Company has not paid any dividend since incorporation. However, our ability to pay dividends in the future will depend on number of factors, including our profit after tax for the fiscal year, utilization of the profit after tax towards reserves, our future expansion plans and capital requirements, our financial condition, our cash flows and applicable taxes, including dividend distribution tax payable by our Company. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and subsequent approval of shareholders and will depend on factors that our Board and shareholders deem relevant. We may decide to retain all our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares. Further, dividends distributed by us will attract dividend distribution tax at rates applicable from time to time. There can be no assurance that we will generate sufficient income to cover the operating expenses and pay dividends to the shareholders. We cannot assure you that we will be able to pay dividends in the near or medium term or future, and the future dividend policy will depend on the capital requirements and financing arrangements for the business plans, financial condition and results of operations.

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

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

**30. *Any variation in the utilization of the Net Proceeds as disclosed in this Draft Letter of Offer shall be subject to certain compliance requirements, including prior Shareholders' approval.***

Our Company intends to deploy and utilize Net Proceeds raised pursuant to the Rights Issue in the manner set out in the section titled "***Objects of the Issue***" on page no. 50 in the Draft Letter of Offer. In accordance with SEBI LODR Regulations and other applicable provisions, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Draft Letter of Offer without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations and it may also lead to delay in deployment of funds as per the schedule of implementation as disclosed in objects section titled "***Objects of the Issue***" on page no. 50 in the Draft Letter of Offer. In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Rights Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by redeploying the unutilized portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

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

As the Issue size is not more than ₹10,000 lakhs, under Regulation 82 of the SEBI (ICDR) Regulations it is not required that a monitoring agency be appointed by our Company, for overseeing the deployment and utilisation of funds raised through this Issue. Therefore, the deployment of the funds towards the Objects of this Issue is entirely at the discretion of our Board of Directors and is not subject to monitoring by external independent agency. Our Board of Directors along with the Audit Committee will monitor the utilisation of Issue proceeds and shall have the flexibility in applying the proceeds of this Issue. However, the management of our Company shall not have the power to alter the objects of this Issue except with the approval of the shareholders of the Company given by way of a special resolution in a general meeting, in the manner specified in Section 27 of the Companies Act. Additionally, the dissenting shareholders being those shareholders who have not agreed to the proposal to vary the objects of this Issue,.

## ISSUE SPECIFIC RISK FACTORS

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

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

2. ***The Rights Entitlement of Physical Shareholders may lapse in case they fail to furnish the details of their demat account to the Registrar.***

In accordance with the SEBI Circular bearing reference number 'SEBI/HO/CFD/DIL2/CIR/P/2020/13' dated January 22, 2020, the credit of Rights Entitlements and Allotment of Right Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than 2 (Two) Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least 1 (One) day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than 2 (Two) Working Days prior to the Issue Closing Date, shall lapse. Further, pursuant to a press release dated December 03, 2018 issued by the SEBI, with effect from April 01, 2019, a transfer of listed Equity Shares cannot be processed unless the Equity Shares are held in dematerialized form (except in case of transmission or transposition of Equity Shares).

3. ***SEBI has recently, by way of Rights Issue Circulars streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars and in this Draft Letter of Offer.***

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. Eligible Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI Rights Issue Circulars and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. For details, see '**Terms of the Issue**' on page 132 of this Draft Letter of Offer.

In accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Right 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 Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely being [●]) opened by our Company, for the Eligible Shareholders which would comprise Rights Entitlements relating to:

- (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI (LODR) Regulations; or
- (b) Equity Shares held in the account of IEPF authority; or
- (c) The demat accounts of the Eligible Equity Shareholder which are frozen or suspended for debit or credit or details of which are unavailable with our Company or with the Registrar on the Record Date; or
- (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in the physical form on the Record Date the details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or
- (e) Credit of the Rights Entitlements returned/reversed/failed; or
- (f) The ownership of the Equity Shares currently under dispute, including any court proceedings.

4. ***You may be subject to Indian taxes arising out of capital gains on the sale of the Right Shares and Rights Entitlement.***

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

Further, the Finance Act, 2019, which has been notified with effect from April 01, 2019, stipulates the sale, transfer and issue of securities through exchanges, depositories or otherwise to be charged with stamp duty. The Finance Act has also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, and the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These amendments have been notified on December 10, 2019 and have come into effect from July 01, 2020.

The Finance Act, 2020 has also provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident.

5. ***Investors will be subject to market risks until our Equity Shares credited to the investor's demat account are listed and permitted to trade.***

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

6. ***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 BSE 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 BSE. 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.

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

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

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

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

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

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

10.  ***Any future issue of Equity Shares may dilute your shareholding and sales of our Equity Shares by our major shareholders may adversely affect the trading price of the Equity Shares.***

Any future equity issues by us, including in a primary offering, may lead to the dilution of investors' shareholdings in us. Any future equity issuances by us or sales of its Equity Shares by the major shareholders may adversely affect

the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

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

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

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

Following the Issue, we will be subject to a daily "circuit breaker" imposed by BSE, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our circuit breakers will be set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The BSE may not inform us of the percentage limit of the circuit breaker in effect from time to time and may change it without our knowledge. This circuit breaker will limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance can be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

Furthermore, prior trading prices may not be indicative of future trading values for the Rights Equity Shares. A stock exchange may halt secondary market trading in our Equity Shares due to market conditions or other reasons. Furthermore, an exchange or market may close or issue trading halts on specific securities, or the ability to buy or sell certain securities or financial instruments may be restricted, all of which may have an adverse impact on our Shareholders' ability to sell their Equity Shares or the price at which Shareholders may be able to sell their Equity Shares at any given time.

## **EXTERNAL RISK FACTORS**

**32. *Political instability or changes in the government or government policies could impact the liberalization of the Indian economy.***

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.

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

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional

stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years, and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

**34. *Financial instability, economic developments and volatility in securities markets in other countries may also cause the price of the Equity Shares to decline.***

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general.

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. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of the Equity Shares.

**35. *Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws and regulations, may adversely affect our business and financial condition.***

Our business and financial performance could be adversely affected by unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. Any unfavorable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

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

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and / or subject us to penalties. Further, changes in capital gains tax or tax on capital market transactions or sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial condition.

**36. *General economic conditions in India and globally could adversely affect our business, results of operations and financial condition.***

Our business, prospects, results of operations and financial condition depend significantly on worldwide economic conditions and the health of the Indian economy. Various factors may lead to a slowdown in the Indian or world economy which in turn may adversely impact our business, prospects, results of operations and financial condition. Our Company mainly derives revenue from operations in India and the performance and growth of our business is significantly dependent on the performance of the Indian economy. In the past, the Indian economy has been affected by global economic uncertainties, liquidity crisis, domestic policies, global

political environment, volatility in interest rates, volatility in currency exchange rates, volatility in commodity and electricity prices, volatility in inflation rates and various other factors. Accordingly, high rates of inflation in India could increase our Company's employee costs and decrease our operating margins, which could have an adverse effect on our business, prospects, results of operations and financial condition.

Further the Indian economy is undergoing many changes and it is difficult to predict the impact of certain fundamental economic changes on our business. Conditions outside India, such as a slowdown or recession in the economic growth of other major countries, especially the United States, also have an impact on the growth of the Indian economy. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our Company's business. A slowdown in the Indian economy could adversely affect the policy of the Government of India towards the industry in which our Company operates, which may in turn, adversely affect our financial condition. A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect the Indian economy, which could materially and adversely affect our business, results of operations and financial condition as well as the market price of the Equity Shares.

***37. The extent and reliability of Indian infrastructure could adversely affect our Company's results of operations and financial condition. India's physical infrastructure is in a developing phase, as compared to that of many developed nations.***

Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our Company's normal business activity. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. These problems could have an adverse effect on our results of operations and financial condition.

***38. A downgrade in ratings of India, may affect the trading price of the Equity Shares.***

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. India's sovereign rating is Baa3 with a "stable" outlook (Moody's), BBB- with a "stable" outlook (S&P) and BBB- with a "negative" outlook (Fitch). Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

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

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





## SECTION III – INTRODUCTION

### THE ISSUE

This Issue has been authorized through a resolution passed by our Board at its meeting held on October 19, 2024 pursuant to Section 62(1)(a) of the Companies Act, 2013 and other applicable provisions.

The following is a summary of this Issue and should be read in conjunction with and is qualified in its entirety by, the information detailed in “*Terms of the Issue*” on page 162 of this Draft Letter of Offer.

PARTICULARS	SCHEME DETAILS
<b>Equity Shares proposed to be issued</b>	Up to [●] Rights Equity Shares
<b>Rights Entitlements</b>	[●] Rights Equity Shares for every [●] Equity Shares held on the Record Date.
<b>Record Date</b>	[●]
<b>Face value per Equity Share</b>	Re. 1.00 per equity share
<b>Issue Price per Rights Equity Share</b>	Rs. [●] per equity share (including a premium of [●] per equity share)
<b>Issue Size</b>	Upto 49.90 Crores *  * Assuming full subscription. Subject to finalization of the Basis of Allotments.
<b>Voting Rights and Dividend</b>	The Equity Shares issued pursuant to this Issue shall rank pari pasu in all respects with the Equity Shares of our Company.
<b>Equity Shares issued, subscribed and paid-up prior to the Issue</b>	52,37,41,920 Equity Shares
<b>Equity Shares outstanding after the Issue (assuming full subscription for and allotment of the Rights Equity Shares) and having made fully paid-up</b>	[●] Equity Shares
<b>Use of Issue Proceeds</b>	For details, see “Objects of the Issue” on page 50 of the Draft Letter of Offer
<b>Terms of the Issue</b>	For details, see “Terms of the Issue” on page 162 of the Draft Letter of Offer
<b>Security Code</b>	ISIN: INE986B01044; BSE Script Code & Id: 531273 & RADHEDE RE ISIN : [●]

For details in relation fractional entitlements, see "*Terms of the Issue-Fractional Entitlements*" beginning on page 179 of this Draft Letter of Offer.

#### **Payment Schedule of Rights Equity Share is as follows:**

The Issue Price of [●] per Rights Equity Share (including premium of [●] per Rights Equity Share) shall be payable on application.

## GENERAL INFORMATION

Our Company was originally incorporated as Radhe Developers (India) Limited on February 03, 1995 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Pursuant of Section 149 (1) (a) to (d) / 149 (2) (a) to (c) of the Companies Act, 1956 company has obtained Certificate of Commencement of Business in the name of Radhe Developers (India) Limited on February 07, 1995 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli.

### Registered Office

**CIN** : L45201GJ1995PLC024491  
**Registration Number** : 024491  
**Address** : Radhe Acres, Block No. 220, 226 & 227 B/h. Applewoods Township, Shela Sanand, Ahmedabad-380058, Gujarat, India  
**Tel No.** : +91-79-26583381  
**Email Id** : [secretarial@radheinfra.com](mailto:secretarial@radheinfra.com)  
**Website** : [www.radhedevelopers.com](http://www.radhedevelopers.com)  
**Contact Person** : Ms. Khyati Kanaiyalal Patel

**Corporate Office**-The Company does not have a separate corporate office. Hence, the registered office and corporate office is one and same.

### Address of the ROC

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

**Address** : ROC Bhavan, Opp Rupalben Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013  
**Tel No.** : +91 79 27437597  
**Fax No.** : +91 79 27438371  
**Email Id** : [roc.ahmedabad@mca.gov.in](mailto:roc.ahmedabad@mca.gov.in)

### DESIGNATED STOCK EXCHANGE

**BSE Limited** located at P. J. Towers, Dalal Street, Fort, Mumbai 400 001, Maharashtra, India is the Designated Stock Exchange for the proposed Rights Issues of the Company.

### OUR BOARD OF DIRECTORS

The following table sets out details regarding our Board as on the date of this Draft Letter of Draft:

Name and Designation	Age	DIN	PAN Card No.	Address
Mr. Ashishbhai Prafulbhai Patel; Managing Director	53 years	00228026	ACTPP0045R	02, Vithalbhai Patel Colony, Near Sardar Patel Colony, Naranpura, Ahmedabad – 380 013, Gujarat, India
Mrs. Jahnvi Ashish Patel; Non-Executive Director	51 years	00230301	ACTPP8343C	02, Vithalbhai Patel Colony, Near Sardar Patel Colony, Naranpura, Ahmedabad – 380 013, Gujarat, India
Mr. Alok Hrishikesh Vaidya; Non-Executive Director	68 years	00101864	ABHPV0085E	1, Amrashirish Bungalows, Near Prahaladnagar Garden, Ahmedabad – 380 015, Gujarat, India
Mr. Bharat Sakarlal Pandya; Non-Executive Independent Director	54 years	07521459	AFXPP6717K	4, Yashpal Apartment, Near Prabhu Park, Behind Commerce College Hostel, Navrangpura, Ahmedabad – 380 060, Gujarat, India
Mr. Tusharkumar Kalidas Patel;	36 years	06915474	BERPP1668H	6177, Laxmipura Vas, Soja, Kalol, Gandhinagar, Gujarat – 382 735,

Name and Designation	Age	DIN	PAN Card No.	Address
Non-executive Independent Director				Gujarat, India
Mr. Patel Vasantlal Nirav Non-executive Independent Director	44 years	08150833	AHUPP1787A	5-4-81, Baharmadh, 10, jalmahal Society, Unjha- 384170, Mahasena, Gujarat

For detailed profile of our Board of Directors, refer to chapter titled **'Our Management'** on page no. 76 of this Draft Letter of Offer.

#### CHIEF EXECUTIVE OFFICER & MANAGING DIRECTOR

**Name** : **MR. ASHISHBHAI PRAFULBHAI PATEL**  
**Address** : Radhe Acres, Block No. 220, 226 & 227 B/h. Applewoods Township, Shela Sanand, Ahmedabad-380058, Gujarat, India  
**Tel No.** : +91-79-26583381  
**Email Id** : [info@radheinfra.com](mailto:info@radheinfra.com) to: [ashish@radheinfra.com](mailto:ashish@radheinfra.com)  
**Website** : [www.radhedevelopers.com](http://www.radhedevelopers.com)

#### CHIEF FINANCIAL OFFICER

**Name** : **MR. PRANAVBHAI JAYPRAKASHBHAI PATEL**  
**Address** : Radhe Acres, Block No. 220, 226 & 227 B/h. Applewoods Township, Shela Sanand, Ahmedabad-380058, Gujarat, India  
**Tel No.** : +91-79-26583381  
**Email Id** : [pranav@radheinfra.com](mailto:pranav@radheinfra.com)  
**Website** : [www.radhedevelopers.com](http://www.radhedevelopers.com)

#### COMPANY SECRETARY & COMPLIANCE OFFICER

**Name** : **MS. KHYATI KANAIYALAL PATEL**  
**Address** : Radhe Acres, Block No. 220, 226 & 227 B/h. Applewoods Township, Shela Sanand, Ahmedabad-380058, Gujarat, India  
**Tel No.** : +91 79 26583381  
**Email Id** : [secretarial@radheinfra.com](mailto:secretarial@radheinfra.com)  
**Website** : [www.radhedevelopers.com](http://www.radhedevelopers.com)

#### Investor Grievances

Investors are advised to contact the Company Secretary and Compliance Officer or Registrar to the Issue for any pre-Issue or post-Issue related problems such as non-receipt of Abridged Letter of Offer / CAF / letter of allotment, Split Application Forms, Share Certificate(s) or refund orders, etc. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs, giving full details such as name, address of the Applicant, contact number(s), e-mail ID of the sole/ first holder, folio number or demat account number, serial number of the CAF, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSBs where the CAF, or the plain paper application, as the case may be, was submitted by the ASBA Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process as well as for non- ASBA process, see "Terms of the Issue" on page 162.

#### PEER REVIEW AND STATUTORY AUDITORS

**Name** : **M/S Parin Patwari & Co., CHARTERED ACCOUNTANTS**  
**Address** : No. C3, Panchratna Apartment, Near Mahalaxmi Cross Roads, Paldi, Ahmedabad, India – 380 007.  
**Tel No.** : +91 83206 31070  
**Email Id** : [parin.patwari@gmail.com](mailto:parin.patwari@gmail.com)

**Contact Person** : Parin Patwari  
**Membership No.** : 193952  
**Firm Registration No.** : 154571W  
**Peer Review No.** : 015186 (Valid from 06-04-2023 till 30-04-2026)

#### INTERNAL AUDITOR OF OUR COMPANY

**Name** : M/s KISHAN TILVA & COMPANY, CHARTERED ACCOUNTANTS  
**Address** : A 43, Newyork Trade Centre, Thaltej Four sCross Road, Ahmedabad 380054  
**Tel No.** : +91 88663 66675  
**Email Id** : cakishantilva@gmail.com  
**Contact Person** : Mr. Kishan Tilva  
**Membership No.** : 188518  
**Firm Registration No.** : 151060W

#### LEGAL ADVISOR TO THE ISSUE

**Name** : MR. PIYUSHKUMAR C. DHANDHARA  
**Address** : 19, Subhash Park, Nr. Judges Bungalows, Bodakdev, Admedabad 380054,  
Gujarat India  
**Tel No.** : +91 079 40062244  
**Email Id** : piyush396@gmail.com  
**License No.** : G/1361/2007

#### REGISTRAR TO THE ISSUE

**Name** : KFIN TECHNOLOGIES LIMITED  
**Address** : Selenium Tower-B, Plot 31&32, Gachibowli, Financial District,  
Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana, India  
**Tel No.** : +91 40 6716 2222  
**Email Id** : [rdil.rights@kfintech.com](mailto:rdil.rights@kfintech.com)  
**Investor Grievance Email** : [cinward.ris@kfintech.com](mailto:cinward.ris@kfintech.com)  
**Contact Person** : Mr. M. Murali Krishna  
**Website** : [www.kfintech.com](http://www.kfintech.com)  
**SEBI Registration No.** : INR000000221

#### REGISTRAR TO THE COMPANY

**Name** : MCS SHARE TRANSFER AGENT LIMITED  
**Address** : 201, Shatdal Complex, 2<sup>nd</sup> Floor, Opp. Bata Show Room,  
Ashram Road, Ahmedabad -380 009, Gujarat, India  
**Tel No.** : +91 79 26580461 / 62 / 63  
**Fax No.** : +91 40 2343 1551  
**Email Id** : [subodh@mcsregistrars.com](mailto:subodh@mcsregistrars.com)  
**Contact Person** : Mr. Subodh R Vichare  
**Website** : [www.mcsregistrars.com](http://www.mcsregistrars.com)  
**SEBI Registration No.** : INR000004108  
**CIN** : U67120WB2011PLC165872

#### BANKERS TO THE COMPANY

**Name** : BANK OF INDIA LIMITED  
**Address** : 1<sup>st</sup> Floor, Super Market, Opp, H K Arts & Commerce College, Ashram Road,  
Ahmedabad – 380009  
**Tel No.** : +91 79 26582498, 26589706  
**Email Id** : [ashramroad.ahmedabad@bankofindia.co.in](mailto:ashramroad.ahmedabad@bankofindia.co.in)  
**Contact Person** : Harish Kumar Sukhija (GM)

**Website** : [www.bankofindia.co.in](http://www.bankofindia.co.in)  
**CIN** : U99999MH1906PLC000243

**Name** : **AXIS BANK LIMITED**  
**Address** : No. 3, Ground Floor, Shukan Business Centre,  
Swastik Cross Road, C. G Road, Navrangpura, Ahmedabad – 380009  
**Tel No.** : +91 7069026431  
**Email Id** : [brhd2643@axisbank.com](mailto:brhd2643@axisbank.com)  
**Contact Person** : Mr. K. S. Sameer  
**Website** : [www.axisbank.com](http://www.axisbank.com)

**Name** : **HDFC BANK LIMITED**  
**Address** : Shilp – II, Next to Vikram Chambers, Ashram Road, Ahmedabad – 380009  
**Tel No.** : +91 7961606161  
**Email Id** : [kavita.patel@hdfcbank.com](mailto:kavita.patel@hdfcbank.com)  
**Contact Person** : Kavtaben Patel  
**Website** : [www.hdfcbank.com](http://www.hdfcbank.com)  
**CIN** : L65920MH1994PLC080618

#### **BANKER TO THE ISSUE/ REFUND BANK**

**Name** : **AXIS BANK LIMITED**  
**Address** : No. 3, Ground Floor, Shukan Business Centre,  
Swastik Cross Road, C. G Road, Navrangpura, Ahmedabad – 380009  
**Tel No.** : +91 7069026431  
**Email Id** : [brhd2643@axisbank.com](mailto:brhd2643@axisbank.com)  
**Contact Person** : Mr. K. S. Sameer  
**Website** : [www.axisbank.com](http://www.axisbank.com)

#### **Self-Certified Syndicate Banks**

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.

#### **Registered Brokers**

In accordance with SEBI Circular No. CIR/CFD/14/2012 dated October 04, 2012 and CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Applicants can submit Application Forms with the Registered Brokers at the Broker Centers, CDPs at Designated CDP Locations or the RTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone numbers, are available at the websites of the NSE at [www.nseindia.com](http://www.nseindia.com) and BSE at [www.bseindia.com](http://www.bseindia.com) respectively, as updated from time to time.

#### **Registrar and Share Transfer Agents**

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the websites of Stock Exchanges at [https://www1.nseindia.com/products/content/equities/ipos/asba\\_procedures.htm](https://www1.nseindia.com/products/content/equities/ipos/asba_procedures.htm) and <https://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6>, as updated from time to time.

#### **Collecting Depository Participants**

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of Stock Exchanges.

**Credit Rating**

As the proposed Issue is of Rights Equity Shares, the appointment of a credit rating agency is not required.

**Debenture Trustee**

As the proposed Issue is of Rights Equity Shares, the appointment of 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 comply with the provisions of the SEBI ICDR Regulations including the provisions relating to appointment of monitoring agency.

**Appraising Entity**

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

**Expert Opinion**

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

Our Company has received written consent dated October 19,2024 from M/s. Parin Patwari & Co., Chartered Accountants to include their name as required under Section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Letter of Offer and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) Audited Standalone Financial Statements and (ii) the statement of special tax benefits available to the Company and its shareholders dated October 1,2024, included in this Draft Letter of Offer and such consent has not been withdrawn as on the date of this Draft Letter of Offer. However, the term “expert” shall not be construed to mean an “Expert” as defined under the U.S. Securities Act.

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

The appointment of M/S Parin Patwari & Co., Chartered Accountants as Peer Review and Statutory Auditors of our Company as Statutory Auditors to fill up the Casual Vacancy in the Office of Statutory Auditors who shall hold office till the conclusion of the ensuing Annual General Meeting. Prior to appointment of M/S Parin Patwari & Co., Chartered Accountants, our Auditors were M/S Shah & Jhalawadia., Chartered Accountant for FY 2022-23 and FY 2023-24. Prior to appointment of M/S Shah & Jhalawadia, Chartered Accountants, our Auditors were M/s H. K. Shah. & Co., Chartered Accountant for FY 2021-22 and M/s Chandabhoy & Jassoabhoy, Chartered Accountants, from FY 2017-18 to FY 2020-21 respectively. Except as mentioned above, there has been no change in the Statutory Auditor of our Company in last three years immediately preceding the date of this Letter of Offer.

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

**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 ₹10,00,00,000.00/- (Rupees Ten Crores Only) to ₹50,00,00,000.00/- (Rupees Fifty Crores Only). Since the size of this Issue falls below this threshold, the Draft Letter of Offer has been filed with the BSE and not with SEBI. However, a copy of the Letter of Offer shall be submitted with SEBI for information and dissemination and will be filed with the BSE.

**Minimum Subscription**

If our Company does not receive the minimum subscription of 90% of the Issue Size, or the subscription level falls below 90% of the Issue Size our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date in accordance with SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is any delay in the refund of the subscription amount beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period,

at such rates as prescribed under the applicable laws.

If our Company does not receive the minimum subscription of at least 90% of the Equity Shares being offered under this Issue, on an aggregate basis, of the Issue Size, or the subscription level falls below 90% of the Issue Size, our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date in accordance with SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is any delay in the refund of the subscription amount beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period, at such rates as prescribed under the applicable laws.

### 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:

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

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

*\*Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time 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 Applications are submitted on or before the Issue Closing Date. Our Company or the Registrar to the Issue will not be liable for any loss on account of non- submission of Applications on or before the Issue Closing Date. For details on submitting Application Forms, see “**Terms of the Issue**” beginning on page 162 of the Draft Letter of Allotment.

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 amount paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

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](http://www.purvashare.com) after keying in their respective details along with other security control measures implemented there at. For further details, see “**Terms of the Issue – Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders**” on page 175.

## CAPITAL STRUCTURE

The share capital of our Company as of the date of this Draft Letter of Offer (before and after the Issue) is set forth below:

	(Amount in Rs.)	
Particulars	Aggregate Value At Nominal Value	Aggregate Value At Issue Price
<b>Authorized Share Capital</b>		
1,00,00,00,000 Equity Shares of Re. 1.00/- each	1,00,00,00,000	-
<b>Issued, Subscribed And Paid Up Share Capital Before The Issue</b>		
52,37,41,920 Equity Shares of Re. 1.00/- each	52,37,41,920	-
<b>Present Issue In Terms Of This Draft Letter Of Offer <sup>(1)</sup></b>		
[●] Equity Shares of face value Re. 1.00 /- each for Cash price of Rs. [●] per Share including premium of Rs. [●] per share	[●]	[●]
<b>Issued, Subscribed And Paid Up Share Capital After The Issue</b>		
[●] Equity Shares of Re. 1.00 /- each <sup>(2)</sup>		[●]
<b>Securities Premium Account</b>		
Before the Issue	Nil	
After the Issue <sup>(3)</sup>	[●]	

(1) The Issue has been authorized by the Board of Directors of our Company under Section 62(1)(a) and other applicable provisions of the Companies Act, 2013 at their meeting held on October 19, 2024. The terms of the Issue including the Record Date and Rights Entitlement Ratio, have been approved by a resolution passed by the Board at its meeting held on [●].

(2) Assuming full subscription for and Allotment of Equity Shares. Subject to finalization of Basis of Allotment, Allotment and deduction of Issue related expenses.

### Notes to Capital Structure

- 1) There are no outstanding options or convertible securities, including any outstanding warrants or rights to convert debentures, loans or other instruments convertible into our Equity Shares as on the date of this Draft Letter of Offer.
- 2) Except as mentioned below, no Equity Shares have been acquired by the other Promoters or members of Promoter Group in the last (1) one year immediately preceding the date of filing of this Draft Letter of Offer:
- 3) Except for Equity Shares acquired by one of the Promoters of our Company, namely Mrs. Jahnavi Ashish Patel, none of the other Promoters or members of Promoter Group have acquired any Equity Shares in the last (1) one year immediately preceding the date of filing of this Draft Letter of Offer:

Sr. No.	Date of Acquisition	No. of Equity Shares	Mode of Acquisition
1.	05-03-2024	25000	Open Market
2.	05-03-2024	25000	Open Market
3.	01-03-2024	240000	Open Market
4.	06-02-2024	150000	Open Market
5.	05-02-2024	500000	Open Market
6.	22-12-2023	10000	Open Market



Sr. No.	Date of Acquisition	No. of Equity Shares	Mode of Acquisition
7.	19-12-2023	100000	Open Market
8.	19-12-2023	100000	Open Market
9.	19-12-2023	100000	Open Market
10.	18-12-2023	110000	Open Market
11.	14-12-2023	210000	Open Market
12.	11-12-2023	68329	Open Market
13.	12-12-2023	40000	Open Market
14.	07-12-2023	230677	Open Market
15.	08-12-2023	250000	Open Market
16.	01-12-2023	93000	Open Market
17.	30-11-2023	150000	Open Market
18.	29-11-2023	178531	Open Market
19.	21-11-2023	100000	Open Market
20.	20-11-2023	150000	Open Market
21.	17-11-2023	23525	Open Market
22.	16-11-2023	8600	Open Market
23.	13-11-2023	300000	Open Market

- 4) No Equity Shares held by our Promoter or Promoter Group have been pledged or encumbered as of the date of this Draft Letter of Offer.
- 5) As of the date of this Draft Letter of Offer, none of the other Equity Shares held by our Promoter or Promoter Group are under lock-in.
- 6) **Intention and extent of participation by our Promoters and Promoter Group**

Our Promoters vide their letters dated October 19,2024 (the “**Subscription Letters**”) have agreed that they may: (a) subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoters, member(s) of the Promoter Group of our Company; and (b) subscribe to, either individually or jointly and/ or severally with any other Promoters or member of the Promoter Group, for additional Rights Equity Shares, including subscribing to unsubscribed portion (if any) in the Issue; (c) subscribe to, either individually or jointly and/ or severally with any other Shareholder for additional Rights Equity Shares, including subscribing to unsubscribed portion (if any) in the Issue; and (d) the eligible members of our Promoter Group reserve the right to subscribe either itself and/or through third party(ies) by renouncing their Rights Entitlement in the Issue, including in an event of under-subscription in this Issue, subject to the post issue aggregate shareholding of our Promoter not resulting in the minimum public shareholding of the issuer falling below the level prescribed in LODR/ SCRR.

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

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

- 7) The ex-rights price of the Equity Shares as per Regulation 10(4)(b) of the SEBI SAST Regulations is Rs. [●].
- 8) At any given time, there shall be only one denomination of the Equity Shares of our Company.
- 9) Except as disclosed in this Draft Letter of Offer, all Equity Shares are fully paid up and there are no partly paid up Equity Shares as on the date of this Draft Letter of Offer. Further, the Equity Shares to be allotted pursuant to the Issue, shall be fully paid up. For further details on the terms of Issue, please see section titled “**Terms of the Issue**” beginning on page 162 of the Draft Letter of Offer.

10) **Shareholding pattern of our Company as per the last quarterly filing with the Stock Exchanges in compliance with the SEBI Listing Regulations:**

- a. The shareholding pattern of our Company as on September 30, 2024 can be accessed on the website of the BSE at: [https://www.bseindia.com/stock-share-price/radhe-developers-\(india\)-ltd/radhede/531273/shareholding-pattern/](https://www.bseindia.com/stock-share-price/radhe-developers-(india)-ltd/radhede/531273/shareholding-pattern/) ;
- b. The statement showing holding of Equity Shares of the person belonging to the category “**Promoter and Promoter Group**” including details of lock- in, pledge of and encumbrance thereon, as on September 30, 2024 can be accessed on the website of the BSE at: <https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=531273&qtrid=122.01&QtrName=24-Sep-24> ;
- c. The statement showing holding of securities (including Equity Shares, warrants, convertible securities) of persons belonging to the category “**Public**” including Equity Shareholders holding more than 1% of the total number of Equity Shares as on September 30, 2024 can be accessed on the website of the BSE at: <https://www.bseindia.com/corporates/shpPublicShareholder.aspx?scripcd=531273&qtrid=122.01&QtrName=24-Sep-24> ;
- d. The statement showing holding of securities (including Equity Shares, warrants, convertible securities) of persons belonging to the category “**Non-Promoter- Non-Public**” including Equity Shareholders holding more than 1% of the total number of Equity Shares as on September 30, 2024 can be accessed on the website of the BSE at: <https://www.bseindia.com/corporates/shpNonProPublic.aspx?scripcd=531273&qtrid=122.01&QtrName=24-Sep-24> .

11) **Details of the Shareholders holding more than 1% of the issued and paid-up equity share capital as on September 30, 2024 is as follows:**

Sr. No.	Name of the Shareholder	Category of the Shareholder	No. of shares held	% of no. of shares
1.	Jahnvi Ashishbhai Patel	Promoter Group (Corporate Bodies)	14,10,88,113	26.94
2.	Ashishbhai Prafulbhai Patel	Promoter (Individual)	10,55,95,940	20.16
3.	Udaykumar Dineshchandra Bhatt	Public (Individual)	3,78,66,483	7.23
4.	Naimish Yadukant Patel	Public (Individual)	1,23,10,000	2.35
5.	Jagat Jayantkumar Parikh	Public (Individual)	86,87,001	1.66

## OBJECTS OF THE ISSUE

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

1. Acquisition and development of land for our ongoing project; and
2. General corporate purposes

(Collectively, referred to herein as the “Objects”).

The objects set out in the Memorandum of Association enable us to undertake our existing activities and the activities for which funds are being raised by us through the Issue. The existing activities of our Company are within the objects clause of our Memorandum of Association.

### Detail of Issue Proceeds

The details of the estimated Net Proceeds are set out below:

Particulars	Amount (Rs. In Lakhs)
Gross Proceeds of the Issue *	Upto 4990.00
Less: Issue related expenses	60.00
<b>Net Proceeds</b>	<b>4930.00</b>

\* Assuming full subscription

### Utilization of Net Proceeds

Our Company proposes to deploy the Net Proceeds in the aforesaid objects as set forth in the below table:

Particulars	Amount (Rs. In Lakhs)
Acquisition and development of land for our ongoing project	4,458.90
General Corporate Purposes #	471.10
<b>Total #</b>	<b>4930.00</b>

# Assuming full subscription and Allotment in the Issue. Subject to finalization of the Basis of Allotment and the Allotment of the Equity Shares. While the amount is subject to adjustment upon finalization of Issue related expenses, however, in no event, shall amount utilization towards general corporate purposes shall not exceed 25% of the Gross Proceeds.

### Deployment of Net Proceeds and Schedule of Implementation

As certified by M/s. Parin Patwari & Co., Chartered Accountants vide their certificate our Company has incurred the following expenditure on the Objects:

Particulars	Amount spent till October 10,2024 (Rs. in Lakhs)
Internal Accruals	1,460.06
<b>Total</b>	<b>1,460.06</b>

The above funds were deployed from the Company’s internal accruals.

### Details of balance fund deployment and Schedule of Implementation

Particulars	Expenses incurred till 16-10-2024	Utilization of Issue Proceeds in FY 2024- 25 (Rs. In Lakhs)
Acquisition and development of land for our ongoing project	1,460.06	[•]
General Corporate Purposes #	[•]	[•]
To meet issue related expenses	[•]	[•]

Particulars	Expenses incurred till 16-10-2024	Utilization of Issue Proceeds in FY 2024-25
<b>Total #</b>	●	●

*# Assuming full subscription and Allotment in the Issue. Subject to finalization of the Basis of Allotment and the Allotment of the Equity Shares. While the amount is subject to adjustment upon finalization of Issue related expenses, however, in no event, shall amount utilization towards general corporate purposes shall not exceed 25% of the Gross Proceeds.*

Note:

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.

In view of the competitive environment of the industry in which we operate, we may have to revise our business plan from time to time and consequently, our funding requirements may also change. Our historical funding requirements may not be reflective of our future funding plans. We may have to revise our funding requirements, and deployment from time to time on account of various factors such as economic and business conditions, increased competition and other external factors which may not be within our control. This may entail rescheduling and revising the planned funding requirements and deployment and increasing or decreasing the funding requirements from the planned funding requirements at the discretion of our management. Accordingly, the Net Proceeds of the Issue would be used to meet all or any of the purposes of the funds requirements described herein. 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 23 of this Draft Letter of offer.

### **Means of Finance**

The funding requirements mentioned above are based on our Company’s internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our Company may have to revise these estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment and interest or exchange rate fluctuations. Consequently, our Company’s funding requirements and deployment schedules are subject to revision in the future at the discretion of our management, However, any flexibility granted to the board/management to utilize the issue proceeds shall be exercised in full compliance with all applicable laws and regulations. If additional funds are required for the purposes as mentioned above, such requirement may be met through internal accruals, additional capital infusion, debt arrangements or any combination of them, subject to compliance with applicable laws.

The fund requirements set out above are proposed to be entirely funded from the Net Proceeds. Accordingly, we confirm that there are no requirements to make firm arrangements of finance under Regulation 62(1)(c) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance, excluding the amount to be raised from the Issue

## Details of utilization of Net Proceeds

### 1. Acquisition of land and development for our ongoing project

We are in the business of development of real estate projects in the residential, commercial and plotting segment comprising apartment type complexes, villas, largely catering to the premium customers and acquisition/operate luxurious properties and we intend to acquire and development land for our ongoing project. For details of our business, see the chapter titled “Our Business” on page 68 of this Draft Letter of Offer.

We intend to utilize [●] % of the Net Proceeds to finance the acquisition of approximately 178523 Sq. Mtrs. land for our ongoing project and to develop approximately 386115 Sq. Mtrs. land.

Our Company has identified land of approximately 386115 Sq. Mtrs in Chhabasar, Bavla, Ahmedabad-Gujarat. Out the above identified land, as on the date of filing this Draft Letter of Offer, our company has already acquired land of approximately 207592 Sq. Mtrs. The land acquired by the Company is free of all encumbrances and the land title is clear under our Company name. Our Company intends to approximately 178523 Sq. Mtrs. land for our ongoing project and to develop approximately 386115 Sq. Mtrs. land. Further, for details on our ongoing project, please refer chapter titled “Our Business” on page 68 of this Draft Letter of Offer.

Further, in respect of any existing or further land to be acquired and to be developed, we may be required to pay an advance and/ or deposits will may be financed either through debt and/or internal accruals and/or Issue Proceeds and/ or combination of all.

### 2. General corporate purposes

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 [●] 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 Gross Proceeds of the Issue.

Such utilisation towards general corporate purposes shall be to drive our business growth, including, amongst other things , (a) funding growth opportunities, (b) employee expenses, (c) meeting of exigencies which our Company may face in the course of any business, (d) advertising, brand building and other marketing expenses, (e) additional Issue expenses, if any, and any other purpose in the ordinary course of business as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with applicable laws.”

Our management will have flexibility in utilizing the proceeds earmarked for general corporate purposes. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilize such unutilized amount in the subsequent Fiscals as per applicable laws.”

### 3. Issue Related Expenses

The expenses for this Issue include issue management fees, registrar fees, legal advisor fees, monitoring agency 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. [●] Lakhs.

Particulars	(Rs. in Lakhs)		
	Estimates expenses (Rs. In Lakhs)	As a % of total estimated Issue related expenses	As a % of Issue size * #
Fees of Intermediaries such as Banker to the Issue, Registrar to the Issue, Legal Advisor, Advisors, Auditor’s Fees, etc. including out of pocket expenses	[●]	[●]	[●]
Advertising, printing, distribution, marketing and stationery expenses	[●]	[●]	[●]

<b>Particulars</b>	<b>Estimates expenses (Rs. In Lakhs)</b>	<b>As a % of total estimated Issue related expenses</b>	<b>As a % of Issue size * #</b>
Regulatory fees, filing fees, listing fees and other miscellaneous expenses	[●]	[●]	[●]
<b>Total estimated Issue expenses</b> *^	[●]	[●]	[●]

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

\* Subject to finalisation of Basis of Allotment. In case of any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall be adjusted with the amount allocated towards General Corporate Purposes. All Issue related expenses will be paid out of the Gross Proceeds received at the time of receipt of the subscription amount to the Rights Issue.

^Excluding taxes

#Assuming full subscription

### **Bridge Financing Facilities**

Our Company has not availed any bridge loans from any banks or financial institutions as on the date of this Draft Letter of Offer, which are proposed to be repaid from the Net Proceeds.

### **Interim use of Net Proceeds**

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described above, our Company will temporarily keep the Net Proceeds in deposits in one or more scheduled commercial banks (as included in the second schedule to the Reserve Bank of India Act, 1934) or in any such other manner as permitted under the SEBI ICDR Regulations or as may be permitted by the SEBI.

In accordance with Section 27 of the Companies Act, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

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

Since the Issue is for an amount less than ₹ 10,000 lakhs, in terms of Regulation 82 of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of the Issue. As required under the SEBI Listing Regulations, the Audit Committee appointed by the Board shall monitor the utilization of the proceeds of the Issue. We will disclose the details of the utilization of the Net Proceeds of the Issue, including interim use, under a separate head in our financial statements specifying the purpose for which such proceeds have been utilized or otherwise disclosed as per the disclosure requirements.

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

Further, in terms of Regulation 32 of the SEBI Listing Regulations, we will furnish to the Stock Exchanges on a quarterly basis, a statement indicating material deviations, if any, in the use of proceeds from the objects stated in this Letter of Offer. Further, this information shall be furnished to the Stock Exchanges along with the interim or annual financial results submitted under Regulations 33 of the SEBI Listing Regulations and be published in the newspapers simultaneously with the interim or annual financial results, after placing it before the Audit Committee in terms of Regulation 18 of the SEBI Listing Regulations.

### **Variation in Objects**

In accordance with applicable provisions of the Companies Act, 2013 and applicable rules, except in circumstances of business exigencies, our Company shall not vary the Objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the 'Postal Ballot Notice') shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice will simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. For details, see 'Risk Factors - Any variation in the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior shareholder's approval.' on page 23.

### **Appraising Agency**

None of the Objects for which the Net Proceeds will be utilized, require appraisal from any agency, in accordance with applicable law.

### **Strategic or Financial Partners**

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

### **Key Industry Regulations for the Objects of the Issue**

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

### **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.

## STATEMENT OF SPECIAL TAX BENEFITS



# PARIN PATWARI & Co.

CHARTERED ACCOUNTANT

Address: C-1, Panchratna Apartments, Mahalaxmi Cross Road,  
Paldi, Ahmedabad - 380 007

Phone : +91 90336 45654 ; E-Mail: parin.patwari@gmail.com

### CERTIFICATE ON STATEMENT OF TAX BENEFITS

To,  
The Board of Directors,  
Radhe Developers (India) Limited,  
Radhe Acres, Block No. 220, 226 & 227 B/h. Applewoods Township,  
Shela Sanand, Ahmedabad-380058, Gujarat, India

**Subject: Proposed rights issue of equity shares of face value of ₹1 (Rupee One only) ('Equity Shares') of Radhe Developers (India) Limited ('Company' and such offering, the 'Issue')**

1. We, Parin Patwari & Co., Chartered Accountant, statutory auditors of the Company, have received a request from the Company to verify and certify the possible special tax available to the Company and the shareholders of the Company, in connection with possible special tax benefits under direct and indirect tax laws, including under the Income Tax Act, 1961, as amended, Income Tax Rules, 1962, amendments made by Finance Act, 2023 (hereinafter referred to as 'Income Tax Laws'), the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, respective Union Territory Goods and Services Tax Act, 2017, Customs Act, 1962, Customs Tariff Act, 1975, as amended, the rules and regulations there under, Foreign Trade Policy presently in force in India, available to the Company and its shareholders, in the enclosed statement at the Annexure.
2. Several of these stated tax benefits/consequences are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Therefore, the ability of the Company or its shareholders to derive the stated tax benefits is dependent on fulfilling such conditions.
3. A statement of possible special tax benefits available to the Company and its shareholders is required as per Schedule VI (Part A)(9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations"). While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, and its shareholders the same would include those benefits as enumerated in the Statement. The benefits discussed in the enclosed annexure are not exhaustive. The Annexure is for your information and for inclusion in the Draft letter of offer (the "**Draft Letter of Offer**"), Letter of Offer (the "**Offer Letter**") and any other offering material in connection with Offer ("**Offer Documents**"), as amended or supplemented thereto or any other written material in connection with the proposed Offer and is neither designed nor intended to a substitute for professional tax advice. In view of the individual nature of the tax and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer. Neither are we suggesting nor advising the investor to invest money based on this statement.
4. The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.





5. We also consent to the references to us as “Experts” under Section 26 of the Companies Act, 2013 to the extent of the certification provided hereunder and included in the Draft Letter of Offer and Offer Letter of the Company or in any other documents in connection with the Offer.
6. We conducted our examination of the information given in this certificate (including the annexures thereto) in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India ("ICAI"), as revised from time to time, to obtain a reasonable assurance that such details are in agreement with the books of accounts and other relevant records provided to us, in all material respects; the aforesaid Guidance Note requires that we comply with the ethical requirements Of the 'Code of Ethics' issued by the ICAI, as revised from time to time. Further, we have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) I, 'Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements', as revised from time to time. We have also complied with the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time").
7. We confirm that the information herein is true, correct, complete, and accurate, not misleading and does not contain any untrue statement of a material fact nor omit to state a material fact necessary in order to make the Statements made, in the light of the circumstances under which they were made, not misleading.
8. We undertake to inform you promptly, in writing of any changes to the above information until the allotment of Equity shares / Equity Shares commence trading on the relevant stock exchanges where the Equity Shares of the Company are proposed to be listed (the "Stock Exchanges"), pursuant to the Offer. In the absence of any such communication from us, the above information should be considered as updated information until the allotment of Equity shares / Equity Shares commence trading on the Stock Exchanges, pursuant to the Offer.
9. This certificate can be relied on by the Company in relation to the Offer.
10. This certificate is issued for the sole purpose of the Offer and relevant extracts can be used in part or full as and where applicable, in connection Draft Letter of Offer, Offer Letter and any other material used in connection with the Offer and consent to the submission of this certificate as may necessary (collectively "Offer Documents"), to the Securities and Exchange Board of India, any regulatory/ statutory authorities , stock exchanges where the Equity Shares are already listed, Registrar Of Companies, Gujarat at Ahmedabad or any other authority as may be required.
11. All capitalized terms used but not defined herein shall have the meaning assigned to them in the Offer Documents.

This certificate may also be relied upon by the Company, their affiliates and the legal counsel in relation to the Issue.

The above certificate shall not be used for any other purpose without our prior consent in writing and we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Parin Patwari & Co.  
Chartered Accountant  
FRN : 154571W



CA Parin Patwari  
Membership No: 193952  
UDIN : 24193952BKAOMY9088  
Date : 1<sup>st</sup> October, 2024  
Place : Ahmedabad



ANNEXURE I

**STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO RADHE DEVELOPERS (INDIA) LIMITED ('COMPANY') AND ITS SHAREHOLDERS**

**1. Under the Income Tax Act, 1961 ('Act')**

**a. Special tax benefits available to the Company under the Act**

There are no special tax benefits available to the Company.

**b. Special tax benefits available to the shareholders under the Act**

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

Notes

1. The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares;
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law;
3. The above statement of possible tax benefits is as per the current direct tax laws relevant for the assessment year 2024-25;
4. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company;
5. In respect of non-residents, the tax rates and consequent taxation will be further subject to any benefits available under the relevant DTAA, if any, between India and the country in which the non-resident has fiscal domicile;
6. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes;

For Parin Patwari & Co.  
Chartered Accountant  
FRN : 154571W



CA Parin Patwari  
Membership No: 193952  
UDIN : 24193952BKAOMY9088



Date : 1<sup>st</sup> October, 2024  
Place : Ahmedabad

ANNEXURE II

STATEMENT OF INDIRECT TAX BENEFITS AVAILABLE TO RADHE DEVELOPERS (INDIA) LIMITED ('COMPANY') AND ITS SHAREHOLDERS

1. Under the The Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 ('GST Act'), the Customs Act, 1962 ('Customs Act') and the Customs Tariff Act, 1975 ('Tariff Act') (collectively referred to as 'Indirect Tax')

- a. Special tax benefits available to the Company under the Indirect Tax

There are no special indirect tax benefits available to the Company.

- b. Special tax benefits available to the shareholders under the Indirect Tax

There are no special indirect tax benefits applicable in the hands of shareholders for investing in the shares of the Company.

Notes

1. The above statement is based upon the provisions of the specified Indirect Tax laws, and judicial interpretation thereof prevailing in the country, as on the date of this Annexure;
2. The above statement covers only above-mentioned Indirect Tax laws benefits and does not cover any direct tax law benefits or benefit under any other law;
3. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice;
4. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes;

For Parin Patwari & Co.  
Chartered Accountant  
FRN : 154571W



CA Parin Patwari  
Membership No: 193952  
UDIN : 24193952BKAOMY9088

Date : 1<sup>st</sup> October, 2024  
Place : Ahmedabad

## SECTION IV: ABOUT OUR COMPANY

### INDUSTRY OVERVIEW

Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and accordingly, investment decisions should not be based on such information.

#### Introduction

Real estate sector is one of the most globally recognized sectors. It comprises of four sub sectors - housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth in the corporate environment and the demand for office space as well as urban and semi-urban accommodations. The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

In India, the real estate sector is the second-highest employment generator, after the agriculture sector. It is also expected that this sector will incur more non-resident Indian (NRI) investment, both in the short term and the long term. Bengaluru is expected to be the most favoured property investment destination for NRIs, followed by Ahmedabad, Pune, Chennai, Goa, Delhi and Dehradun.

#### Advantage India

### 2. ROBUST DEMAND

- According to Savills India, real estate demand for data centres is expected to increase by 15-18 million sq. ft. by 2025.
- According to a Knightfrank report, India's real estate sentiment index stood at an optimistic score of 59 in the fourth quarter of 2022.
- Organised retail real estate stock is expected to increase by 28% to 82 million sq. ft. by 2023.

### 1. INCREASING INVESTMENTS

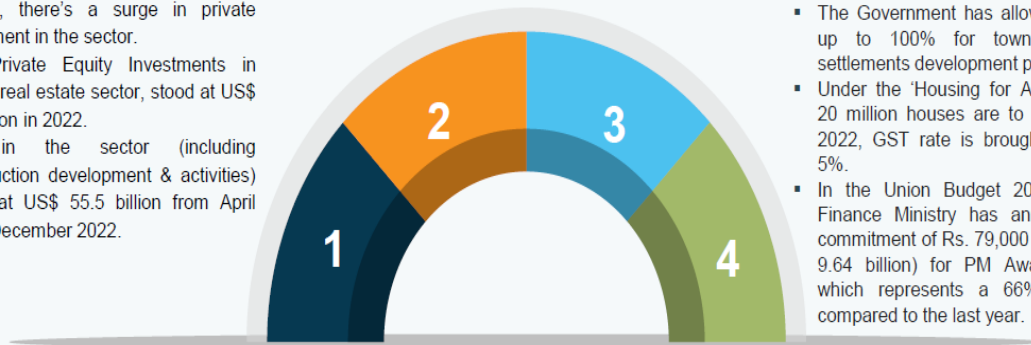
- Driven by increasing transparency and returns, there's a surge in private investment in the sector.
- The Private Equity Investments in India's real estate sector, stood at US\$ 3.4 billion in 2022.
- FDI in the sector (including construction development & activities) stood at US\$ 55.5 billion from April 2000-December 2022.

### 3. ATTRACTIVE OPPORTUNITIES

- Rising international real estate development is expected to provide potential growth opportunity to the Indian market. For example, an MoU signed between J&K and the Government of Dubai (in October 2021) for the development of real estate projects (such as industrial parks, IT towers and super specialty hospitals) is expected to boost growth in the union territory.
- As per ICRA estimates, Indian firms are expected to raise >Rs. 3.5 trillion (US\$ 48 billion) through infrastructure and real estate investment trusts in 2022, as compared with raised funds worth US\$ 29 billion to date.
- Private market investor, Blackstone, which has significantly invested in the Indian real estate sector (worth Rs. 3.8 lakh crore (US\$ 50 billion)), is seeking to invest an additional Rs. 1.7 lakh crore (US\$ 22 billion) by 2030.

### 4. POLICY SUPPORT

- The Government has allowed FDI of up to 100% for townships and settlements development projects.
- Under the 'Housing for All' scheme, 20 million houses are to be built by 2022, GST rate is brought down to 5%.
- In the Union Budget 2023-24, the Finance Ministry has announced a commitment of Rs. 79,000 crore (US\$ 9.64 billion) for PM Awas Yojana, which represents a 66% increase compared to the last year.

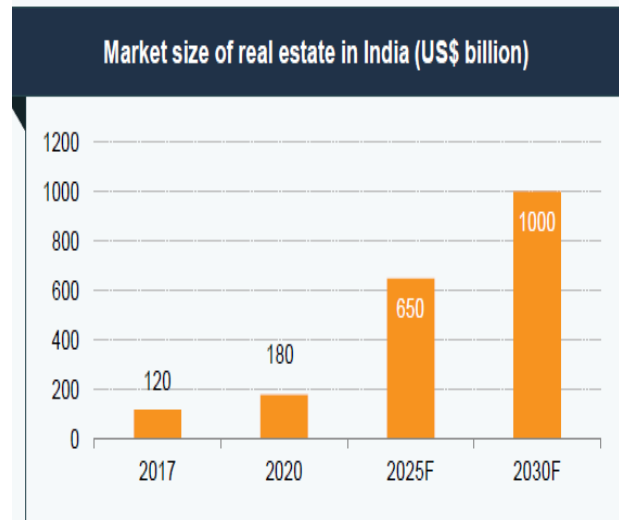


#### Market Size

By 2040, real estate market will grow to Rs. 65,000 crore (US\$ 9.30 billion) from Rs. 12,000 crore (US\$ 1.72 billion) in 2019. Real estate sector in India is expected to reach a market size of US\$ 1 trillion by 2030 from US\$ 120 billion in 2017 and contribute 13% to the country's GDP by 2025. Increasing share of real estate in the GDP

would be supported by increasing industrial activity, improving income level and urbanisation. Retail, hospitality, and commercial real estate are also growing significantly, providing the much-needed infrastructure for India's growing needs.

9. As per ICRA estimates, Indian firms are expected to raise >Rs. 3.5 trillion (US\$ 48 billion) through infrastructure and real estate investment trusts in 2022, as compared with raised funds worth US\$ 29 billion to date.
10. The office market in top eight cities recorded transactions of 22.2 msf from July 2020 to December 2020, whereas new completions were recorded at 17.2 msf in the same period. In terms of share of sectoral occupiers, Information Technology (IT/ITeS) sector dominated with a 41% share in second half of 2020, followed by BSFI and Manufacturing sectors with 16% each, while Other Services and Co-working sectors recorded 17% and 10%, respectively.
11. Around 40 million square feet were delivered in India in 2021. It is expected that the country will have a 40% market share in the next 2-3 years. India is expected to deliver 46 million square feet in 2022. According to Savills India, real estate demand for data centres is expected to increase by 15-18 million sq. ft. by 2025.
12. In 2020, the manufacturing sector accounted for 24% of office space leasing at 5.7 million square feet. SMEs and electronic component manufacturers leased the most between Pune, Chennai and Delhi NCR, followed by auto sector leasing in Chennai, Ahmedabad and Pune. The 3PL, e-commerce and retail segments accounted for 34%, 26% and 9% of office space leases, respectively. Of the total PE investments in real estate in Q4 FY21, the office segment attracted 71% share, followed by retail at 15% and residential and warehousing with 7% each.
13. In 2022, office absorption in the top seven cities stood at 38.25 million Sq. ft.
14. In the third quarter of 2021 (between July 2021-September 2021), new housing supply stood at ~65,211 units, increased by 228% YoY across the top eight cities compared with ~19,865 units launched in the third quarter of 2020.
15. In 2021-22, the commercial space is expected to record increasing investments. For instance, in October 2021, Chintels Group announced to invest Rs. 400 crore (US\$ 53.47 million) to build a new commercial project in Gurugram, covering a 9.28 lakh square feet area.
16. According to the Economic Times Housing Finance Summit, about three houses are built per 1,000 people per year compared with the required construction rate of five houses per 1,000 population. The current shortage of housing in urban areas is estimated to be ~10 million units. An additional 25 million units of affordable housing are required by 2030 to meet the growth in the country's urban population.



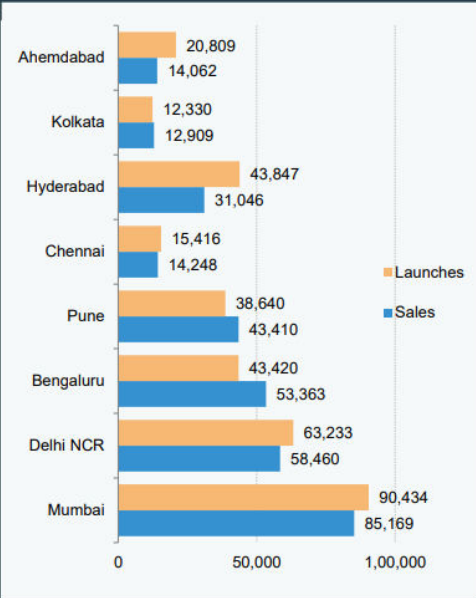
#### **The Government launched 10 key policies for the real estate sector:**

- Real Estate Regulatory Act(RERA)
- Benami Transactions Act
- Boost to affordable housing construction
- Interest subsidy to home buyers
- Change in arbitration norms
- Service tax exemption
- Dividend Distribution Tax(DDT)exemption
- Goods and Services Tax(GST)
- De-monetisation
- PR for foreign investors

#### **Demand for residential space expected to grow sharply**

<b>Scenario</b>	<ul style="list-style-type: none"> <li>A localised and fragmented market presents opportunity for consolidation with only few large pan-India players like DLF.</li> <li>More foreign players might enter the market as FDI norms have eased.</li> <li>Furthermore, norms on land acquisitions is expected to be relaxed.</li> </ul>
<b>Key drivers</b>	<ul style="list-style-type: none"> <li>Rapid urbanisation.</li> <li>Growth in population.</li> <li>Rise in the number of nuclear families.</li> <li>Easy availability of finance.</li> <li>Repatriation of NRIs and HNIs.</li> <li>Rise in disposable income.</li> </ul>
<b>Notable trends</b>	<ul style="list-style-type: none"> <li>Share of the top listed developers in the Indian residential market is expected to increase to 29% in FY24, from 25% in FY21, driven by a strong pipeline for residential project launch.</li> <li>The segment's growth is fueled by nuclear families, urbanization, higher incomes, and favorable demographics. Residential sales are expected to reach 290,000-300,000 units by the end of 2024, continuing the current growth trend.</li> <li>In India's top eight cities, housing prices rose 7% year-over-year due to strong housing demand supported by persistent purchaser demand and steady borrowing rates.</li> <li>In 2023, luxury home sales in India priced at Rs. 4 crore (US\$ 481,927) and above surged by 75%, doubling their share in total housing sales.</li> <li>Growing demand for green buildings and sustainable practices is driving growth in the real estate sector, especially in office and retail segments.</li> <li>Indian real estate developers operating in the country's major urban centers are poised to achieve a significant feat in 2023, with the completion of approximately 558,000 homes.</li> </ul>

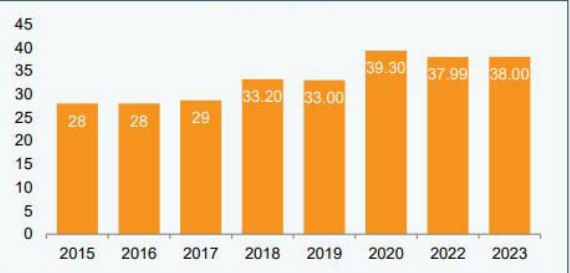
**Cumulative Housing Sales and Launches in Top 8 Cities 2022-23**



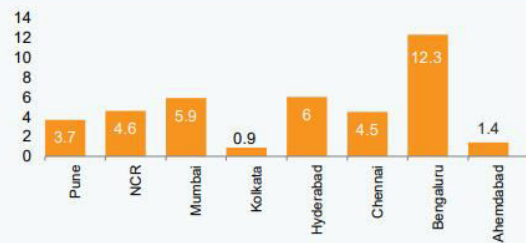
Source : Cushman and Wakefield, Anarock Property Consultants, News Articles

<b>Scenario</b>	<ul style="list-style-type: none"> <li>Few large developers with a pan-India presence dominate the market.</li> <li>Operating model has shifted from sales to lease and maintenance.</li> <li>Demand for office space is set to increase in 2024, driven by flexible offices, data centers, Global Capability Centers (GCCs), manufacturing, and technology companies.</li> </ul>
<b>Key drivers</b>	<ul style="list-style-type: none"> <li>Rapid growth in service sectors: IT/BPM, BFSI and Telecom.</li> <li>Rising demand from MNCs.</li> <li>Demand for office space in tier II cities.</li> </ul>
<b>Notable trends</b>	<ul style="list-style-type: none"> <li>demand for data centers is set to grow at a CAGR of 48% from 2020 to 2032, leading real estate developers to invest in data center projects.</li> <li>The Smart Cities Mission presents a major opportunity for real estate developers by targeting the development of 100 smart cities in India, stimulating the growth of commercial centers in their vicinity.</li> <li>Demand for industrial and logistics space hit a record in 2023, totaling 38.8 million square feet across 8 cities.</li> <li>Flexible office space stock in India is expected to surpass 80 million sq. ft. by the end of 2025.</li> </ul>

**Demand for Commercial Space in Top 8 cities (million sq. ft.)**



**City-wise Commercial Space Demand (million sq. ft.) 2020**



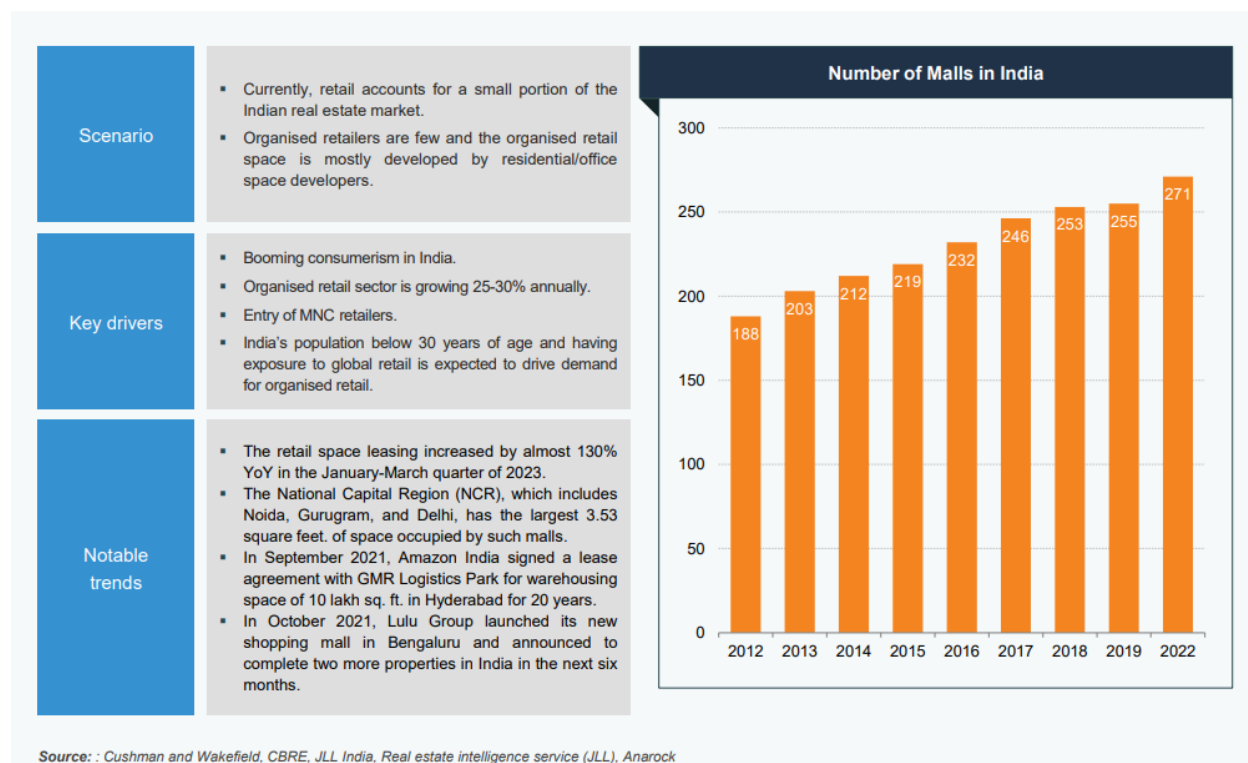
Notes: MNC - Multinational Corporation, BFSI - Banking, Financial and Insurance Services, CBD - Central Business District, SBD - Special Business District, NCR - National Capital Region, msf- million square feet  
Source: Cushman and Wakefield, Knight Frank Research

## Metros driving demand for commercial space

### Office market overview

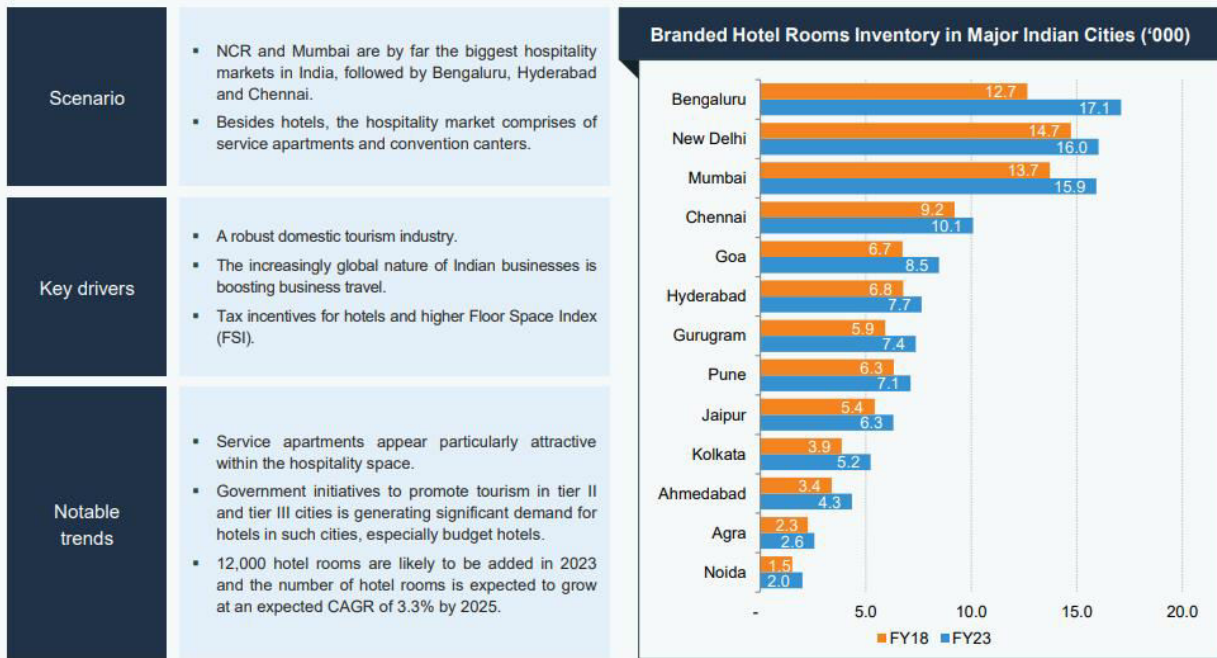
- Office market has been driven mostly by growth in BPM/IT, BFSI, consulting and manufacturing industries. Moreover, many new companies are planning a foray into Indian market due to huge potential and relaxed FDI norms.
- According to a report by Anarock Research, Hyderabad outperformed Bengaluru with the greatest new office supply in FY23, adding nearly 14.94 million square feet of space, or 31% of the total supply in the top seven cities.
- Gross leasing in India's top seven markets reached an impressive 62.98 million sq ft, marking a substantial 26.4% y/y increase.
- Technology companies held the highest share in leasing activity at 22% during first quarter of 2024. Engineering and manufacturing (E&M) companies accounted for 13%, and banking, financial services and insurance account for 12%. Flexible space operators increase by 48%, showcasing their notable contributions.
- First quarter of 2024, the uptake of office space was predominantly driven by small (less than 10,000 sq. ft.) to medium-sized (10,000 - 50,000 sq. ft.) transactions, accounting for 81%. Meanwhile, the proportion of large-sized deals (greater than 100,000 sq. ft.) marginally rose to 8%.
- Driven by ongoing demand for quality investment-grade assets and decreasing vacancy rates, rent growth occurred in selected micro-markets in several cities.
- In July 2023, Delhi-NCR emerged as the third biggest city in the Asia Pacific in having flexible office space stock beating Beijing and Seoul, while Bengaluru retained the top spot, according to real estate consultant CBRE.

### Retail space likely to see strong growth



Retail real estate and warehousing segment attracted private equity (PE) investments of US\$ 220 million and US\$ 971 million, respectively, in 2020. Grade-A office space absorption is expected to cross 700 msf by 2022, with Delhi-NCR contributing the most to this demand.

## Hospitality market to witness large incremental capacity



Source: : Cushman and Wakefield, Hotelivate

### Growth Drivers

#### 1. Economic growth along with growing urbanisation is boosting real estate demand

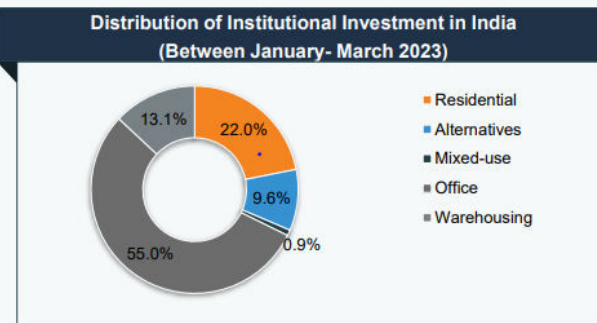
- The Indian economy has experienced robust growth in the past decade and is expected to be one of the fastest growing economies in the coming years.
- India's urban population is expected to reach 542 million by 2025, up from an estimated 518 million in 2023.
- Rising income and employment opportunities have led to more urbanisation and more affordability for real estate in cities

#### 2. Rising tourist numbers boosting the hospitality sector

- Foreign Tourist Arrivals (FTAs) in 2024\* were 3.47 million. ▪ FTAs during January-April 2024 were 34,71,833 while in January-April 2023 were 31,33,751.
- Foreign Tourist Arrivals (FTA) during April 2024 was 6,50,748 and in April 2023, it was 7,74,651. ▪ The direct contribution of Indian hotel industry to the country's GDP is estimated to touch US\$ 1 trillion by 2047 driven by a significant jump in domestic tourist visits and international arrivals, as per 'Vision 2047: Indian Hotel Industry' report by the Hotel Association of India (HAI) and Benori Knowledge.
- In 2023, the travel & tourism industry's contribution to the GDP is estimated over US\$ 199.3 billion; this is expected to reach US\$ 512 billion by 2028
- During 2023, India earned US\$ 24.7 billion in foreign exchange from tourism.
- Wellness tourism is slated to grow at an average annual rate of 7.5% in FY 2022-23.
- The growing inflow of tourists is expected to provide a fillip to the hospitality sector.
- ICRA projects nationwide premium hotel occupancy to reach approximately 70-72% in FY24 and increase further to around 72-74% in FY25, following a recovery to 68-70% in FY23.
- India offers a plethora of spiritual destinations due to diversity of religions, cultures, and languages.

### PE investments on the rise



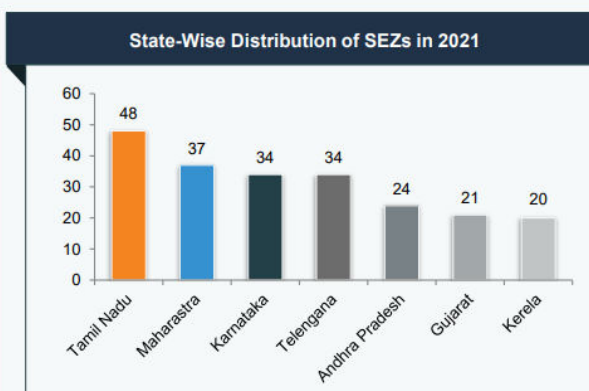
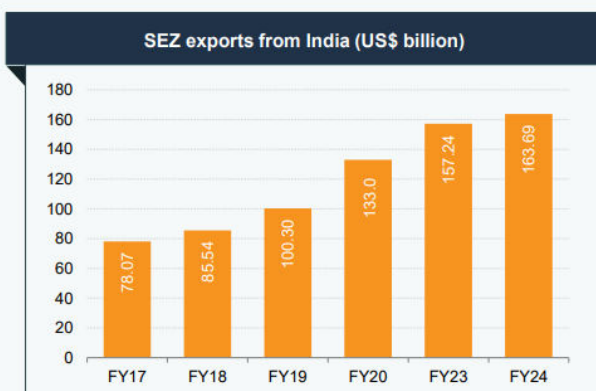


- RBI proposed to allow banks to invest in real estate investment trusts and infrastructure investment trusts, attracting more institutional investors to such assets. Indian Banks, which are allowed to invest about 20% of their net-owned funds in equity-linked mutual funds, venture capital (VC) funds and stocks, could invest in these trusts within this limit.
- The Indian real estate sector witnessed strong private equity (PE) investments of US\$ 1.92 billion in the second quarter of 2023, demonstrating investor confidence in the market. According to the most recent Investment report from Cushman & Wakefield, this was 63% higher than the previous quarter (first quarter of 2023) and 60% higher than the same time last year.
- In 2023, the private equity investment inflows into the real estate sector in India stood at US\$ 4.2 billion.
- In 2022, private equity investment inflows into the real estate sector in India stood at US\$ 3.40 billion.
- In February 2023, Mumbai ranked at the seventh position in Asia Pacific as a preferred destination for cross-border investments in the real estate sector.
- Foreign portfolio investment in the Indian real estate sector stood at Rs. 3,671 crore (US\$ 497 million) in March 2021.
- Institutional investment in real estate increased 37% to US\$ 1.65 billion during January to March 2023, driven by higher inflow in office and housing properties, according to Colliers.
- Top three cities—Mumbai (~39%), NCR-Delhi (~19%) and Bengaluru (~19%)—attracted ~77% of the total investments recorded in the third quarter of 2021.
- In 2022, India was projected to get cross-border real estate investment of US\$ 2.5 billion.
- The Godrej Group has forayed into the financial services industry with Godrej Housing Finance (GHF), through which it hopes to build a long-term and sustainable retail financial services business in India, aiming for a balance sheet of Rs. 10,000 crore (US\$ 1.35 billion) in the next three years.
- Blackstone is one of the largest private market investors in India, managing about Rs. 3,694 crore (US\$ 50 billion) of market value in the real estate sector. The company anticipates investing >Rs. 1,625 crore (US\$ 22 billion) in the next 10 years.

Note: PE - Private Equity, VC - Venture Capital

Source: EY, JLL India, News Articles

## SEZs emerging as an extension of real estate business Recent Trends and Strategies



- 100% FDI permitted for developing townships within SEZs with residential areas, markets, playgrounds, clubs, recreation centers, etc.
- In FY24 export from SEZs reached US\$ 163.69 billion.
- Exports from SEZs reached US\$ 157.2 billion in FY23 and grew ~28% from US\$ 133 billion in FY22.
- In March 2020, proposals from TCS and DLF to set up SEZs for IT sector in Haryana and Uttar Pradesh was approved by the Government.
- Industry players, including realtors and property analysts, are rooting for the creation of "Special Residential Zones" (SRZs) along the lines of SEZs.

Source: Ministry of Commerce and Industry, SEZ website

## Strategies Adopted

## 1. Diversified portfolio

- Having a diverse portfolio of residential, commercial and township developments.
- Companies have projects in various strategic geographic locations in order to diversify risks.
- Focus on the growth of lease business.
- Housing finance companies and private equity (PE) companies have started focusing on affordable housing.

## 2. Backward integration

- An architectural, structural and interior studio and a metal and glazing factory.
- Interiors, woodworking factory, and concrete block making plant.

## 3. Merger & Acquisition (M&A)

- In November 2023, Signature Global (India) Limited has agreed to purchase Gurugram Commercity Private Limited for an enterprise value of Rs. 4.95 billion (US\$ 59.6 billion).
- To establish an investment platform for the Indian retail-led mixed-use assets, in June 2021, GIC announced to acquire a minority stake in Phoenix Mills's portfolio (worth US\$ 733 million).
- In November 2021, Ascendas India bought Aurum Ventures' 16-storey commercial tower in Navi Mumbai for Rs. 353 crore (US\$ 47 million), making it the largest deal of a standalone commercial tower by a global institutional investor during the past few years.
- In May 2021, Blackstone Real Estate acquired Embassy Industrial Parks for Rs. 5,250 crore (US\$ 716.49 million) to expand its presence in the country.



## 6. Strategic Partnership

- L&T Realty Ltd and Singapore-listed CapitaLand India Trust Management Pte. Ltd., entered into a non-binding term sheet for a commercial platform to develop close to 6 million sq. ft. of office space across Bengaluru, Chennai and Mumbai.
- REA India-owned online real estate company Housing.com tied up with online legal assistance start-ups LegalKart, Lawrato, Vidhikarya and Vakil in 2021 to offer legal advice and assistance to homebuyers.

## 5. Superior execution

- Outsourced support functions
- Focus on delivery capability
- Development of world class infrastructure
- Rationalising costs

## 4. Risk management in land sourcing

- Joint venture with landowners instead of amassing land banks. For example - Oberoi Realty, a Mumbai based realty firm, adopted this strategy while entering the NCR region.
- On July 23, 2020, Sunteck Realty entered a joint development agreement with landowners to construct a housing project in the Mumbai Metropolitan Region (MMR), having a revenue potential of Rs. 5,000 crore (US\$ 709.32 million) over the next five-seven years.

### *Investments and Developments*

- Indian real estate sector has witnessed high growth in the recent times with rise in demand for office as well as residential spaces.
- The Private Equity Investments in India's real estate sector, stood at US\$ 4.2 billion in 2023.
- The Private Equity Investments in India's real estate sector, stood at US\$ 3 billion in the first half of 2024.
- India's real estate sector saw a three-fold increase in foreign institutional inflows, worth US\$ 26.6 billion during 2017-2022.
- Exports from SEZs reached US\$ 157.2 billion in FY23 and grew ~28% from US\$ 133 billion in FY22.
- In July 2021, the Securities and Exchange Board of India lowered the minimum application value for Real Estate Investment Trusts from Rs. 50,000 (US\$ 685.28) to Rs. 10,000-15,000 (US\$ 137.06 - US\$ 205.59) to make the market more accessible to small and retail investors.
- Construction is the third-largest sector in terms of FDI inflow. FDI in the sector (including construction development & activities) stood at US\$ 60.53 billion from April 2000-March 2024.

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

- Foreign investors pump around US\$ 3.1 billion yearly into Indian real estate, with a 37% YoY increase in foreign inflows in the first half of 2024.
- In July 2024, Bangalore emerged as the leading city in the Asia Pacific in having flexible office space stock beating Shanghai and Seoul, while Delhi NCR follows in second place, according to real estate consultant CBRE.
- In 2023, luxury home sales in India priced at Rs. 4 crore (US\$ 481,927) and surged by 75%, doubling their share in total housing sales.
- In India's top eight cities, housing prices rose 7% year-over-year due to strong housing demand supported by persistent purchaser demand and steady borrowing rates.
- The Indian real estate sector witnessed strong private equity (PE) investments of US\$ 1.92 billion in Q2 of 2023, demonstrating investor confidence in the market. According to the most recent Investment report from Cushman & Wakefield, this was 63% higher than the previous quarter (Q1 of 2023) and 60% higher than the same time last year.
- In July 2023, Delhi-NCR emerged as the third biggest city in the Asia Pacific in having flexible office space stock beating Beijing and Seoul, while Bengaluru retained the top spot, according to real estate consultant CBRE.
- Transactions for office spaces in April-June 2023, which totaled 14.8 million square feet, represented the highest quarterly figure recorded since Q1 2021.

- During the first half of 2023, institutional investments in the office sector increased by 2.5 times year-on-year, reaching US\$ 2.7 million.
- In FY23, Delhi-NCR received 32% of the total private equity (PE) investment in the real estate sector.
- Sales in the luxury residential market scaled by 151% year-over-year (y-o-y) in the quarter from January-March 2023.
- Housing sales in top seven Indian cities stood at 1.14 lakh units in Q1 of 2023, an increase of over 99,500 units compared to the same period of 2022.
- In Q1 of 2023, Bengaluru, Delhi-NCR and Chennai together accounted for two-thirds of quarterly demand. At 27%, flexible workspace was the biggest contributor to demand.
- As of June 5, 2023, 119.7 lakh houses have been sanctioned and 74.75 houses have been completed and delivered to urban poor under the Pradhan Mantri Awas Yojana-Urban (PMAY-U).
- Between January-July 2022, private equity investment inflows into the real estate sector in India stood at US\$ 3.27 billion.
- Home sales across top eight cities in India surged 68% YoY to reach ~308,940 units in 2022, signifying a healthy recovery in the sector.
- Retail real estate segment attracted institutional investments of US\$ 492 million in 2022.
- In the third quarter of 2021, the Institutional real estate investment in India increased by 7% YoY. Investment registered in the first nine months of 2021 stood at US\$ 2,977 million, as against US\$ 1,534 million in the same period last year.
- In November 2021, Ascendas India bought Aurum Ventures' 16-storey commercial tower in Navi Mumbai for Rs. 353 crore (US\$ 47 million), making it the largest deal of a standalone commercial tower by a global institutional investor during the past few years.
- REA India-owned online real estate company Housing.com tied up with online legal assistance start-ups LegalKart, Lawrato, Vidhikarya and Vakil in 2021 to offer legal advice and assistance to homebuyers.
- The top three cities—Mumbai (~39%), NCR-Delhi (~19%) and Bengaluru (~19%)—attracted ~77% of the total investments recorded in the third quarter of 2021.
- India's flexible space stock was likely to expand by 10-15% YoY, from the current 36 million sq. ft., in the next three years, according to a report by CBRE.
- To establish an investment platform for the Indian retail-led mixed-use assets, in June 2021, GIC announced to acquire a minority stake in Phoenix Mills' portfolio worth US\$ 733 million.
- In May 2021, Blackstone Real Estate acquired Embassy Industrial Parks for Rs. 5,250 crore (US\$ 716.49 million) to expand its presence in the country.
- To expand into the Indian real estate market, SRAM & MRAM Group collaborated with Area CAS Developers and Infrastructure Private Limited (Area Group), and Gupta Builders and Promoters Private Limited (GBP Group) of India. It plans to invest US\$ 100 million in the real estate sector.
- According to Anarock, housing sales in seven cities increased by 29% and new launches by 51% in the fourth quarter of FY21 over fourth quarter of FY20.
- Private market investor, Blackstone, which has significantly invested in the Indian real estate sector worth Rs. 3.8 lakh crore (US\$ 50 billion) is seeking to invest an additional Rs. 1.7 lakh crore (US\$ 22 billion) by 2030.
- In 2021, working remotely was being adopted at a fast pace and demand for affordable houses with ticket size below Rs. 40-50 lakh was expected to rise in Tier 2 and 3 cities, leading to an increase in prices in those geographies.
- In April 2021, HDFC Capital Advisors (HDFC Capital) partnered with Cerberus Capital Management (Cerberus) to create a platform that will focus on high-yield opportunities in the residential real estate sector in India. The platform seeks to purchase inventory and provide last-mile funding for under construction residential projects across the country.
- In March 2021, Godrej Properties announced it would launch 10 new real estate projects in Q4.
- In March 2021, Godrej Properties increased its equity stake in Godrej Realty from 51% to 100% by acquiring equity shares from HDFC Venture Trustee Company.
- In January 2021, SOBHA Limited's wholly owned subsidiary, Sabha Highrise Ventures Pvt. Ltd. acquired 100% share in Annalakshmi Land Developers Pvt. Ltd.

### ***Government policies are helping the real estate sector prosper***

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

- In Budget 2024-25, Under PM Awas Yojana Urban 2.0, housing needs for 1 crore urban poor and middle-class families will be met with a Rs. 10 lakh crore (US\$ 120.16 billion) investment, including Rs. 2.2 lakh crore (US\$ 26.44 billion) in central assistance over the next 5 years.
- In the 2024-25 interim Budget, Finance Minister Nirmala Sitharaman announced a boost for India's affordable housing sector by adding 2 crores more houses to the flagship scheme PMAY-U.
- In the Union Budget 2023-24, the Finance Ministry announced a commitment of Rs. 79,000 crore (US\$ 9.64 billion) for PM Awas Yojana, which represents a 66% increase compared to last year.
- In October 2021, the RBI announced to keep benchmark interest rate unchanged at 4%, giving a major boost to the real estate sector in the country. The low home loan interest rates regime was expected to drive the housing demand and increase sales by 35-40% in the festive season in 2021.
- Under Union Budget 2021-22, tax deduction up to Rs. 1.5 lakh (US\$ 2,069.89) on interest on housing loan, and tax holiday for affordable housing projects have been extended until the end of fiscal 2021-22.
- The Atmanirbhar Bharat 3.0 package announced by Finance Minister Ms. Nirmala Sitharaman in November 2020 included income tax relief measures for real estate developers and homebuyers for primary purchase/sale of residential units of value up to Rs. 2 crore (US\$ 271,450.60) from November 12, 2020, to June 30, 2021).
- In order to revive around 1,600 stalled housing projects across top cities in the country, the Union Cabinet approved the setting up of Rs. 25,000 crore (US\$ 3.58 billion) alternative investment fund (AIF).
- Government created an Affordable Housing Fund (AHF) in the National Housing Bank (NHB) with an initial corpus of Rs. 10,000 crore (US\$ 1.43 billion) using priority sector lending short fall of banks/financial institutions for micro financing of the HFCs.
- As of December 31, 2022, India had formally approved 425 SEZs, and as of January 2023, 270 SEZs are operational. Most special economic zones (SEZs) are in the IT/ BPM sector.

## Road Ahead

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

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

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

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

Sources: [https://www.ibef.org/download/1721625949\\_Real\\_Estate\\_May\\_2024.pdf](https://www.ibef.org/download/1721625949_Real_Estate_May_2024.pdf)

## BUSINESS OVERVIEW

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Letter of Offer, including the information contained in the section titled '**Risk Factors**', beginning on page no. 23 of this Draft Letter of Offer.

This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section titled '**Risk Factors**' and the chapters titled '**Financial Statement**' and '**Management Discussion and Analysis of Financial Conditions and Results of Operations**' beginning on page no. 23, 79 and 133 respectively, of this Draft Letter of Offer.

Unless the context otherwise requires, in relation to business operations, in this section of this Draft Letter of Offer, all references to "we", "us", "our" and "our Company" are to Radhe Developers (India) Limited and Group Entities as the case may be.

### Overview

Late Chunibhai C. Patel, the original Founder of the Radhe Group, started a small civil contracting firm under the name of Chunibhai Patel & Co., Ahmedabad in the year 1960. Till 1980's, this firm was considered as the Manchester of the Gujarat State wherein civil construction for the reputed textile mills and other industrial unit was undertaken under his leadership. As a part of business growth, in the year 1995 our company was incorporated as "Radhe Developers (India) Limited" on February 03, 1995 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Gujarat. The CIN of our Company is L45201GJ1995PLC024491.

In the 1974, Mr. Prafulbhai Chunibhai Patel joined his father to expand the business under the brand of 'Radhe'. Our company under both leadership, undertook many construction contracts and started creating its niche in real estate business within Ahmedabad City. Today, the Radhe Group is led by young Entrepreneur Mr. Ashish Patel, son of Mr. Praful Chunibhai Patel. Since incorporation till date, our company has undertaken various construction projects of buildings, township and commercial complexes. Majority of our projects are under our sole development rights. As a real estate developer with a diversified portfolio of real estate projects, we undertake customized infrastructure projects, marketing of residential and commercial unit.

We have established a track record of successfully executing projects in Ahmedabad, Gandhinagar and Mehsana, Gujarat. As of October 19, 2024, we had developed 1,26,529.52 square meters (13.61 Lakhs square feet) of Developable Area across 8 Completed Projects and 4 ongoing project which comprising 1,161,713 square meters (12,504,565 square feet) of Developable Area. Our deep understanding of the relevant real estate market, design and execution capabilities, and the strong Radhe brand and extensive marketing initiatives have enabled us to successfully grow our business. Certain of our key completed and ongoing projects include Takshashila Apartments, Mandar Bungalows, Tirthbhumi Apartments, Tirthdham Apartments, Tulsi Complex, Ganesh Plaza, Abhinav Arcade, Radiance Residency, Radhe Acres, Radhe Serene, Emerald Park and Radhe Abode.

Our Company proposes to acquire Land Reserves directly for certain projects. Our Land Reserves shall comprise land on which no development activity has commenced and no plan for development has been initiated but which we intend to develop in future, subject to various factors including marketability, receipt of regulatory clearances and development of adequate infrastructure.

Currently, our registered office is located in Ahmedabad, Gujarat. As part of our growth plan, we have taken up various projects in and around Ahmedabad, Gujarat. Currently, our business activities include:

- ┆ Development and Construction of Residential and Commercial Complex; and
- ┆ Development and Maintenance of Plotting Scheme.

### Brief on our Audited Financial Statements:

Particulars	(Rs. In Lakhs)		
	FY 2023-24 (Audited)	FY 2022-23 (Audited)	FY 2021-22 (Audited)
Equity Share Capital	5035.98	5035.98	2517.99
Net Worth	5052.84	5514.34	5442.2
<b>Total Income</b>	<b>678.28</b>	<b>1533.44</b>	<b>4362.27</b>
<b>Profit/ (Loss) after tax</b>	<b>(461.66)</b>	72.05	<b>2524.59</b>

<b>Particulars</b>	<b>FY 2023-24 (Audited)</b>	<b>FY 2022-23 (Audited)</b>	<b>FY 2021-22 (Audited)</b>
Basic & Diluted EPS	(0.09)	0.01	0.50
Total borrowings	4242.46	2277.77	1048.21

### **Business Operations and our Projects**

Our business operations include development of real estate projects in the Residential, Commercial, Plotting residential segment comprising apartment-type complexes, villas, Commercial complex and Plotting Scheme largely catering to the premium customers and acquisition/operate luxurious properties.

“**Completed Projects**” are those projects where the Company and/or subsidiaries of the Company and/or associates/ joint ventures of the Company (as applicable) have completed development; and in respect of which the occupancy/completion certificate, as applicable, has been obtained.

“**Ongoing Projects**” are those projects in respect of which (i) all title or development rights, or other interest in the land is held either directly or indirectly by the Company/subsidiaries of the Company/associates/joint ventures of the Company (as applicable); (ii) development work is ongoing/ started; and (iii) the requisite approvals for commencement of development have been obtained and/ or under the process of obtaining the requisite approvals for commencement of development.

#### **Our projects are broadly classified as follows:**

Our all projects are largely sold under the brand name of “**RADHE**”.

- 1) **Residential Projects:** These projects cover “Group Housing” Projects as well as standalone towers, townships, and other residential.
- 2) **Commercial Projects:** These projects include construction of commercial offices and shops.
- 3) **Plotting Schemes:** These projects include development of non-agriculture Land in sub plots.

The table below sets forth certain key operational information relating to our projects as of October 19, 2024:

**Completed Projects:**

Project Name	Type of Project and Year of Completion	Location	Development Mode	Developed / Sold Area (In Sq. Meter.)	Number of House / Commercial	Vale of Units Sold (Amt. in Lakhs)
Takshshila Apartments	Residential – 1994	Vastrapur, Ahmedabad	Owned	33,572.17	Residential 366 units	840.00
Mandar Bungalows	Residential - 1995	Thaltej, Ahmedabad	Owned	7,211.60	Residential 23 units	483.00
TirthBhumi Apartments	Residential – 1998	Law Garden, Ahmedabad	Owned	19,732.60	Residential 80 units	800.00
Tirthdham Apartments	Residential – 2010	Bodakdev, Ahmedabad	Owned	30,513.99	Residential 160 units	1600.00
Abhinav Arcade	Commercial - 2010	Ashram Road, Ahmedabad	Owned	6,413.37	Commercial 100 units	4000.00
Radiance Residency*	Residential+ Commercial – 2017	Motera Stadium.	Owned	15,243.59	Residential 91 units Commercial 19 units	4196.68
Tulsi Complex	Commercial – 1992	Mithakhali Six Road, Ahmedabad	Owned	1,320.60	Commercial 30 units	120.00
Ganesh Plaza	Commercial - 1998	Navrangpura, Ahmedabad	Owned	11,891.58	Commercial 100 units	1040.00

\*10 Commercial units valuing approximately Rs. 271.32 Lakhs are unsold as on date of filing this Draft Letter of Offer.

**Ongoing Projects:**

Project Name & Type	Location	Development Mode & our Stake	Developed Area (in Sq. Mtrs.)(Approx)	Developable Area (in Sq. Mtrs.)	Units Details					Estimated Date of Completion
					Total units for Sale	Sold	% of unit sold	Value of Units Sold (In Lakhs)	Approximate Value of Unit to be sold	
Radhe Acre-Residential plots	Ahmedabad	Owned; 100%	3,30,227.00	3,30,227.00	207	115	55%	7323.67	15000/Sq. Mtr	2025
Radhe Serene-Residential plots	Gandhinagar	Owned; 100%	27,311.04	27,311.04	42	18	43%	365.99	6000/Sq. Mtr	2026
Emerald Park-Residential plots	Mehsana	Owned; 100%	4,18,060.20	4,18,060.20	339	17	5.01%	1516.20	2500/Sq. Mtr	2027
Radhe Abode-Residential plots	Ahmedabad	Owned; 100%	3,86,115.00	3,86,115.00	630	05	0.8%	96.41	5000/Sq. Mtr	2027

## **OUR COMPETITIVE STRENGTHS:**

### ***Ability to shape locations and redefine the surrounding real estate geography***

We believe that customers identify our projects with high quality design and construction. We also believe that our understanding of the Ahmedabad Region real estate market, positive customer perception and innovative marketing and branding techniques enable us to influence customers' overall perception of a location. We believe that we have created destinations such as Radhe Acre, a plotting scheme based on a residential purpose located at Shela-Sananda southern-west of Ahmedabad. Before the launch of our Radhe Acre project, we focus mainly of developing luxurious buildings with amenities and targeting customers in the upper to middle income segment. We recognized that Radhe Acre attributes its connectivity to the city of Ahmedabad. We believe that the project contributed towards positioning Shela-Sanand as a desirable location for middle to high income customers. Subsequently, a number of other reputable developers have launched projects in Shela-Sanand targeted at this customer segment. Same as Radhe Abode, a plotting scheme based on residential and week-end home purpose located at Chhabasar-Bavla of Ahmedabad. We believe that the project contributed towards positioning Chhabasar-Bavla as a desirable location middle income customers.

### ***Experienced Promoters and Management Expertise***

Our Promoters and senior management team have significant experience in the Indian real estate industry, which enables us to identify suitable projects for developments. Mr. Ashishbhai Prafulbhai Patel, Managing Director is a Commerce Graduate and has over 33 years of experience in various aspects of real estate business. Our board also includes Ms. Jahnvi A. Patel, Mr. Alok H. Vaidya, Mr. Bharat S. Pandya, Mr. Tusharkumar K. Patel and Mr. Rahul Mehra. All of whom are qualified and experienced professionals and lead distinct business aspects. For further information, see "Our Management" on page 76.

We also have a qualified and experienced senior management team, including our CFO Mr. Pranavbhai Jayprakashbhai Patel and our Assistant VP – Engineering, Shashikantbhai Patel, who is a qualified engineer. Our Promoters and senior management are also supported by qualified and experienced teams. We continue to leverage the experience of our Promoters and senior management team to further grow our business and strategically target new market opportunities. We believe that this experience enables us to anticipate real estate trends, identify and develop projects in Luxury with growing demand, and develop projects that address and attract evolving customer preferences.

### ***Established brand and customer goodwill in the Ahmedabad Region***

We believe that our numerous residential projects in the Ahmedabad region and our longstanding presence in these markets for over 33 years, has enabled us to establish Radhe as a well-known brand in these market. Many of our projects are distinctive residential offerings that results in significant brand recall in certain micro-markets of the Ahmedabad Region, and reflect our ability to identify and capitalize on emerging trends and customer preferences in the real estate sector. We believe that our brand, associated with distinctive construction quality, timely execution and customer satisfaction is reflected in various awards and recognitions.

We believe that our strong brand and the customer goodwill generated from our continued focus on customer satisfaction has been a key attribute to the growth of our business. Our customer-centric approach includes comprehensive support to customers from enquiries to delivery of possession of units, as well as measures implemented to address any customer grievance. We believe that our continued engagement with customers even subsequent to sale of units and delivery of possession has resulted in further strengthening our brand and customer goodwill. Customer goodwill also translates into significant customer referrals that further strengthen our strong brand and sales network resulting in increased sales. In addition, our extensive presence across markets within the Ahmedabad Region further strengthens our brand recall across the region.

### ***Differentiated and diversified product offerings***

We are among the prominent residential real estate developers in the Ahmedabad based on number of units currently being marketed in these regions. We are also among the leading residential real estate developers in



the growing west side of Ahmedabad Region. We believe that our ability to deliver differentiated product offerings through a diversified range of luxurious projects supported by our technical and execution capabilities has enabled us to successfully grow our business.

Our luxurious projects in the Ahmedabad include Radiance Residency and Mandar Bungalows designed to offer privacy and a reserved environment. We believe that our luxurious residential projects with additional amenities and services have enabled us to maintain relatively superior margins compared to other projects in the mid-income affordable housing segment. We have developed a diversified portfolio of projects that include Plotting schemes as well as villa-style residential projects. We are currently developing Radhe Acre, a plotting scheme in Shela-Sanand, Ahmedabad with a Developable Area of 330,227 square meters (3,544,530 square feet). For further information on our ongoing projects, please refer to “*Business Operations*” on page 68.

#### ***Proven track record for development of quality projects***

Through our longstanding presence in real estate development led by our experienced Promoters, we have a proven track record of execution of a range of residential projects. As of March 31, 2024, we had sold residential units with an aggregate Developable Area of 125,581 square meters (13,51,690 square feet) across 8 Completed Projects across the Ahmedabad markets. Our operations include the entire real estate development process, including identification and acquisition of land, project planning, design, construction management and project management. We believe that our proven track of timely completion and delivery of projects has been key to developing our brand and in ensuring consistent sales even in challenging market conditions in the real estate sector in India in the last three years.

#### ***Strong pipeline of projects***

As of October 19, 2024, we had 4 Ongoing Projects, comprising 1,161,713 square meters (12,504,565 square feet) of Developable Area. Out of 4 Ongoing Projects, 2 is located in Ahmedabad, 1 Gandhinagar and 1 in Mehsana District. Over the last decade locations such as, Shela-Sanand, Sanand Vastapur, Motera, Satellite, Shilaj, Chhabasara have evolved significantly and have established social and physical infrastructure to support the rapid residential market growth in these locations. With the development near S.P. Ring Road, Ahmedabad and evolving commercial hubs within the area, these areas have gained significant importance. We believe that an aggregate Developable Area in our Ongoing Projects shall provide significant opportunity for the monetization of our development activities.

#### ***Cordial relations with our customers and contractors***

Our Management policy is to build strong relationships with customers, past satisfy customers of group firm and contractors. With this policy, allows us to repetitive order with our customers as well as efficient and timely execution of projects.

### **OUR BUSINESS STRATEGIES AND GROWTH PLANS**

#### ***Extensive land reserves with long term growth potential, principally located in one of the most attractive and profitable real estate markets in India***

Location being one of the key determinants of long term growth potential in our industry, we believe in investing in potential locations with significant development prospects in the coming next five years. Our land reserves in the Ahmedabad-Mehsana Regions are geographically well distributed suburbs which we believe will give us the flexibility to cater to customers across income segments. We believe that the concentrated nature and extent of our land reserves will enable us to capture value created by our developments and realize the advantages of scale, including through the development of planned residential plots/units with supporting social amenities and infrastructure. We expect these residential units to grow and become self-sustaining communities which we believe will open various avenues of long term earnings potential for us. For details on our projects, please to “Our business operations” on page no. 68 of this Draft Letter of Offer.

### ***Consolidate our position as a prominent real estate developer in the Ahmedabad***

We seek to consolidate our position in the real estate industry in the Ahmedabad. We intend to particularly focus on development of residential and plotting projects in various markets within the Ahmedabad, where we believe we have an established brand associated with quality and a track record of successful execution. We propose to achieve this by leveraging our brand and experience in certain markets in the Ahmedabad to enter into and grow our presence in other markets within the Ahmedabad. In addition, higher growth in residential demand is expected in the Ahmedabad, due to improved connectivity, higher affordability and development of alternative commercial centres. For example, with the development of area near S.P. Ring Road and evolving commercial hubs have gained significant importance. S. P. Ring Road provides road connectivity of these commercial hubs with the residential hubs. Shela-Sanand is also accessible with road connectivity with other business districts in Gujarat such as Surat, Rajkot. The upcoming metro lines connecting East to West are also being developed to improve connectivity with other parts of the city and decongest road traffic. Similarly, Gandhinagar in recent years has seen significant real growth in locations along the highway. Further, with improvement in infrastructure (upcoming and proposed) coupled with employment opportunities especially from the manufacturing and information technology sectors, Gandhinagar is expected to remain on this growth trajectory creating significant growth opportunity for the real estate sector. We intend to leverage our in-depth knowledge of these markets to continue to focus our expansion plans in the Ahmedabad and the Gandhinagar across different price and customer segments and at various locations within these regions.

### ***Focus on premium Residential Plotting Projects***

As compared to other players in the industry, we don't believe in launching multiple projects at one time. We focus on construction of quality projects one at a time. We believe in constructing Luxurious Housing Projects in order to derive multiple benefits. Further, construction of large scale residential complexes allow us to benefit from economies of scale and is one of the contributing factors to the greater credibility that we enjoy with sellers of land as well as buyers of properties. Thus, we are able to ride the wave of a particular project. We believe that the project of "Radhe Acre", Shela-Sanand, and the project of "Radhe Abode", Chhabasara, Bavla, Ahmedabad will enable us to achieve premium prices for the remaining, thereby improving our margins going forward.

### ***Expand the Business in new location***

We believe that it is important to identify additional land and development rights in strategic locations at a competitive cost. We currently intend to focus on developing future projects in a timely and efficient manner. We intend to continue to focus on performance and project execution in order to maximize client satisfaction. We will continue to leverage advanced technologies, designs and project management tools to increase productivity and maximize asset utilization in capital-intensive construction activities.

### ***Widen the type of project***

We are currently focused on the development of residential, commercial, Hospitality, office use, retail, Plotting and mixed use projects. We also undertake infrastructure projects. Apart from that we also indulge in trading of real estate units. We intend to maintain a spread of the different types of projects we are involved in as this provides us with a strategy for growth as well as mitigating the risk of focusing on only a certain types of projects and ensures stability of our revenue stream.

### ***Focus on Performance and Project Execution***

We believe that it is important to identify additional land and development rights in strategic locations at a competitive cost, we currently intend to focus on developing our Forthcoming Projects in a timely and efficient manner. We intend to continue to focus on performance and project execution in order to maximize client satisfaction. We will continue to leverage advanced technologies, designs and project management tools to increase productivity and maximize asset utilization in capital-intensive construction activities.

### ***Continue our Focus on a Diversified Business Model***

We are currently focused on the development of residential, commercial, Hospitality, office use, retail, Plotted and mixed use projects. We also undertake infrastructure projects. Apart from that we also indulge in trading of real estate units. We intend to maintain a spread of the different types of projects we are involved in as this provides us with a strategy for growth as well as mitigating the risk of focusing on only a certain types of projects and ensures stability of our revenue stream.

### **COMPETITION**

We face competition from different regional & national domestic real estate developers. Competitors having superior financial, research, execution and marketing resources than us pose competition to us. Our competitors include both large and small real estate developers in the regions and areas where we operate including Goyal & Co., Gala Infrastructure Etc. We also face competition from various small unorganized operators in the residential segment. However, we expect that our commitment to quality, past record of timely execution and transparency will provide us with an edge over our competitors.

### **COLLABORATIONS**

The Company has so far not entered into any technical or financial or any other collaboration agreement till date except for collaborating with co-developers, for construction, development and operations of the residential, commercial projects.

### **SAFETY, HEALTH AND ENVIRONMENT**

We are committed to complying with applicable health, safety and environmental regulations and other requirements in our operations. To help ensure effective implementation of our safety policies and practices, at the beginning of each project we identify potential material hazards, evaluate all material risks and institute, implement and monitor appropriate risk mitigation measures. We endeavor to minimize accidents at our project sites. Our Company equips laborers with safety equipment and material that covers them from the risk of potential health hazards. Project heads are principally responsible for ensuring that safety standards are met at project sites.

### **UTILITIES AND INFRASTRUCTURE**

Our registered office are well equipped with computer systems, internet connectivity, other communication equipment, security and other facilities, which are required for our business operations to function smoothly.

### **INSURANCE**

Our operations are subject to hazards inherent to the real estate industry, such as accidents at work sites. We are also subject to force majeure events such as fires, earthquakes, floods and explosions, including hazards that may cause injury and loss of life, severe damage to and the destruction of property, equipment and environment. We obtain building under construction policy for our sites under construction. We generally maintain insurance covering our assets and operations at levels that we believe to be appropriate. We also ensure that our contractors obtain workmen compensation insurance policy while carrying out any activities on our behalf.

### **PLANT & MACHINERY**

As on date of Draft Letter of Offer, Our Company does not possess any plant & machinery.

### **COLLABORATIONS**

We have not entered into any technical or financial or any other collaboration agreement as on the date of filing the Draft Letter of Offer.

### **IMPORT-EXPORT OBLIGATIONS**

There are no Import-Export Obligations as on date of filing this Draft Letter of Offer.

## MANPOWER

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for our business. All our employees are permanent employees and on the payroll of our Company. The table below shows the functional breakdown of our employees as on March 31, 2024:


Function / Department	Number of Employees
Senior Management	2
Sales & Marketing Team	6
Finance, Internal Audit and Accountant	4
Legal Team	2
HR and Admin Team	3
<b>Total</b>	<b>17</b>

## OUR PROPERTIES

Our registered office is located in Radhe Acres, Block No. 220, 226 & 227 B/h. Applewoods Township, Shela Sanand, Ahmedabad-380058, Gujarat, India. We do not have a separate corporate office. Our registered office is owned by Shantinagar (Shela) Co. Op. Housing Society Limited. Our Company has obtained an NOC dated 12-04-2023 from it for using the said premises as the registered office address for our company.

## INTELLECTUAL PROPERTY

As on the date of this Draft Letter of Offer, Our Company has registered its logo with the Trade Mark Registry, Ahmedabad. Beside this, our company confirms that it has not made any other applications nor has it registered any other type of intellectual property including trademarks/copyrights/patents etc.

<b>TM Name</b>		<b>RADHE</b>
<b>TM No.</b>	1831252	2263487
<b>TM Type</b>	CLASS 37	CLASS 37
<b>Date of Registration</b>	11-04-2018	20-01-2017
<b>Validity till</b>	15-12-2026	09-01-2032
<b>Status</b>	Active	Active

## Corporate Social Responsibility

Radhe Group is also closely working with societies which it operates by touching upon some basic but most necessary needs such as Health Care and Medical Research to ultimately address fundamental ethical issues such as inclusion, dignity and equality. Our CSR policy defines the framework for implementing CSR activities in compliance with Section 135 of the Companies Act, 2013 and rules framed thereunder. The CSR committee has been constituted as per the applicable act. We demonstrate our commitment towards our communities by committing our resources and energies to social development and we have aligned our CSR programs with legal requirements under the applicable Indian laws. We have spent an amount of Rs. 11.00 Lakhs towards our CSR initiatives during FY 2023-2024.

## OUR MANAGEMENT

As per the Articles of Association and subject to the provisions of the Companies Act, our Company is required to have not less than (3) three Directors and not more than (15) fifteen Directors, unless otherwise determined by our Company through a special resolution. As on the date of this Draft Letter of Offer, our Board comprises of 6 (Six) Directors, of which 1 (One) Director is Managing Director, 2 (Two) Non-Executive Director out of which 1 (One) is a woman Director and 3 (Three) Non-Executive Independent Directors. The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act and the SEBI Listing Regulations.

### Our Board of Directors

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

Name, Designation/Occupation, Address, Din No., Date of Birth, Occupation, Nationality	Date Of Appointment/ Re-appointment & Term	Other Directorships
<b>Mr. Ashishbhai Prafulbhai Patel</b> S/o. Mr. Prafulbhai Chunibhai Patel <b>Date of Birth:</b> December 24, 1970 <b>Age:</b> 53 years <b>Designation:</b> Chairman, CEO & Managing Director <b>Address:</b> 02, Vithalbhai Patel Colony, Near Sardar Patel Colony, Naranpura, Ahmedaba.d – 380 013, Gujarat, India <b>DIN:</b> 00228026 <b>Occupation:</b> Business <b>Nationality:</b> Indian	Appointed as Promoter Director w.e.f. 03/02/1995.  Change in designation as Managing Director w.e.f. 01/07/1995.  Reappointed as Managing Director w.e.f. 01/01/2021 for a term of 5 years	<ul style="list-style-type: none"> <li>• Pratigna Properties Private Limited</li> <li>• Esaan Organizers Private Limited</li> <li>• Radhe Infrastructure and Projects (India) Limited</li> </ul>
<b>Mrs. Jahnvi Ashish Patel</b> W/o. Mr. Ashishbhai Prafulbhai Patel <b>Date of Birth:</b> March 3, 1973 <b>Age:</b> 51 years <b>Designation:</b> Non-Executive Director <b>Address:</b> 02, Vithalbhai Patel Colony, Near Sardar Patel Colony, Naranpura, Ahmedaba.d – 380 013, Gujarat, India <b>DIN:</b> 00230301 <b>Occupation:</b> Business <b>Nationality:</b> Indian	Appointed as Promoter Director w.e.f. 27/03/2015.  Regularization Non-Executive Director on w.e.f. 29/09/2015 and is liable to retire by rotation	<ul style="list-style-type: none"> <li>• Radhe Infrastructure and Projects (India) Limited</li> </ul>
<b>Mr. Alok Hrishikesh Vaidya</b> S/o. Mr. Hrishikesh Madhusudan Vaidya <b>Date of Birth:</b> October 15, 1955 <b>Age:</b> 68 years <b>Designation:</b> Non- Executive Director <b>Address:</b> 1, Amrashirish Bungalows, Near Prahaladnagar Garden, Ahmedabad – 380 015, Gujarat, India <b>DIN:</b> 00101864 <b>Occupation:</b> Business <b>Nationality:</b> Indian	Appointed as Additional Director w.e.f. 14/03/2005.  Regularization Non-Executive Director on w.e.f. 31/08/2005 and is liable to retire by rotation	<ul style="list-style-type: none"> <li>• Dwarkesh Realty Private Limited</li> <li>• Shree Dwarkesh Developers Private Limited</li> </ul>
<b>Mr. Bharat Sakarlal Pandya</b> S/o. Mr. Sakarlal Vajaram Pandya <b>Date of Birth:</b> January 17, 1970 <b>Age:</b> 54 years <b>Designation:</b> Non-Executive Independent Director	Appointed as Non-Executive Independent Director w.e.f. 23/05/2016  Regularization as Non-Executive Independent	NIL

Name, Designation/Occupation, Address, Din No., Date of Birth, Occupation, Nationality	Date Of Appointment/ Re-appointment & Term	Other Directorships
<b>Address:</b> 4, Yashpal Apartment, Near Prabhu Park, Behind Commerce College Hostel, Navrangpura, Ahmedabad – 380 060, Gujarat, India <b>DIN:</b> 07521459 <b>Occupation:</b> Business <b>Nationality:</b> Indian	Director w.e.f. 02/09/2016.  Re-appointed as Non-Executive Independent Director w.e.f. 23/09/2021 for a term of 5 years.	
<b>Mr. Tusharkumar Kalidas Patel</b> S/o. Mr. Kalidas Joitaram Patel <b>Date of Birth:</b> January 9, 1988 <b>Age:</b> 36 Years <b>Designation:</b> Non-Executive Independent Director <b>Address:</b> 6177, Laxmipura Vas, Soja, Kalol, Gandhinagar, Gujarat – 382 735, India <b>DIN:</b> 06915474 <b>Occupation:</b> Service <b>Nationality:</b> Indian	Appointed as Non-Executive Independent Director w.e.f. 20/07/2018 and for a term of 5 years.  Regularization as Non-Executive Independent Director w.e.f. 30/08/2018.	<ul style="list-style-type: none"> <li>• KGMS Insurance Advisory Services Private Limited</li> <li>• Radhe Infrastructure And Projects (India) Limited</li> <li>• Innovea Logitech Private Limited</li> </ul>
<b>Mr. Patel Vasantlal Nirav</b> S/o. Mr. Vasantlal Kashiramdas Patel <b>Date of Birth:</b> May 29, 1980 <b>Age:</b> 44 years <b>Designation:</b> Non-executive Independent Director <b>Address:</b> 5-4-81, Baharmadh, 10, jalmahal Society, Unjha- 384170, Mahasena, Gujarat <b>DIN:</b> 08150833 <b>Occupation:</b> Business <b>Nationality:</b> Indian	Appointed as Additional Independent Director w.e.f. 29/07/2023 for a term of 5 years.  Regularization as Non-Executive Independent Director w.e.f. 19/09/2023.	NIL

### Confirmations

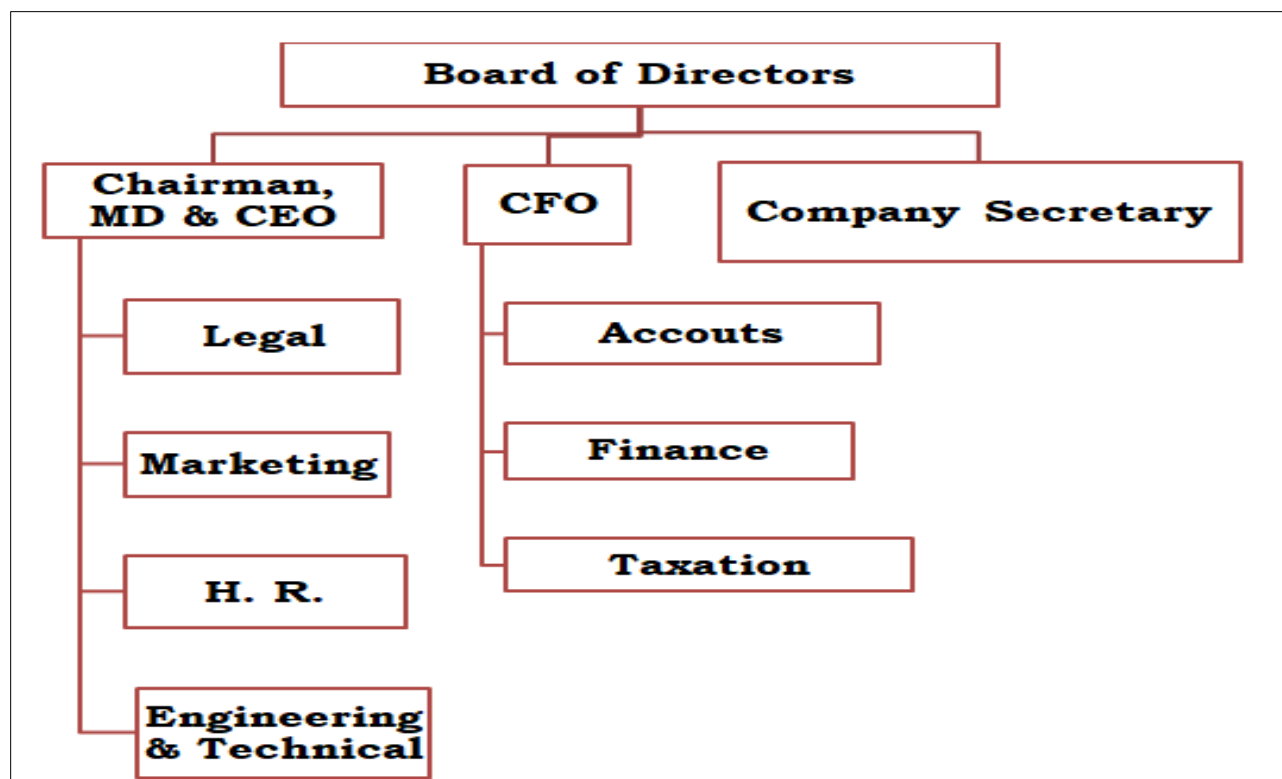
- There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Directors were selected as a Director.
- There is no service contracts entered into by the Directors with our Company providing for benefits upon termination of employment.
- None of the Directors is categorized or are on the RBI List of wilful defaulters.
- None of the Directors is categorized or are on the RBI List of fraudulent borrowers.
- None of our Directors are declared Fugitive Economic Offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.
- None of our Directors is or was a director of any listed company during the last five years preceding the date of this Draft Letter of Offer, whose shares have been or were suspended from being traded on the Stock Exchange(s), during the term of their directorship in such company:
- None of our Directors is or was a director of any listed company whose shares have been or were delisted from the Stock Exchange(s), during the term of their directorship in such company in the past 10 years.
- None of the Promoters, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

For details on legal cases, please refer to the chapter titles “**Outstanding Litigations And Material Information and Developments**” beginning on page 141 of this Draft Letter of Offer.

### Our Key Management Personnel and Senior Management Personnel

Name	Designation	Date of Appointment/ Re-Appointment (as the case may be)
<b>Key Management Personnel</b>		
Mr. Ashishbhai Prafulbhai Patel	Chairman, CEO & MD	01-01-2021
Mr. Pranavbhai Jayprakashbhai Patel	CFO	31-10-2014
Mrs. Khyati Kanaiyalal Patel	CS & Compliance Officer	14-10-2021

**Organization Structure of our Company**



## SECTION V: FINANCIAL INFORMATION

### FINANCIAL STATEMENTS

Sr. No.	Particulars	Page Number
1.	Audited Standalone Financial Statements of our Company as at and for the financial year ended March 31, 2024	80
2.	Unaudited Standalone Financial Results of our Company as at and for the Quarter ended June 30, 2024	129

#### **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 **RADHE DEVELOPERS (INDIA) LIMITED**

### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the accompanying standalone financial statements of **RADHE DEVELOPERS (INDIA) LIMITED ("the Company")**, which comprise the Balance Sheet as at 31st March, 2024, the statement of Profit and Loss (including other comprehensive income), the statement of changes in equity and statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

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

#### Information other than the Standalone Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report including Annexures to the Director's Report, but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a

material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management’s responsibility for the Standalone Financial Statements**

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with Ind AS and other accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. 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 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the Company’s financial reporting process.

### **Auditor’s Responsibilities for the Audit of the Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are

also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's 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.

We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements and we have fulfilled our other ethical responsibilities in accordance with these requirements.

#### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the 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 adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the 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 derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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;
  - v. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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;

- vi. The company has not proposed or declared any dividend during the year.
- vii. Company has not used such accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has not been operated throughout the year for all transactions recorded in the software. Since the accounting software with audit trail has not been used, we are unable to give any comment on the same.

**Date:** 30<sup>th</sup> May, 2024  
**Place:** Ahmedabad

**For, Shah & Jhalawadia**  
**Chartered Accountants**  
**FRN No: 0140590W**

Sd/-  
**CA PAURAV SHAH**  
**PARTNER**  
**Membership No: 122910**  
**UDIN: 24122910BKAVQI3064**

**“ANNEXURE A” REFERRED TO IN THE AUDITORS REPORT TO THE MEMBERS OF RADHE DEVELOPERS (INDIA) LIMITED FOR THE YEAR ENDED 31ST MARCH, 2024**

- I. The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment and intangible assets. The management has certified the physical verification of Property, Plant and Equipment at reasonable intervals. No significant discrepancy was noticed on such verification. Title deeds of all the immovable properties disclosed in the financial statements are held in the name of the Company. The Company has not revalued its Property, Plant and Equipment or intangible assets during the year. To the best of our knowledge, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- II. As informed to us by the management, the inventory has been physically verified during the year by the management and the valuation regarding the same has been certified by the management. In our opinion, the frequency of verification is reasonable. The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been properly dealt with in the books of account. The Company has not been sanctioned any working capital limits in excess of Rs. 5 crores by any banks or financial institutions during any point of time of the year.
- III. Details of loans or advances in the nature of loans granted by the Company either repayable on demand or without specifying any terms or period of repayment are as under:

Particulars	Promoters	Related Parties	Others
Aggregate amount of loans / advances in nature of loans:			
- Repayable on Demand	-	-	644.84
- Agreement does not specify any terms or period of repayment	-	-	-

- IV. In respect of loans, investments, guarantees and security, the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- V. The Company has not accepted any deposits within the meaning of section 73 to 76 or any other relevant provisions of the Companies Act, 2013.
- VI. The maintenance of cost records has not been specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013.
- VII. To the best of our knowledge and according to the information and explanations given to us, the Company has been regular in depositing the undisputed statutory dues consisting of Goods and service tax, Provident fund, Employees' state insurance, income tax, sales tax, service tax, customs duty, excise duty, value added tax, cess and other statutory dues with the appropriate authorities. There are no dues in respect of income tax, sales tax, service tax, customs duty, excise duty or value added tax which have not been deposited on account of any dispute except outstanding income tax dues Rs. 5.49 Lakhs being

under dispute and submission has been filed against such.

- VIII. According to the information and explanations given by the management, no transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- IX. a) The Company has not defaulted in repayment of loans or borrowings or in interest to any lender.  
b) The Company has not been declared willful defaulter by any bank or financial institution or other lender.  
c) In our opinion, the term loans were applied for the purpose for which the loans were obtained.  
d) In our opinion, funds raised on short term basis have not been utilized for long term purposes.  
e) 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.
- X. In our opinion, the money raised by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purpose for which those were raised. The Company has not made any preferential allotment or private placement of shares or convertible debentures during the year.
- XI. To the best of our knowledge and according to the information and explanations given to us:  
a) No fraud by the Company or any fraud on the Company has been noticed or reported during the year.  
b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;  
c) No whistle-blower complaints had been received by the Company during the year.
- XII. The Company is not a Nidhi Company as defined in section 406 of the Companies Act, 2013.
- XIII. In our opinion, all transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the Financial Statements etc. as required by the applicable Indian Accounting Standards.
- XIV. a) According to the information and explanations given by the management, the Company has an internal audit system commensurate with the size and nature of its business;  
b) the reports of the Internal Auditors for the period under audit were considered by us;
- XV. In case of non-cash transactions with directors or persons connected with him, if any, the provisions of section 192 of the Companies Act, 2013 have been complied with.
- XVI. A) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.  
b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.  
c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.  
d) The Group does not have not more than one CIC as part of the Group.

- XVII. The company has incurred cash losses of Rs. 374.15 Lakhs during the financial year, there was no Cash loss during the immediately preceding financial year.
- XVIII. There has been no resignation of the statutory auditors during the year.
- XIX. On the information obtained from the management and audit procedures performed and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that the Company is capable of meeting its liabilities existing at the balance sheet date as and when they fall due within a period of one year from the balance sheet date.
- XX. The provision of section 135 are not applicable on the Company.
- XXI. The company is not required to prepare consolidated financial statement and hence this clause is not applicable.

**Date:** 30<sup>th</sup> May, 2024  
**Place:** Ahmedabad

**For, Shah & Jhalawadia**  
**Chartered Accountants**  
**FRN No: 0140590W**

Sd/-  
**CA PAURAV SHAH**  
**PARTNER**  
**Membership No: 122910**  
**UDIN: 24122910BKAVQI3064**



**“ANNEXURE B” REFERRED TO IN THE AUDITORS REPORT TO THE MEMBERS OF RADHE DEVELOPERS (INDIA) LIMITED FOR THE YEAR ENDED 31ST MARCH, 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 **RADHE DEVELOPERS (INDIA) LIMITED** (“the Company”) as of 31<sup>st</sup> March, 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 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. 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 judgment, 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 31st March, 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.

**Date:** 30<sup>th</sup> May, 2024

**Place:** Ahmedabad

**For, Shah & Jhalawadia  
Chartered Accountants  
FRN No: 0140590W**

Sd/-

**CA PAURAV SHAH  
PARTNER  
Membership No: 122910  
UDIN: 24122910BKAVQI3064**

## STANDALONE Balance Sheet as at 31st March, 2024

(Rupees in Lacs)			
Particulars	Notes	As at 31st March, 2024	As at 31st March, 2023
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property Plant and Equipment	5	338.90	507.49
Other Intangible assets	5	1.89	2.05
Financial Assets			
Investments		-	-
Loans		-	-
Other Financial Assets	6	3813.66	3630.76
Deferred tax assets (net)	24	16.77	7.41
Non-current Tax Assets (Net)	24	127.86	100.17
Other non-current assets	7	2790.43	2790.43
<b>Current assets</b>			
Inventories	8	4956.50	4289.23
Financial Assets			
Trade receivables	9	31.10	0.50
Cash and cash equivalents	10	116.80	26.31
Other Balances with Bank	11	10.91	10.91
Loans	12	644.48	644.48
Other Financial Assets		-	-
Other current assets	13	1139.14	575.86
<b>Total Assets</b>		<b>13988.44</b>	<b>12585.60</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share capital	14	5035.98	5035.98
Other Equity	15	18.75	480.41
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Financial Liabilities			
Borrowings	16	893.51	142.54
Other Financial Liabilities	17	1.12	1.12
Provisions	18	27.87	24.58
<b>Current liabilities</b>			
Financial Liabilities			
Borrowings	19	3348.95	2135.23
Trade Payables			
Total outstanding due of			
(A) Micro enterprises and small enterprises	20	3.29	0.92
(B) Creditors other than micro enterprises and small enterprises	20	320.14	381.58
Other Financial Liabilities	21	7.49	10.59
Other current liabilities	22	4324.54	4365.54
Provisions	23	6.79	7.10
Current Tax Liabilities (Net)	24	-	-
<b>Total Equity and Liabilities</b>		<b>13988.44</b>	<b>12585.60</b>

## Significant Accounting policies and notes forming part of 1 to 42

## Accounts

The accompanying notes are an integral part of the financial statements.

As per our Report of eventdate annexed

## For Shah &amp; Jhalawadia

Chartered Accountants

FRN No. 140590W

## Paurav Shah

Partner

M No : 122910

UDIN: 24122910BKAVQI3064

Place : Ahmedabad

Date : 30.05.2024

On behalf of the board of directors

## Ashish Patel

CEO & MD

DIN: 00228026

## Pranav Patel

Chief Financial Officer

Place : Ahmedabad

Date : 30.05.2024

## Jahnvi Patel

Director

DIN: 00230301

## Khyati Patel

Company Secretary

**STATEMENT OF STANDALONE PROFIT & LOSS for the year ended 31st March, 2024**

(Rupees in Lacs)

Particulars	Notes	For the Year Ended 31st March 2024	For the Year Ended 31st March 2023
<b>INCOME</b>			
Revenue from operations	26	676.47	1433.96
Other income	27	1.81	99.48
<b>TOTAL INCOME</b>		<b>678.28</b>	<b>1533.44</b>
<b>EXPENSES</b>			
Cost of materials consumed	28	643.48	1998.92
Purchase and Project Development Expenses	29	490.21	619.93
Changes in inventories of Land and Construction work in progress	30	(667.27)	(1982.91)
Employee benefits expense	31	168.34	147.27
Finance costs	32	66.58	32.03
Depreciation and amortization expense	33	96.87	51.25
Other expenses	34	335.44	508.23
<b>TOTAL EXPENSES</b>		<b>1133.66</b>	<b>1374.71</b>
<b>Profit/(loss) before exceptional items and tax</b>		<b>(455.38)</b>	<b>158.73</b>
Exceptional Items			-
<b>Profit/(loss) before tax</b>		<b>(455.38)</b>	<b>158.73</b>
<b>Tax expense:</b>			
Current tax	24	16.59	41.61
Deferred tax	24	(9.36)	46.02
<b>Profit (Loss) for the period from continuing operations</b>		<b>(462.61)</b>	<b>71.10</b>
Profit/(loss) from discontinued operations			-
Tax expense of discontinued operations			-
<b>Profit/(loss) from Discontinued operations (after tax)</b>			<b>-</b>
<b>Profit/(loss) for the period</b>		<b>(462.61)</b>	<b>71.10</b>
<b>Other Comprehensive Income</b>			
<b>A. Items that will not be reclassified to profit or loss:</b>			
Re-measurement gain / (loss) on defined benefit plans	25	0.95	1.29
Income tax effect on above	24	-	(0.33)
<b>B. Items that will be reclassified to profit or loss:</b>			
Income tax relating to items that will be reclassified to profit or loss			
<b>Total Comprehensive Income for the period</b>		<b>(461.66)</b>	<b>72.05</b>
<b>Earnings per equity share (for continuing operation):</b>	41		
Basic		(0.09)	0.01
Diluted		(0.09)	0.01
<b>Earnings per equity share (for discontinued operation):</b>			
Basic			-
Diluted			-
<b>Earnings per equity share (for continuing &amp; discontinued operation):</b>			
Basic		(0.09)	0.01
Diluted		(0.09)	0.01

The accompanying notes are an integral part of the financial statements.

As per our Report of even date annexed

**For Shah & Jhalawadia**

 Chartered Accountants  
 FRN No. 140590W

**Paurav Shah**

Partner

M No : 122910

**UDIN: 24122910BKAVQI3064**

Place : Ahmedabad

Date : 30.05.2024

On behalf of the board of directors

**Ashish Patel**

 CEO & MD  
 DIN: 00228026

**Pranav Patel**

 Chief Financial Officer  
 Place : Ahmedabad

Date : 30.05.2024

**Jahnvi Patel**

 Director  
 DIN: 00230301

**Khyati Patel**

Company Secretary

## CASH FLOW STATEMENT for the Year Ending on 31st March, 2024

(Rupees in Lacs)

Particulars	2023-24	2022-23
<b>A: Cash from Operating Activities :</b>		
Net Profit before Taxation	(455.38)	158.73
Adjustment For :		
Re-measurement gain / (loss) on defined benefit plans	0.95	1.29
Depreciation	96.87	51.25
Prior Period Expenses / (Income)	-	-
Deficit/(Surplus) on Sale of Assets	13.61	(0.08)
Loss / (Profit) on Sale of Investments	-	-
Finance Cost	66.58	32.03
Excess/Short Provision of Income Tax	(16.59)	(6.95)
Mat Credit written off	-	-
	161.43	77.53
Operating Profit Before Working Capital changes :	<b>(293.95)</b>	<b>236.26</b>
Adjustment For :		
Inventory	(667.27)	(1982.91)
Trade Receivables	(30.60)	0.00
Long Term Loans and Advances	(182.90)	(51.02)
Other Bank Balances	-	-
Current Assets and Short Term Loans & Advances	(563.28)	(363.75)
Trade Payables	(59.08)	245.15
Other Long Term Liabilities	3.29	2.30
Tax liabilities	(27.69)	(207.28)
Other Current Liability	(44.42)	1242.20
	(1571.94)	(1115.32)
Cash Generated From Operations	(1865.89)	(879.05)
Income Tax Paid	-	(35.00)
<b>Cash from Operating Activity</b>	<b>(1865.89)</b>	<b>(914.05)</b>
<b>B: Cash Flow From Investment Activities :</b>		
Purchase of Fixed Assets	(1.74)	(284.44)
Sale of Fixed Assets	60.00	11.77
Purchase of Investments		0.00
Sale of Investments		0.00
Dividend Received		0.00
Purchase of Investments		0.00
<b>Net Cash from Investment Activities</b>	<b>58.26</b>	<b>(272.67)</b>
<b>C: Cash Flow From Financing Activities :</b>		
Proceeds from Issue of Equity Capital		0.00
Share Application Money Received		0.00
Repayment of Long Term Borrowings	750.97	78.53
Proceeds From Short Term Borrowings (Net)	1213.73	1151.04
Finance Cost	(66.58)	(32.03)
Dividend Paid		0.00
<b>Net Cash from Financing Activities</b>	<b>1898.11</b>	<b>1197.53</b>
<b>Net Increase in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>90.48</b>	<b>10.81</b>
Cash & Cash Equivalents at the Beginning	26.31	15.50
Cash & Cash Equivalents at the End	116.80	26.31

**Notes :**

(1) The above cash flow statement has been prepared under the 'indirect method' as set out in the Indian Accounting Standard – 7 "Statement of Cash Flows".

(2) The previous year's figures have been regrouped wherever necessary.

(3) Ind AS 7 cash flow requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liability arising from financing activities, including both changes arising from cash flows and non cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet disclosure requirement.

Particulars	As at 31 <sup>st</sup> March, 2023	Cash flows	As at 31 <sup>st</sup> March, 2024
Borrowings – Non Current	142.54	-	142.54
Borrowings – Current	2135.23	-	2135.23

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>A) Components of cash &amp; cash equivalents</b>		
Cash on hand	101.94	20.64
Cheques on hand	0.00	0.00
Balances with banks		
- In Current accounts	14.86	5.68
<b>Cash &amp; cash equivalents as above</b>	<b>116.80</b>	<b>26.31</b>

The accompanying notes are an integral part of the financial statements.

As per our Report of even date annexed

**For Shah & Jhalawadia**

**Chartered Accountants**

FRN No. 140590W

**Paurav Shah**

Partner

M No : 122910

Place : Ahmedabad

Date : 30<sup>th</sup> May, 2024

UDIN : 24122910BKAVQJ3064

**On behalf of the board of directors**

**Ashish Patel**

CEO & MD

DIN: 00228026

**Jahnvi Patel**

Director

DIN: 00230301

**Pranav Patel**

Chief Financial

Officer

**Khyati Patel**

Company

Secretary

Place : Ahmedabad

Date : 30<sup>th</sup> May, 2024

**STANDALONE STATEMENT OF CHANGES IN EQUITY for the year ended on March 31, 2024**
**A. Equity share capital** (₹ in Lakhs)

Balance as at April 1, 2023	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2023	Changes in equity share capital during the year	Balance as at March 31, 2024
5035.98	0.00	5035.98	-	5035.98

Balance as at April 1, 2022	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2022	Changes in equity share capital during the year*	Balance as at March 31, 2023
2517.99	-	2517.99	2517.99	5035.98

**B. Other equity** (₹ in Lakhs)

Particulars	Attributable to the equity holders of the Company			Total
	Reserve and Surplus			
	General Reserve	Security premium	Retained Earnings	
Balance as at April 1, 2023	-	-	480.41	480.41
Profit for the year	-	-	(462.61)	(462.61)
Items of OCI, net of tax	-	-	0.95	0.95
Re-measurement losses on defined benefit plans	-	-	-	0.00
Amount utilised for issue of bonus shares			-	-
<b>Balance as at March 31, 2024</b>			<b>18.75</b>	<b>18.75</b>
Balance as at April 1, 2022	25.00	1200.00	1701.35	2926.35
Profit for the year			71.10	71.10
Items of OCI, net of tax			0.95	0.95
Re-measurement losses on defined benefit plans				0.00
Amount utilised for issue of bonus shares	(25.00)	(1200.00)	(1292.99)	(2517.99)
<b>Balance as at March 31, 2023</b>			<b>480.41</b>	<b>480.41</b>

\*The Board has allotted the bonus shares at 1:1 ratio and Split the shares from its face value Rs. 10 each to Rs. 1 each in it's Board Meeting held on July 18, 2022. Accordingly, the number of shares increased from 2,51,79,900 to 50,35,98,000. The paid-up capital on account of Bonus issue of Rupees 25,17,99,000 has been appropriated from Securities Premium account, General reserve and accumulation of Profit and loss account.

The accompanying notes are an integral part of the financial statements.

As per our Report of even date annexed

**For Shah & Jhalawadia**

**Chartered Accountants**

FRN No. 140590W

**Paurav Shah**

Partner

M No : 122910

Place : Ahmedabad

Date : 30<sup>th</sup> May, 2024

UDIN: 24122910BKAVQI3064

On behalf of the board of directors

**Ashish Patel**

CEO & MD

DIN: 00228026

**Pranav Patel**

Chief Financial

Officer

**Jahnvi Patel**

Director

DIN: 00230301

**Khyati Patel**

Company

Secretary

Place : Ahmedabad

Date : 30<sup>th</sup> May, 2024

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**1. CORPORATE INFORMATION**

Radhe Developers (India) Limited is a public limited company incorporated and domiciled in India in the year 1995 and has its registered office in Ahmedabad, Gujarat, India. The Company has its primary listing on the BSE Limited. The company offers residential, commercial, plotting and related projects. It has niche in various aspects like design, timely completion of the project etc.

**2. SIGNIFICANT ACCOUNTING POLICIES**

**2.1 Statement of compliance:**

These financial statements are the separate financial statements of the Company (also called standalone financial statements) prepared in accordance with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

**2.2 Basis of Preparation of Financial Statements:**

The financial statements have been prepared on going concern, accrual basis and on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.



The principal accounting policies are set out below.

### 2.3 Revenue Recognition:

The Ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) Amendment Rules, 2017 and Companies (Indian Accounting Standards) Amendment Rules, 2018 amending the following standard: **Ind AS 115 Revenue from contracts with customers**

Ind AS 1115 was issued on 29 March 2018 and establishes a five-step model to account for revenue arising from contracts with customers.

1. Identify the contract(s) with the customer
2. Identify the separate performance obligations
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations
5. Revenue Recognition when performance obligations are satisfied

Under Ind AS 115, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The new revenue standard will supersede all current revenue recognition requirements under Ind AS and the guidance note of real estate issued by ICAI

Effective April 1, 2018, the Company adopted Ind AS 115 from Contracts with using the cumulative catch-up transition method, applied to contracts that were not completed as of April 1, 2018.

The standard permits two possible methods of transition:

- Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8- Accounting Policies, Changes in Accounting Estimates and Errors
- Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach)The effective date for adoption of Ind AS 115 is financial periods beginning on or after April 1, 2018.

The Company has adopted the standard on April 1, 2018 by using the cumulative catch-up transition method and accordingly comparatives for the year ending or ended March 31, 2018 have not been retrospectively adjusted. The effect on adoption of Ind AS 115 is expected to be insignificant as all the projects/contracts of the company are completed as on effective date.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

In accordance with the new standard, and basis the Company's contracts with customers, its performance obligations are satisfied over time.

Interest income:

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

## 2.4 Employee Benefits:

### Retirement benefit costs and termination benefits

Payments to defined contribution retirement benefit plans are recognized as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorized as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Remeasurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognized in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

### Short-term and other long-term employee benefits

A liability is recognized for benefits accruing to employees in respect of wages and salaries in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognized in respect of long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

## 2.5 Taxation:

Income tax expense represents the sum of the tax currently payable and deferred tax.

### Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted by the end of the reporting period.

### 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 generally recognized for all taxable temporary differences. Deferred tax assets are generally 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 of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period 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.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

### Current and deferred tax for the year

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

## 2.6 Property, plant and equipment:

Property, Plant & Equipment are stated at cost of acquisition or construction net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises the purchase price and other directly attributable costs. Subsequent costs are included in the asset's carrying amount or recognized as separate asset, as appropriate, only when it is probable that future economic benefits associated with the item flow to company and the cost of item can be measured reliably.

Depreciation provided is pro-rata basis as per "Straight Line Method" over the useful life of the assets as prescribed in Schedule II of the companies Act, 2013 in respect of all assets.

Capital work in progress is stated at cost less accumulated impairment loss, if any.

### Deemed cost on transition to Ind AS

For transition to Ind AS, the Company has elected to continue with the carrying value of all of its intangible assets recognised as of April 1, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

## 2.7 Impairment of tangible assets:

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest Company of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

## 2.8 Inventory:

Inventories comprise completed units for sale and property under construction (Work in progress):

- a. Completed unsold inventory is valued at lower of cost and net realizable value. Cost is determined by including cost of land, materials, services and related overheads.
- b. Work in progress is valued at cost. Cost comprises value of land (including development rights), materials, services and other overheads related to projects under construction.

## 2.9 Financial Instruments

Financial assets and financial liabilities are recognized when a Company 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.

## 2.10 Financial assets

All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

### Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortized cost:

- The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For the impairment policy on financial assets measured at amortised cost, refer para of Impairment of financial assets.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income:

- The asset is held within a business model whose objective is achieved both by collecting Contractual cash flows and selling financial assets; and

- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income is recognized in profit or loss for FVTOCI debt instruments. For the purposes of recognizing foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortized cost. Thus, the exchange differences on the amortized cost are recognized in profit or loss and other changes in the fair value of FVTOCI financial assets are recognized in other comprehensive income and accumulated under the heading of 'Reserve for debt instruments through other comprehensive income'. When the investment is disposed of, the cumulative gain or loss previously accumulated in this reserve is reclassified to profit or loss.

For the impairment policy on debt instruments at FVTOCI, refer Para of Impairment of financial assets. All other financial assets are subsequently measured at fair value.

#### Effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognized in profit or loss and is included in the "Other income" line item.

#### Financial assets at fair value through profit or loss (FVTPL)

Debt instruments that do not meet the amortised cost criteria or FVTOCI criteria (see above) are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognized in profit or loss. The net gain or loss recognized in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

#### Impairment of financial assets

The Company applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, debt instruments at FVTOCI, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

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

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

If the Company measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period, but determines at the end of a reporting period that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Company again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

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

The impairment requirements for the recognition and measurement of a loss allowance are equally applied to debt instruments at FVTOCI except that the loss allowance is recognized in other comprehensive income and is not reduced from the carrying amount in the balance sheet.

#### Derecognition of financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss if such gain or loss would have otherwise been recognized in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognize under continuing involvement, and the part it no longer recognizes on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognized and the sum of the consideration received for the part no longer recognized and any cumulative gain or loss allocated to it that had been recognized in other comprehensive income is recognized in profit or loss if such gain or loss would have otherwise been recognized in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognized in other comprehensive income is allocated between the part that continues to be recognized and the part that is no longer recognized on the basis of the relative fair values of those parts.

## 2.11 Financial liabilities

All financial liabilities are subsequently measured at amortized cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Company, and commitments issued by the Company to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

### Financial liabilities subsequently measured 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.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.



### Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by a Company entity are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- The amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- The amount initially recognized less, when appropriate, the cumulative amount of income recognized in accordance with the principles of Ind AS 18.

### Derecognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognized in profit or loss. The net gain or loss recognized in profit or loss incorporates any interest paid on the financial liability and is included in the 'Other income' line item.

#### 2.12 Cash Flow Statement:

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

#### 2.13 Cash and Cash Equivalents:

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

#### 2.14 Borrowing Cost

Borrowing costs attributable to the acquisition, construction or production of qualifying assets, are added to the cost of those assets, up to the date when the assets are ready for their intended use. All other borrowing costs are expensed in the period they occur.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### 2.15 Foreign Currency Transaction

Transaction in foreign currency is recorded at exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currency are translated at the exchange rate prevailing on the Balance sheet date and exchange difference on translation of monetary assets and liabilities and resultant gain or loss is recognised in the Profit and loss account.

Non-Monetary assets and liabilities are translated at the rate prevailing on the date of transaction.

#### 2.16 Segment Reporting

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. The Company's primary segment is identified as business segment based on nature of products, risks, returns and the internal business reporting system and secondary segment is identified based on the geographical location of the customers.

#### 2.17 Earnings Per Share:

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders after deducting preference dividends and attributable taxes by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, if any

#### 2.18 Use of Estimates

The preparation of the financial statements in conformity with Ind-AS requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities (including contingent liabilities) on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/materialize.

### 3. KEY ACCOUNTING ESTIMATES

- a) **Fair value measurement of financial instruments:** When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value are measured using valuation techniques. The inputs to these models are taken from observable markets where `possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments.
- b) **Impairment of non-financial assets:** Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of

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disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cashflow (DCF) model. The cash flows are derived from the budget and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

- c) **Taxes:** Deferred tax assets are recognized for unused tax credits to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgments is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.
- d) **Defined benefit plan:** The cost of the defined benefit plans and other post-employment benefits and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter that is subject to change the most is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation and extrapolated as needed along the yield curve to correspond with the expected term of the defined benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at intervals in response to demographic changes. Future salary increases are after considering the expected future inflation rates for the country.

#### **4. RECENT ACCOUNTING PRONOUNCEMENTS AND ITS EFFECT ON FINANCIALS**

**Ind AS 116 Leases:** On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The effective date for adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019. The standard permits two possible methods of transition:

1. Full retrospective - Retrospectively to each prior period presented applying Ind AS 8 Accounting policies, Changes in accounting estimates and errors.
2. Modified retrospective - Retrospectively, with the cumulative effect of initially applying the standard recognized at the date of initial application.

Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:

1. Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application or;
2. An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS 17 immediately before the date of initial application.

Effective April 01, 2019, the company has adopted Ind AS 116 'Leases' using modified retrospective approach. The adoption of the standard did not have any material impact on the financial results.

#### **Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments**

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible method of transition:

1. Full retrospective approach - under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight
2. Retrospectively, with the cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives

Effective April 01, 2019, the company has adopted Ind AS 12 Appendix C using retrospectively, with the cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives. The adoption of the standard did not have any material impact on the financial results.

The Company has elected to exercise the option permitted under section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance 2019. Accordingly, the Company has recognized provision for the income tax for the year ended 31.03.2024 and re-measured its Deferred Tax Assets based on rate prescribed in the said section.

5.

NOTE 5. PROPERTY, PLANT AND EQUIPMENT AND OTHER INTANGIBLE ASSETS

(Rupees in Lacs)

Particulars	Property, Plant & Equipments						Other Intangible Assets			
	Plant and Machinery	Furniture and fixtures	Vehicles	Office equipment	Computers	Electrical Installations	Building	Total	Computer Software	Total
<b>Year Ended 31st March, 2023</b>										
Gross Carrying Value										
Opening Gross Carrying Amount	0.50	55.95	314.37	1.69	10.23	18.03		400.78	6.75	6.75
Addition during the year			189.52	0.10	3.47		91.20	284.29	0.15	0.15
Deduction during the year			24.52					24.52	-	-
Closing Gross Carrying Value	0.50	55.95	479.37	1.79	13.70	18.03	91.20	660.55	6.90	6.90
<b>Accumulated Depreciation</b>								0.00		-
Opening Accumulated Depreciation	0.38	30.69	68.28	0.67	9.60	5.27	-	114.89	4.61	4.61
Depreciation During the Year	0.02	5.39	42.12	0.20	1.20	1.60	0.47	51.01	0.24	0.24
Deduction during the year			12.84					12.84		-
Closing Accumulated Depreciation	0.41	36.08	97.56	0.87	10.80	6.87	0.47	153.06	4.84	4.84
<b>Net Carrying Amount</b>	0.10	19.87	381.81	0.93	2.90	11.16	90.73	507.49	2.05	2.05
<b>Year Ended 31st March, 2024</b>								0.00		-
Gross Carrying Value								0.00		-
Opening Gross Carrying Amount	0.50	55.95	479.37	1.79	13.70	18.03	91.20	660.55	6.90	6.90
Addition during the year	-	-	-	-	0.89	-	0.85	1.74		-
Deduction during the year	-	-	109.87	-	-	-	-	109.87	0.00	-
Closing Gross Carrying Value	0.50	55.95	369.50	1.79	14.58	18.03	92.05	552.42	6.90	6.90
<b>Accumulated Depreciation</b>								0.00		-
Opening Accumulated Depreciation	0.41	36.08	97.56	0.87	10.80	6.87	0.47	153.06	4.84	4.84
Depreciation During the Year		5.39	58.88	0.21	1.90	1.45	28.88	96.71	0.16	0.16
Deduction during the year			36.26					36.26		-
Closing Accumulated Depreciation	0.41	41.46	120.19	1.08	12.70	8.32	29.35	213.52	5.00	5.00
<b>Net Carrying Amount</b>	0.10	14.49	249.31	0.72	1.89	9.71	62.70	338.90	1.89	1.89

**6. OTHER NON CURRENT FINANCIAL ASSETS** (₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Unsecured, considered good		
Society Deposit	3761.07	3579.70
Security Deposits	52.60	51.07
Other Financial Assets	0.00	0.00
<b>Total</b>	<b>3813.66</b>	<b>3630.76</b>

**7. OTHER NON CURRENT ASSETS** (₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Advances for Land	2772.43	2772.43
Capital Advances	18.00	18.00
<b>Total</b>	<b>2790.43</b>	<b>2790.43</b>

**8. INVENTORIES** (₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Work in progress	2655.08	2636.57
Finished Goods	2301.42	1652.66
<b>Total</b>	<b>4956.50</b>	<b>4289.23</b>

Inventories of Work in progress and Finished Goods are valued at cost or net realisable value whichever is lower.

**9. TRADE RECEIVABLES** (₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Unsecured, considered good	31.10	0.50
<b>Total</b>	<b>31.10</b>	<b>0.50</b>

9.1 Trade receivables include Rs. Nil (Previous year Rs. Nil) amount due from directors, firm or companies in which directors are interested as partners or directors.

9.2 For aging schedule of Trade receivables refer Note 43

**10. CASH AND CASH EQUIVALENTS** (₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Balances with banks		
-in Current Accounts	14.59	5.40
Debit balance in BOI term loan account	0.27	0.27
Cash on hand	101.94	20.64
<b>Total</b>	<b>116.80</b>	<b>26.31</b>

**11. OTHER BALANCES WITH BANKS** (₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Under attachment by Income tax Department	10.91	10.91
<b>Total</b>	<b>10.91</b>	<b>10.91</b>

**12. CURRENT LOANS** (₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Unsecured, considered good		
- Loans to others	644.48	644.48
<b>Total</b>	<b>644.48</b>	<b>644.48</b>

**13. OTHER CURRENT ASSETS** (₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Unsecured, considered good		
Advance to Suppliers		
Considered good	1016.76	545.30
Balance with Revenue Authorities	109.90	19.26
Prepaid Expenses	4.76	3.16
Advances to Employees	7.71	8.13
<b>Total</b>	<b>1139.14</b>	<b>575.86</b>

**14. SHARE CAPITAL** (₹ in Lakhs)

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	No.	Amount in Rs. Lakhs	No.	Amount in Rs. Lakhs
<b>AUTHORISED</b>				
Equity shares of Rs. 1/- each (31st March, 2023 Equity shares of Rs. 10/- each)	1,00,00,00,000	10000.00	10,00,00,000	10000.00
	<b>1,00,00,00,000</b>	<b>10000.00</b>	<b>10,00,00,000</b>	<b>10000.00</b>
<b>ISSUED, SUBSCRIBED AND FULLY PAID UP</b>				
At the beginning of the year	50,35,98,000	5035.98	2,51,79,900	2517.99
Add: Issue of bonus shares	-	-	2,51,79,900	2517.99
Add: Stock Split (Rs.10 each into Rs.1 each)	-	-	45,32,38,200	0
<b>Equity shares at the end of the year</b>	<b>50,35,98,000</b>	<b>5035.98</b>	<b>50,35,98,000</b>	<b>5035.98</b>

\*The Board has allotted the bonus shares at 1:1 ratio and Split the shares from its face value Rs. 10 each to Rs. 1 each in its Board Meeting held on July 18, 2022. Accordingly, the number of shares increased from 2,51,79,900 to 50,35,98,000. The paid-up capital on account of Bonus issue of Rupees 25,17,99,000 has been appropriated from Securities Premium account, General reserve and accumulation of Profit and loss account.

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

Name of the shareholder	As at 31st March, 2024		As at 31st March, 2023	
	No. Of shares	% of holding	No. Of shares	% of holding
Jahnvi Patel	14,10,88,113	28.02%	13,75,05,198	27.30%
Ashish Patel	8,54,52,020	16.97%	8,54,52,020	16.97%
Uday Bhatt	3,91,56,794	7.77%	4,18,15,303	8.30%

**14.2 Rights, Preferences and restrictions attached to equity shares**

The company has one class of equity shares having a par value of Rs. 1 each. Each shareholder is eligible for one vote per share held. The dividend proposed by board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of Liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

**14.3 Shares held by promoters at the end of the year**

S.No	Promoter name	No. of Shares	%of total shares	% Change during the year
1	Ashishbhai Prafulbhai Patel	8,54,52,020	16.97%	-
2	Jahnvi Ashishbhai Patel	14,10,88,113	28.02%	0.72%
3	Prafulbhai Chunibhai Patel	1,02,000	0.02%	-
4	Madhuben Prafulbhai Patel	6,96,980	0.14%	-
5	Nikiben Miteshbhai Shah	1,02,000	0.02%	-

**15. OTHER EQUITY**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>(a) Security Premium</b>		
At the beginning of the year		1200.00
Add: Addition during the year		0.00
Less : Deduction made during the year		(1200.00)
Balance at the end of the year		0.00
<b>(b) General Reserve</b>		
At the beginning of the year		25.00
Add: Addition during the year		0.00
Less : Deduction made during the year		(25.00)
Balance at the end of the year		0.00
<b>(c) Profit &amp; Loss</b>		
At the beginning of the year	480.41	1701.35
Add: Addition during the year	(461.66)	72.05
Less : Deduction during the year	-	(1292.99)
Balance at the end of the year	<b>18.75</b>	<b>480.41</b>
<b>Total</b>	<b>18.75</b>	<b>480.41</b>



**16. NON CURRENT BORROWINGS**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Loans (Secured)</b>		
From Banks	893.51	142.54
<b>Total</b>	<b>893.51</b>	<b>142.54</b>

**17. OTHER NON CURRENT FINANCIAL LIABILITIES**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Security Deposits	1.12	1.12
<b>Total</b>	<b>1.12</b>	<b>1.12</b>

**18. NON CURRENT PROVISIONS**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Provision for Employee benefits</b>		
-Gratuity	27.87	24.58
<b>Total</b>	<b>27.87</b>	<b>24.58</b>

**19. BORROWINGS**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>UNSECURED LOANS</b>		
(a) Loans from directors	3208.11	2077.87
<b>CURRENT MATURITIES OF LONG TERM BORROWINGS</b>		
(a) From Banks against the hypothecation of motor car	140.85	57.36
<b>Total</b>	<b>3348.95</b>	<b>2135.23</b>

**20. TRADE PAYABLES**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Outstanding due to micro and small enterprises	3.29	0.92
Outstanding due to creditors other than micro and small enterprises	320.14	381.58
<b>Total</b>	<b>323.42</b>	<b>382.50</b>

21.1 Includes payables to related parties

21.2 For aging schedule of trade payables refer note no. 43

**21. OTHER CURRENT FINANCIAL LIABILITIES**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Salaries and Wages payable	7.49	10.59
<b>Total</b>	<b>7.49</b>	<b>10.59</b>

**22. OTHER CURRENT LIABILITIES**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Booking Advance received from customers	4321.04	4361.20
Statutory Dues	3.49	4.35
<b>Total</b>	<b>4324.54</b>	<b>4365.54</b>

**23. CURRENT PROVISIONS**

(₹ in Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
<b>Provision for Employee benefit expense</b>		
Gratuity	0.83	0.76
PF Contribution	0.49	0.85
ESIC Contribution	0.06	0.02
Bonus	5.41	5.47
<b>Total</b>	<b>6.79</b>	<b>7.10</b>

**24. COMPONENTS OF INCOME TAX EXPENSE**

(₹ in Lakhs)

1. The major component of Income tax expense for the year ended on March 31, 2024 and March 31, 2023 are as follows:

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Statement of Profit and Loss</b>		
<b>Current tax</b>		
Current income tax	-	35.00
Adjustment of tax relating to earlier periods	16.59	7.28
<b>Deferred tax</b>		
Deferred tax expense	(9.36)	7.12
<b>Mat Credit written off</b>		
	7.23	88.30
<b>Other comprehensive income</b>		
<b>Deferred tax on</b>		
Net loss/(gain) on actuarial gains and losses	-	(0.33)
Debt instruments carried at FVTOCI		
	-	(0.33)
<b>Income tax expense as per the statement of profit and loss</b>	<b>7.23</b>	<b>87.97</b>

2. Reconciliation of effective tax

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Profit before tax from continuing and discontinued operations	(455.38)	158.73
Statutory Tax Rate	25.17%	25.17%
Tax at statutory Tax Rate		
Adjustments for:		
Changes due to payment of Tax as per MAT		
MAT Benefit for Transitional Ind AS Impact		
Excess provision created for Income Tax		
Reversal of deferred Tax (due to payment of MAT)	7.23	87.97
<b>Tax expense / (benefit)</b>	<b>7.23</b>	<b>87.97</b>

### 3. Movement in deferred tax assets and liabilities

For the year ended on March 31, 2024

(₹ in Lakhs)

Particulars	As at April 1, 2023	Credit/(charge) in the Statement of Profit and Loss	Credit/(charge) in Other Comprehensive Income	As at March 31, 2024
<b>Deferred tax assets/(liabilities)</b>				
Accelerated depreciation for tax purposes	6.03	-	-	6.03
Deferred tax income on amortization of Loan processing fees	-	-	-	-
Deferred tax expense on fair valuation of investment	-	-	-	-
Expenditure allowable on payment basis	1.38	-	-	1.38
MAT credit				
<b>TOTAL</b>	<b>7.41</b>			<b>7.41</b>

For the year ended on March 31, 2023

(₹ in Lakhs)

Particulars	As at April 1, 2022	Credit/(charge) in the Statement of Profit and Loss	Credit/(charge) in Other Comprehensive Income	As at March 31, 2023
<b>Deferred tax assets/(liabilities)</b>				
Accelerated depreciation for tax purposes	13.40	(7.36)	0.00	6.03
Deferred tax income on amortization of Loan processing fees	0.00	0.00	0.00	0.00
Deferred tax expense on fair valuation of investment	0.00	0.00	0.00	0.00
Expenditure allowable on payment basis	1.14	0.24	0.00	1.38
MAT credit	38.90	(38.90)		0.00
<b>TOTAL</b>	<b>53.43</b>	<b>(46.02)</b>	<b>0.00</b>	<b>7.41</b>

## 4. Current / Non-current tax assets and liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-current</b>		
Tax Assets	127.86	100.17
<b>Current</b>		
Current tax liabilities	-	-

## 25. EMPLOYEE BENEFITS

**A. Defined contribution plans:** The Company deposits amount of contribution to government under PF and other schemes operated by government.

Amount of Rs. 1.74 Lacs (P.Y.: Rs. 1.90 Lacs) is recognised as expenses and included in Note 32 "Employee benefit expense"

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Provident and other funds	-	-
Provident fund expense	0.40	0.57
Employer'S Esic Cont.Exp.A/C	0.15	0.23
Employer'S Lwf Cont Exps A/C	0.00	0.00
Pension Fund expense	0.70	0.93
<b>TOTAL</b>	<b>1.25</b>	<b>1.74</b>

**B. Defined benefit plans:**

The Company has following post-employment benefits which are in the nature of defined benefit plans:

(a) **Gratuity:** The Company operates gratuity plan wherein every employee is entitled to the benefit as per scheme of the Company, for each completed year of service. The benefit vests only after five years of continuous service, except in case of death/disability of employee during service. The vested benefit is payable on separation from the Company, on retirement, death or termination.

Changes in defined benefit obligation and plan assets

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Gratuity - Defined benefit obligation</b>	25.33	23.22
Opening Balance		
<b>Gratuity cost charged to statement of profit and loss</b>		
Service cost	2.42	1.72
Net interest expense	1.90	1.68
Transfer in / (out) obligation	4.32	3.40
<b>Sub-total included in statement of profit and loss</b>		
<b>Benefit paid</b>		
<b>Remeasurement gains/(losses) in other comprehensive income</b>		

Return on plan assets (excluding amounts included in net interest expense)				
Actuarial changes arising from changes in demographic assumptions				
Actuarial changes arising from changes in financial assumptions	0.52		(0.49)	
Experience adjustments	(1.47)		(0.80)	
<b>Sub-total included in OCI</b>		(0.95)		(1.29)
Defined benefit obligation		28.70		25.33
Fair value of plan assets				
<b>Total benefit liability</b>		<b>28.70</b>		<b>25.33</b>

The principal assumptions used in determining above defined benefit obligations for the Company's plans are shown below:

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Discount rate	7.22%	7.50%
Future salary increase	7.00%	7%
Attrition rate	2.00%	2%
Mortality rate during employment	Indian Assured Lives Mortality (2012-14) Mortality	Indian Assured Lives Mortality (2012-14) Mortality

A quantitative sensitivity analysis for significant assumption is as shown below: (₹ in Lakhs)

Particulars	Sensitivity level	(Increase) / decrease in defined benefit obligation (Impact)	
		For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Gratuity</b>			
Discount rate	1% increase	-1.78	-1.68
	1% decrease	1.99	1.87
Salary increase	1% increase	1.35	1.18
	1% decrease	-1.20	-1.05
Employee turnover rate	1% increase	0.14	0.22
	1% decrease	-0.01	-0.02

The followings are the expected future benefit payments for the defined benefit plan:

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<b>Gratuity</b>		
Within the next 12 months (next annual reporting period)	0.83	0.76
Between 2 and 5 years	5.39	4.83
Beyond 5 years	44.80	41.59
<b>Total expected payments</b>	<b>51.02</b>	<b>47.18</b>

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Gratuity	10 Years	10 Years

**26. REVENUE FROM OPERATIONS**

(₹ in Lakhs)

Particulars	For the Year Ended 31st March 2024	For the Year Ended 31st March 2023
Sales from construction related activities	676.47	1433.96
Other operating revenues	0.00	0.00
<b>Total</b>	<b>676.47</b>	<b>1433.96</b>

**27. OTHER INCOME**

(₹ in Lakhs)

Particulars	For the Year Ended 31st March 2024	For the Year Ended 31st March 2023
Other income	1.81	99.48
<b>Total</b>	<b>1.81</b>	<b>99.48</b>

**28. COST OF MATERIAL CONSUMED**

(₹ in Lakhs)

Particulars	For the Year Ended 31st March 2024	For the Year Ended 31st March 2023
Raw Material Consumed	643.48	1998.92
<b>Total</b>	<b>643.48</b>	<b>1998.92</b>

**29. PURCHASE AND PROJECT DEVELOPMENT EXPENSES**

(₹ in Lakhs)

Particulars	For the Year Ended 31st March 2024	For the Year Ended 31st March 2023
Labour Charges	400.16	224.93
Freight Expenses	0.00	0.00
Power and Fuel	20.43	24.08
Other Expenses	69.62	370.93
<b>Total</b>	<b>490.21</b>	<b>619.93</b>

**30. CHANGES IN INVENTORIES OF LAND AND CONSTRUCTION WORK IN PROGRESS**

(₹ in Lakhs)

Particulars	For the Year Ended 31st March 2024	For the Year Ended 31st March 2023
Opening Value	4289.23	2306.32
Closing Value	(4956.50)	(4289.23)
<b>Total</b>	<b>(667.27)</b>	<b>(1982.91)</b>

**31. EMPLOYEE BENEFIT EXPENSES**

(₹ in Lakhs)

Particulars	For the Year Ended 31st March 2024	For the Year Ended 31st March 2023
Salaries and wages	164.02	143.87
Gratuity Expenses	4.32	3.40
<b>Total</b>	<b>168.34</b>	<b>147.27</b>

**32. FINANCE COST**

(₹ in Lakhs)

Particulars	For the Year Ended 31st March 2024	For the Year Ended 31st March 2023
Interest paid to Banks	41.26	7.97
Interest on late payment of taxes	5.14	24.06
Other Finance Cost	20.18	0.00
<b>Total</b>	<b>66.58</b>	<b>32.03</b>

**33. DEPRECIATION AND AMORTISATION EXPENSE**

(₹ in Lakhs)

Particulars	For the Year Ended 31st March 2024	For the Year Ended 31st March 2023
Depreciation Expenses	96.87	51.25
<b>Total</b>	<b>96.87</b>	<b>51.25</b>

**34. OTHER EXPENSES**

(₹ in Lakhs)

Particulars	For the Year Ended 31st March 2024	For the Year Ended 31st March 2023
Advertisement and Business Promotion Expenses	15.63	26.61
Commission Expenses paid	0.00	36.00
Telephone Expenses	1.24	0.48
Insurance Expenses	4.31	2.71
Legal and Professional Fees	199.59	202.43
Payment to Auditors	1.48	1.48
Certification charges	0.04	0.00
Power and Fuel Expenses	5.99	5.54
Travelling and Conveyance Expenses	17.13	13.18
Rates and Taxes	1.03	32.34
- Plant and Machinery	2.20	1.02
- Others	2.62	4.79
Bank Charges	1.39	1.68
Postage and Courier Expenses	0.28	1.72
Security Expenses	11.37	28.32
Miscellaneous Expenses	22.06	4.62
Membership fees	0.00	0.00
Penalty paid	0.00	19.01

Sundry Balances Written off	15.91	100.00
Donations	0.00	1.31
Gardening expenses	8.58	0.00
Deficit on Sale of Cars	13.61	0.00
CSR Expenses	11.00	25.00
<b>Total</b>	<b>335.44</b>	<b>508.24</b>

### 35. RELATED PARTY DISCLOSURES

Related party disclosures, as required by Ind AS 24, "Related Party Disclosures", are given below.

#### A. Particulars of related parties and nature of relationships

Name of the related parties	
Ashish P. Patel	Key Management Personnel
Khyati Patel	
Pranav J. Patel	
Ashish P. Patel (HUF)	Relatives of Key Management Personnel
Jahnvi Ashish Patel	Director
Tushar Patel (independent director)	
Rahul Krishkumar Mehra (independent director)	
Bharat Pandya (independent director)	
Nirav Vasantlal Patel (independent director)	
Alok Harishikesh Vaidya	
Radhe Infra and Projects India Limited	Parties where key management personnel have substantial interest
Pratigna Properties Private Limited	
Garima Venture Finance Limited	
Saurashtra Cement Corporation	
Garima Communications	

#### B. Related party transactions and balances

(₹ in Lakhs)

Terms and conditions of transactions with related parties

The details of material transactions and balances with related parties are given below:

Sr. No	a) Transactions during the year	For the year ended on March 31, 2024	For the year ended on March 31, 2023
1	<u>Sales and other operating income</u>	-	-
	Sales of Shops	Nil	Nil
2	<u>Purchase of stock in trade</u>		
	Saurashtra Cement Corporation		(0.44)
3	<u>Remuneration Paid</u>		
	Ashish P Patel	33.00	33.00
	Pranav J Patel	3.96	3.60
	Khyati Patel	6.00	4.80
4	<u>Borrowings (Loan Taken) Addition</u>		
	Pratigna Properties Private Limited	540.00	0.00



	Ashish P Patel	3464.98	2623.73
5	<u>Borrowings (Loan Repaid) Repaid</u>		
	Jahnvi A. Patel	-	2.70
	Ashish P Patel	2334.74	1507.77

b) Balances at the end of the year		As at March 31, 2024	As at March 31, 2023
1	<u>Outstanding Payables (Accrued Salary &amp; Wages)</u>		-
	Ashish P Patel	2.75	2.75
	Pranav J Patel	0.30	0.30
	Khyati Patel	0.50	0.40
2	<u>Accounts payables outstanding</u>		
	Saurashtra Cement Corporation	0.00	0.00
3	<u>Advances Received</u>		
	Ashish P Patel HUF	7.00	7.00
4	<u>Advances Paid</u>		
	Ashish P Patel	0.00	0.00
5	<u>Borrowings (Loans Taken)</u>		
	Pratigna Properties Private Limited	540.00	0.00
	Ashish P Patel	3201.81	2071.57
	Jahnvi A. Patel	6.30	6.30

### 36. SEGMENT INFORMATION

#### Primary operating segment

In Line with Ind AS 108 on Operating Segment and basis of the review of operations being done by the senior management, the operations of group falls under real estate business which is considered to be the only reportable segment by the management.

#### Information about product and services:

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Real Estate Promotion and Development	676.47	1,433.96

#### Information about geographical areas

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Within India Revenue from operation	676.47	1,433.96

#### Information about major customers

Revenues from aggregate five of the customers of the Company for the year ended 31 March, 2024 were Rs.502.12 Lacs (approximately 74.23% of total revenues) which is more than 10% of the total revenues.

Revenues from aggregate two of the customers of the Company for the year ended 31 March, 2023 were Rs. 1241.46 Lacs (approximately 86.58% of total revenues) which is more than 10% of the total revenues.

### 37. FINANCIAL ASSETS AND LIABILITIES

Financial assets by category							(₹ in Lakhs)
Particulars	As at 31st March, 2024			As at 31st March, 2023			
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost	
Investments in							
Trade receivables	-	-	31.10	-	-	0.50	
Loans	-	-	644.48	-	-	544.48	
Cash & cash equivalents (including other bank balances)	-	-	127.70	-	-	37.22	
Other financial assets							
- Society Deposit	-	-	3761.07	-	-	3502.12	
- Security & Tender deposits	-	-	52.60	-	-	51.07	
- Others	-	-	0.00	-	-	100.00	
<b>Total Financial assets</b>			<b>4616.94</b>	-	-	<b>4,235.38</b>	

Note: Loans include current and non current financial loans.

Financial liabilities by category							(₹ in Lakhs)
Particulars	As at 31st March, 2023			As at 31st March, 2022			
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost	
Borrowings	-	-	893.51	-	-	142.54	
Trade payables	-	-	323.42	-	-	382.50	
Other financial liabilities							
- Current maturities of long-term borrowings	-	-	3348.95	-	-	2135.23	
- Security Deposits	-	-	1.12	-	-	1.12	
- Salary & Wages Payable	-	-	7.49	-	-	10.59	
- Inter Corporate Deposits	-	-	-	-	-	-	
- Customer Booking Refundable	-	-	-	-	-	-	
<b>Total Financial liabilities</b>	-	-	<b>4,574.50</b>	-	-	<b>2,671.99</b>	

Note: Borrowings include current and non current financial borrowings

### 38. FAIR VALUES

(₹ in Lakhs)

#### 1. Carrying value and fair value:

Given below is the comparison by class of the carrying value and fair value of the Company's financial instruments.

Particulars	Carrying value		Fair value	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
<b>Financial assets</b>				
Trade receivables	31.10	0.50	31.10	0.50
Loans	644.48	544.48	644.48	544.48
Cash & cash equivalents (including other bank balances)	127.70	37.22	127.70	37.22
<b>Other financial assets</b>				
- Society Deposit	3761.07	3502.12	3,761.07	3,502.12
- Security & Tender deposits	52.60	51.07	52.60	51.07
- Others	0.00	100.00	0.00	100.00
<b>Financial Liabilities</b>				
<b>Borrowings</b>	893.51	142.54	893.51	142.54
<b>Trade payables</b>	323.42	382.50	323.42	382.50
- Current maturities of long-term borrowings	3,348.95	2,135.23	3,348.95	2,135.23
- Security Deposits	1.12	1.12	1.12	1.12
- Salary & Wages Payable	7.49	10.59	7.49	10.59
- Inter Corporate Deposits	-	-	-	-
- Customer Booking Refundable	-	-	-	-

2. Quantitative disclosures fair value measurement hierarchy for liabilities: There are no such liabilities in the company which are measured at FVTPL or at FVTOCI.

#### 39. CONTINGENT LIABILITIES

(₹ in Lakhs)

Particulars	As at 'March 31, 2024	As at 'March 31, 2023
a. Disputed demand under :		
(i) Income tax		
A.Y 2016-17	5.49	2,174.23

#### 40. COMMITMENTS & OBLIGATIONS

(₹ in Lakhs)

Particulars	As at 'March 31, 2024	As at 'March 31, 2023
a. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	-	-

#### 41. EARNINGS PER SHARE (EPS)

(₹ in Lakhs)

Particulars	As at 'March 31, 2024	As at 'March 31, 2023
<b>Basic &amp; Diluted EPS</b>		
<b>Computation of Profit (Numerator)</b>		
(i) Profit/(loss) from continuing operations	(458.13)	72.05

(ii) Profit from discontinued operations	-	-
(iii) Profit/loss from continuing & discounted operations	(458.13)	72.05
<b>Weighted Average Number of Shares (Denominator)</b>	<b>Nos.</b>	<b>Nos.</b>
Weighted average number of Equity shares of Rs.1 each used for calculation of basic and diluted earnings per share	50,35,98,000	50,35,98,000
<b>Basic &amp; Diluted EPS (in Rupees)</b>		
(i) Continuing operations	-0.09	0.01
(ii) Discontinued operations	-	-
(iii) Continuing and Discontinued operations	-0.09	0.01

**Note:** Since the Split and bonus issue is an issue without consideration, the issue is treated as if it had occurred prior to the beginning of the year 2021, the earliest period reported and therefor previous year EPS has also been updated accordingly.

## 42. OTHER NOTES

### I. PAYMENT TO AUDITORS

Details of payment to Auditors are as follows:

Particulars	As at 'March 31, 2024	As at 'March 31, 2023
Audit Fees	1.48	1.48
Certification and other services	0.04	-
<b>Total</b>	<b>1.52</b>	<b>1.48</b>

- II. The cash on hand balance has not been verified by the auditors and the same has been stated based on the certificate of a director.
- III. Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under to the extent the company has received intimation from the "Suppliers" regarding their status under the Act.

Sr No	Particulars	As at 'March 31, 2024	As at 'March 31, 2023
(a)	Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year (but within due date as per the MSMED Act)		
	> Principal amount due to micro and small enterprise	3.29	0.92
	> Interest due on above	Nil	Nil
(b)	Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	Nil	Nil

(c)	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding interest specified under the Micro, Small and Medium Enterprises Act,2006	Nil	Nil
(d)	The amount of interest accrued and remaining unpaid at the end of each accounting year	Nil	Nil
(e)	Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	Nil	Nil

IV. Previous year's figures have been regrouped wherever necessary to make them comparable with those of the current year.

V. Company has an agreement with Shantinagar Co-operative Society for development of plots and resale for the scheme called "Radhe Acre" which is currently undergoing in a dispute with Shantinagar Co Op Society and earlier owners of land regarding the title of the land, In this regards Supremecourt has put on a stay on selling any plots under this scheme, However management of company is of the opinion that the stay will be releived very soon, and as company is not a party of dispute this litigation will not cause any loss to the company.

VI. Trade Receivables ageing schedule

For the year ended 31st March, 2024

(₹ in Lakhs)

Particulars	Outstanding for following periods from due date of payment			
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years
(i) Undisputed Trade receivables – considered good	4.00	-	-	-
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-
<b>Total</b>	<b>4.00</b>	<b>-</b>	<b>-</b>	<b>-</b>

For the year ended 31st March, 2023

Particulars	Outstanding for following periods from due date of payment			
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years
(i) Undisputed Trade receivables – considered good	-	-	-	0.50

(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired		-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired		-		
<b>Total</b>	-	-	-	<b>0.50</b>

#### VII. Trade Payables ageing schedule

For the year ended 31st March, 2024

Particulars	Outstanding for following periods from due date of payment#				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.96	0.00	0.00	0.00	0.96
(ii) Others	274.63	27.61	8.89	2.86	313.99
(iii) Disputed dues – MSME	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>275.60</b>	<b>27.61</b>	<b>8.89</b>	<b>2.86</b>	<b>314.95</b>

For the year ended 31st March, 2023

Particulars	Outstanding for following periods from due date of payment#				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	0.92	0.00	0.00	0.00	0.92
(ii) Others	343.53	23.95	3.05	11.06	381.58
(iii) Disputed dues – MSME	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>344.44</b>	<b>23.95</b>	<b>3.05</b>	<b>11.06</b>	<b>382.50</b>

#### VIII. Loans to promoters, directors, KMPs

Company has not granted any loans to promoters, directors, KMPs and the related parties either severally or jointly with any other person in the nature of Loans and Advances during the year.

IX. Analytical Ratios

Particulars	Current Year (FY 2023-24)			Previous Year (FY 2022-23)			Change In The Ratio By More Than 25% As Compared To The Preceding Year
	Ratio	Items Included In Numerator	Items Included In Denominator	Ratio	Items Included In Numerator	Items Included In Denominator	
(A) Current Ratio	0.86	6898.92	8011.20	0.80	5547.28	6900.97	Company's revenue has been restricted due to disputes as mentioned in Note 43(V), However, Company is of the opinion that the change in ration will not affect any materrialy in the long run of the company
(B) Debt-Equity Ratio	0.84	4243.59	5054.73	0.41	2278.89	5516.39	
(C) Debt Service Coverage Ratio	(0.09)	(395.07)	4243.59	0.00	4.60	2278.89	
(D) Return on Equity Ratio	(0.09)	(461.66)	5054.73	0.01	72.05	5516.39	
(E) Inventory Turnover Ratio	0.14	676.47	4956.50	0.33	1433.96	4289.23	
(F) Trade Receivables Turnover Ratio	21.75	676.47	31.10	2,867.92	1433.96	0.50	
(G) Trade Payables Turnover Ratio	3.51	1133.70	323.42	6.85	2618.85	382.50	
(H) Net Capital Turnover Ratio	NA	676.47	-	NA	1433.96	-	
(I) Net Profit Ratio	(0.68)	(461.66)	676.47	0.05	72.05	1433.96	
(J) Return on Capital employed	(0.04)	(388.80)	9281.55	0.50	3242.02	6440.24	
(K) Return on Investment	(57.09)	(21443.04)	37558.17	518.57	12496.67	2409.83	

The accompanying notes are an integral part of the financial statements.

As per our Report of even date annexed

For Shah & Jhalawadia

Chartered Accountants

FRN No. 140590W

Paurav Shah

Partner

M No : 122910

Place : Ahmedabad

Date : 30<sup>th</sup> May, 2024

On behalf of the board of directors

Ashish Patel

CEO & MD

DIN: 00228026

Jahnvi Patel

Director

DIN: 00230301

Pranav Patel

Chief Financial

Officer

Khyati Patel

Company

Secretary

Place : Ahmedabad

Date : 30<sup>th</sup> May, 2024

STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED ON JUNE 30, 2024					
(' in Lakhs, except per share data)					
Sr. No.	Particulars	Quarter ended			Year ended
		30/06/2024	31/03/2024	30/06/2023	31/03/2024
		Un-Audited	Audited	Un-Audited	Audited
1	Revenue from Operations	20.00	429.41	124.69	676.47
2	Other Income	Nil	15.41	(14.21)	1.81
3	<b>Total Revenue (1+2)</b>	<b>20.00</b>	<b>444.82</b>	<b>110.48</b>	<b>678.28</b>
4	<b>Expenses</b>				
	Cost of material consumed	4.73	54.40	128.42	643.48
	Purchase of stock-in-trade	Nil	Nil	Nil	Nil
	Changes in inventories of finished goods, work-in-progress and stock in trade	(34.02)	49.86	(189.37)	(667.27)
	Employee benefit Expenses	29.51	40.91	40.28	168.34
	Finance Costs	23.93	51.18	4.48	66.58
	Depreciation and amortisation expenses	18.37	19.74	22.92	96.87
	Construction Expenses	56.77	237.68	103.01	490.21
	Other expenses	23.03	72.16	58.75	335.44
	<b>Total Expenses (4)</b>	<b>122.33</b>	<b>525.93</b>	<b>168.50</b>	<b>1133.66</b>
5	<b>Profit / (Loss) before exceptional items and tax (1-4)</b>	<b>(102.33)</b>	<b>(81.11)</b>	<b>(58.02)</b>	<b>(455.38)</b>
6	Exceptional items	Nil	Nil	Nil	Nil
7	<b>Profit / (Loss) before tax (5-6)</b>	<b>(102.33)</b>	<b>(81.11)</b>	<b>(58.02)</b>	<b>(455.38)</b>
8	<b>Tax expense</b>				
	Current Tax	Nil	16.59	Nil	16.59
	Deferred Tax	(0.47)	1.48	(4.90)	(9.36)
9	<b>Profit / (Loss) for the period from continuing operations</b>	<b>(101.86)</b>	<b>(99.18)</b>	<b>(53.12)</b>	<b>(462.61)</b>
10	Profit / (Loss) from discontinued operations	Nil	Nil	Nil	Nil
11	Tax Expense of discontinued operations	Nil	Nil	Nil	Nil
12	Profit / (Loss) from discontinued operations (after tax) (10-	Nil	Nil	Nil	Nil
13	<b>Profit / (Loss) for the period (9+12)</b>	<b>(101.86)</b>	<b>(99.18)</b>	<b>(53.12)</b>	<b>(462.61)</b>
14	Other Comprehensive Income				
	a. Items that will not be reclassified to profit or loss (Net	Nil	0.95	Nil	0.95
	b. Items that will be reclassified to profit or loss (Net of	Nil	Nil	Nil	Nil
15	<b>Total Comprehensive Income for the period (13+14)</b>	<b>(101.86)</b>	<b>(98.23)</b>	<b>(53.12)</b>	<b>(461.66)</b>
16	<b>Earnings per equity share (for continuing operation)</b>				
	Basic	(0.02)	(0.02)	(0.01)	(0.09)
	Diluted	(0.02)	(0.02)	(0.01)	(0.09)
17	<b>Earnings per equity share (for discontinued operation)</b>				
	Basic	-	-	-	-
	Diluted	-	-	-	-
18	<b>Earnings per equity share (for continuing &amp; discontinued operation)</b>				
	Basic	(0.02)	(0.02)	(0.01)	(0.09)
	Diluted	(0.02)	(0.02)	(0.01)	(0.09)
	Paid-up equity share capital (Face value of Rs 1 each)	5035.98	5035.98	5035.98	5035.98
	Other Equity excluding Revaluation Reserve	Nil	Nil	Nil	Nil




## RADHE DEVELOPERS (INDIA) LIMITED

Radhe Acres, Block No. 220, 226 & 227, B/h. Applewoods Township, Shela, Ahmedabad- 380058, Gujarat-India.  
 CIN: L45201GJ1995PLC024491      Email: info@radheinfra.com      Website: www.radhedevelopers.com

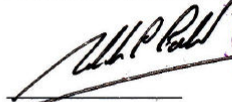




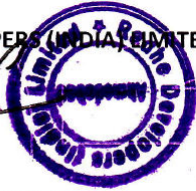
**NOTES:**

1. The aforesaid Financial Results for the quarter ended June 30, 2024 have been reviewed by the Audit Committee and subsequently approved by the Board of Directors at its Meeting held on Monday, August 5, 2024 are available on the Company's website [www.radhedevelopers.com](http://www.radhedevelopers.com) and on the website of the Stock Exchange ([www.bseindia.com](http://www.bseindia.com)). The Statutory Auditors of the Company have carried out a Limited Review of the aforesaid results;
2. The aforesaid Financial Results for the quarter ended June 30, 2024 have been prepared in accordance with Companies (Indian Accounting Standard) Rule, 2015 as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and in terms of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
3. In line with Ind AS - 108 Operating Segments and basis of the review of operations being done by the Senior Management, the operations of the Company fall under the Construction business which is considered to be the only reportable segment by the management.
4. The figures for the corresponding previous period have been restated / regrouped wherever necessary, to make them comparable.

For, RADHE DEVELOPERS (INDIA) LIMITED



**ASHISH P. PATEL**  
**MANAGING DIRECTOR & CEO**  
**DIN: 00228026**  
**DATE: AUGUST 05, 2024**  
**PLACE: AHMEDABAD**



## LIMITED REVIEW REPORT

Review report to:  
The Board of Directors  
Radhe Developers (India) Limited

We have reviewed the accompanying statement of unaudited financial results of Radhe Developers (India) Limited ("the Company") for the quarter ended 30<sup>th</sup> June, 2024 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMDI/80/2019 dated 19th July, 2019.

This statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

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

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/80/2019 dated 19th July, 2019, including the manner in which it is to be disclosed, or that it contains any material misstatement except the following:

1. No provision has been made in the quarterly results for gratuity, which is not in accordance with Indian Accounting Standard 19.



We have not reviewed the accompanying financial results and other financial information for the quarter ended 30<sup>th</sup> June, 2023 which has been presented solely based on the information compiled by the Management and has been approved by the Board of Directors.

For, Shah & Jhalawadia  
Chartered Accountants  
FRN: 0140590W



*Paurav Shah*  
CA Paurav Shah  
Partner  
M No: 122910  
UDIN: 24122910BKAVQK3816

Date: 05/08/2024  
Place: Ahmedabad

## ACCOUNTING RATIOS

### Statements of Accounting Ratios

The following tables present certain accounting and other ratios compared on the basis of amounts derived from the Audited Standalone Financial Statements for FY 2023-24 For details, see “*Financial Statements*” on page no. 79 of the Draft Letter of Offer.

*(Amount in RS., unless otherwise specified)*

Sr. No.	Particulars	Based on Audited Standalone Financial Statements	
		FY 2023-24	FY 2022-23
		<b>EPS</b>	<b>EPS</b>
A.	Net worth *	50,54,73,000	55,16,39,000
B.	Net Profit after Tax	(4,61,66,000)	72,05,000
C.	No. of Shares outstanding at the end of the year	50,35,98,000	50,35,98,000
	Weighted average number of shares outstanding	50,35,98,000	50,35,98,000
D.	- for basic earnings per share	50,35,98,000	50,35,98,000
E.	- for diluted earnings per share	50,35,98,000	50,35,98,000
F.	<b>Basic earnings per share (B/D)</b>	-0.09	0.01
G.	<b>Restated diluted earnings per share (B/E)</b>	-0.09	0.01
H.	<b>Return on net worth (%) (B/A)</b>	<b>-9.13%</b>	<b>1.31%</b>
	Net Asset Value per share of Re. 1 each	1.003	1.09
I.	<b>- based on weighted average number of shares (A/D)</b>	<b>1.003</b>	<b>1.09</b>
J.	<b>- assuming actual number of equity shares with fully diluted capital in prior years (A/E)</b>	<b>1.003</b>	<b>1.09</b>
K.	<b>EBITDA</b>	<b>(2,93,73,618)</b>	<b>1,42,52,748</b>
L.	Face value	1.00	1.00

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

- 1) Basic Earnings Per Share =  $\frac{\text{Net Profit after Tax as per statement}}{\text{Weighted average number of equity shares outstanding during the Period /year}}$
- 2) Diluted Earnings Per Share =  $\frac{\text{Net Profit after Tax as per statement}}{\text{Weighted average number of equity shares outstanding during the Period /year for the effects of all dilutive potential equity shares}}$
- 3) Return on net worth (%) =  $\frac{\text{Net Profit after Tax as per statement}}{\text{Net worth}}$
- 4) Net Asset Value per share =  $\frac{\text{Net Worth}}{\text{Number of Equity Shares subscribed and fully paid outstanding as at the end of the period / year.}}$

B. Earnings per share (EPS) calculation are in accordance with Ind - AS 33 - Earning per share.

C. Weighted average number of shares is the number of equity shares outstanding at the beginning of the period adjusted by the number of equity shares issued during period, multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.

D. "EBITDA" means earnings before interest, tax, depreciation and amortization. It has been calculated as follows:  
Profit before tax (before share of profit of Associate & Joint Venture) – other income + finance cost + depreciation and amortization expense.

E.

#### CAPITALIZATION STATEMENT

	(Rs. In Lakhs)	
Particulars	Pre Issue as on as on March 31, 2024	Post Issue *
<b>Borrowing</b>		
Short - Term Debt	3348.95	[•]
Long - Term Debt	893.51	[•]
<b>Total Debt</b>	<b>4242.46</b>	<b>[•]</b>
<b>Shareholders' Funds</b>		
<b>Share Capital</b>		
- Equity	5035.98	[•]
Less: Calls - in – arrears	-	[•]
<b>Share Application money</b>		
- Preference	-	[•]
Reserves & Surplus Including Premium	18.75	[•]
<b>Total Shareholders' Funds</b>	<b>5054.73</b>	<b>[•]</b>
<b>Long - Term Debt / Shareholders Fund</b>	<b>0.18</b>	<b>[•]</b>
<b>Short - Term Debt / Shareholders Fund</b>	<b>0.66</b>	<b>[•]</b>

\*To be updated in the Letter of Offer

**Notes:**

1. Non-current borrowings are considered as borrowings other than short term borrowings and include current maturities of long term borrowings.
2. The amounts disclosed above are based on the Financial Information of the Company.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

*You should read the following discussion of our financial condition and results of operations together with our Audited Standalone Financial statements for the Fiscal 2023-2024 included in this Draft Letter of Offer. Our audited financial statements for Fiscal 2023-2024 are prepared in accordance with Companies Act, Ind AS and SEBI Regulations. Unless otherwise stated, the financial information used in this chapter is derived from the Audited Standalone Financial statements for the Fiscal 2023-2024.*

*This discussion contains forward looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward looking statements as a result of certain factors such as those set forth in the sections titled “Risk Factors” and “Forward-Looking Statements” on pages 23 and 16 respectively.*

*Our financial year ends on March 31 of each year, so all references to a particular “financial year” and “Fiscal” are to the twelve (12) month period ended March 31 of that year. References to the “Company”, “we”, “us” and “our” in this chapter refer to Radhe Developers (India) Limited on a consolidated basis, as applicable in the relevant period, unless otherwise stated.*

### Overview of the Company

Late Chunibhai C. Patel, the original Founder of the Radhe Group, started a small civil contracting firm under the name of Chunibhai Patel & Co., Ahmedabad in the year 1960. Till 1980's, this firm was considered as the Manchester of the Gujarat State wherein civil construction for the reputed textile mills and other industrial unit was undertaken under his leadership. As a part of business growth, in the year 1995 our company was incorporated as “Radhe Developers (India) Limited” on February 03, 1995 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Gujarat. The CIN of our Company is L45201GJ1995PLC024491.

In the 1974, Mr. Prafulbhai Chunibhai Patel joined his father to expand the business under the brand of ‘Radhe’. Our company under both leadership, undertook many construction contracts and started creating its niche in real estate business within Ahmedabad City. Today, the Radhe Group is led by young Entrepreneur Mr. Ashish Patel, son of Mr. Praful Chunibhai Patel. Since incorporation till date, our company has undertaken various construction projects of buildings, township and commercial complexes. Majority of our projects are under our sole development rights. As a real estate developer with a diversified portfolio of real estate projects, we undertake customized infrastructure projects, marketing of residential and commercial unit.

We have established a track record of successfully executing projects in Ahmedabad, Gandhinagar and Mehsana, Gujarat. As of May 31, 2023, we had developed 1,26,529.52 square meters (13.61 Lakhs square feet) of Developable Area across 8 Completed Projects and 4 ongoing project which comprising 1,161,713 square meters (12,504,565 square feet) of Developable Area. Our deep understanding of the relevant real estate market, design and execution capabilities, and the strong Radhe brand and extensive marketing initiatives have enabled us to successfully grow our business. Certain of our key completed and ongoing projects include Takshashila Apartments, Mandar Bungalows, Tirthbhumi Apartments, Tirthdham Apartments, Tulsi Complex, Ganesh Plaza, Abhinav Arcade, Radiance Residency, Radhe Acre, Radhe Serene, Emerald Park and Radhe Abode.

Our Company proposes to acquire Land Reserves directly for certain projects. Our Land Reserves shall comprise land on which no development activity has commenced and no plan for development has been initiated but which we intend to develop in future, subject to various factors including marketability, receipt of regulatory clearances and development of adequate infrastructure.

Currently, our registered office is located in Ahmedabad, Gujarat. As part of our growth plan, we have taken up various projects in and around Ahmedabad, Gujarat. Currently, our business activities include:

- ┆ Development and Construction of Residential and Commercial Complex; and
- ┆ Development and Maintenance of Plotting Scheme.

For further details, see “*Business Overview*” on page 68.

### **Significant Developments Subsequent since the last balance sheet date, i.e. March 31, 2024**

Except as stated and disclosed in this Draft Letter of Offer, to our knowledge, no circumstances have arisen since last balance sheet of the Company, i.e., March 31, 2024, which materially affect or are likely to affect our operations, performance, prospects or profitability, or the value of our assets, or our ability to pay our material liabilities within the next 12 months.

### **Significant Factors Affecting Our Results of Operations**

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section titled ‘*Risk Factors*’ on page 23. The following are certain factors that had, and we expect will continue to have, a significant effect on our financial condition and results of operations:

- Increasing competition in the Industry;
- Change in prices, demand and supply of real estate;
- Changes in government regulations, tax regimes, laws and regulations that apply to the real estate industry;
- Changes in fiscal, economic or political conditions in India;
- Changes in the SEBI and RBI regulations, interest rates and tax laws in India.

### **Significant Accounting Policies**

The accounting policies have been applied consistently to the periods presented in the Financial Statements. For details of our significant accounting policies, please refer section titled “Financial Information” on page 79 of this Letter of Offer.

### **Change In Accounting Policies**

Except as mentioned in chapter “*Financial Information*” on page 79 of this Draft Letter of Offer, there has been no change in accounting policies for the period which has been included in this Letter of Offer.

### **Revenue and Expenses**

**Our revenue and expenses are reported in the following manner:**

#### **Total Revenue**

Our Total Revenue comprises of revenue from operations and other income.

- **Revenue from operations** – Our revenue from operations consists of sale of units which are recognized, net of taxes (if applicable), on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the transfer of units to customers. For detailed breakup, see chapter titled “Our Business” on page 68 of this Draft Letter of Offer.
- **Other Income** – Other income primarily comprises of recurring income which includes Maintenance Income, as well as, certain nonrecurring income such as excess provision of bonus profit on sale of fixed assets, and miscellaneous income.

#### **Expenses**

Our expenses comprise of

- **Cost of Material Consumed** – The cost of Material consumed comprises of cement, hardware items, paints, tiles, stones etc.

- **Change in Stock-in-Trade and Work-in-Progress** comprises of changes in inventories of Finished Goods, stock-in-trade and work-in-progress comprises of difference in closing balance vis-a-vis opening balance of closing stock.
- **Employee benefit expenses** – Employee benefit expense consists of salaries, wages, gratuity, bonus, commission, contribution to provident fund & other funds, and staff welfare & training expenses (if any).
- **Finance costs** – Finance cost comprises interest expense and other finance costs. Interest expense, generally, comprises interest on secured loans.
- **Depreciation and amortization expenses** – Depreciation and amortization expense comprises of depreciation on building, plant and machinery, office equipment, furniture & fixtures, vehicles, computers, servers & network, and amortization of intangible assets.
- **Power & Fuel expenses** – Power & Fuel expense comprises of Electric burning expense and other petrol, diesel and LPG Gas Expenses.
- **Other expenses** – Other expenses comprises of Legal & Professional Charges, Bank Charges, Security Expenses, payment to Auditor, Listing fees, repair & maintenance expenses, freight, insurance & clearing charges and miscellaneous expenses.
- **Tax expenses**

Tax expense comprises of current tax and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with applicable tax rates and the provisions of applicable tax laws.

Deferred tax liability or asset is recognized based on the difference between taxable profit and book profit due to the effect of timing differences. Our deferred tax is measured based on the applicable tax rates and tax laws that have been enacted or substantively enacted by the relevant balance sheet date.

## OUR RESULTS OF OPERATION

The following table sets forth certain information with respect to our results of operations for the period ended March 31, 2024 as compared to period ended March 31, 2023:

*(Rs. Unless otherwise specified)*

Particulars	As on March 31 (Audited Financial Statements)			
	2024	% of Total Income	2023	% of Total Income
Revenue from Operations	6,76,46,770	99.73	14,33,96,150	93.51
Other Income	1,80,876	0.27	99,48,057	6.49
<b>Total Revenue</b>	<b>6,78,27,646</b>	<b>100.00</b>	<b>15,33,44,207</b>	<b>100.00</b>
Cost of Material Consumed	6,43,48,430	94.87	19,98,91,560	130.35
Purchase of Stock in trade	4,90,21,400	72.27	6,19,93,017	40.43
Changes in Inventories of Stock-in-Trade	(6,67,27,164)	(98.38)	(19,82,90,984)	(129.31)
Employee Benefit Expense	1,68,34,140	24.82	1,47,26,889	9.60
Other Expenses	3,35,43,582	49.45	5,08,22,920	33.14
Financial Costs	66,58,252	9.82	32,03,058	2.09
Depreciation and Amortization Expense	96,87,167	14.28	51,24,648	3.34
<b>Total Expenses</b>	<b>11,33,65,806</b>	<b>167.14</b>	<b>13,74,71,109</b>	<b>89.65</b>



<b>Profit Before Exceptional and Extra Ordinary items and Tax</b>	(4,55,38,160)	(67.14)	1,58,73,099	10.35
Exceptional Item		-		-
<b>Profit Before Tax</b>	(4,55,38,160)	(67.14)	1,58,73,099	10.35
Tax expense:		-		-
- Current Tax	16,58,770	2.45	41,61,175	2.71
- Prior Period Tax		-		-
- Deferred tax	(9,36,155)	(1.38)	46,02,160	3.00
<b>Net Tax expenses</b>	<b>(4,62,60,775)</b>	<b>(68.20)</b>	<b>71,09,764</b>	<b>4.64</b>
<b>Profit / (Loss) for the period from continuing operation(A)</b>	<b>(4,62,60,775)</b>	<b>(68.20)</b>	<b>71,09,764</b>	<b>4.64</b>
Profit/ (Loss) from discontinuing operation(B)	<b>0</b>	-	<b>0</b>	-
Total other comprehensive Income for the period	0	-	0	-
<b>Profit/ (Loss) from continuing and discontinuing operation I=(A)+(B)</b>	<b>(4,62,60,775)</b>	<b>(68.20)</b>	<b>71,09,764</b>	<b>4.64</b>

#### COMPARISON OF FY 2024 WITH FY 2023

##### Revenue from Operations –

Our revenue from operations for the year ended March 31, 2024 was ₹ 676.47 Lakhs as compared to ₹ 1,433.96 Lakhs for the year ended March 31, 2023, representing a decrease of 52.83%. This happens because our one ongoing site is ready to sale in 2022-2023 but due to some internal matters sale is restricted.

##### Other income –

Other income for the Year ended March 31, 2024 was ₹ 1.81 Lakhs as compared to ₹ 99.48 Lakhs for the Year ended March 31, 2023. This is because, in last year one Land had been sold and profit booked from it.

##### Expenses –

Our total expenditure other than finance costs, depreciation and amortization expense for the year ended March 31, 2024 was ₹ 970.20 Lakhs as compared to ₹ 1291.43 Lakhs for the year ended March 31, 2023, representing a decrease of 24.88 %. Total expenditure comprises of:

##### Change in inventories of Stock in Trade –

The change in inventories of stock-in-trade for the year ended March 31, 2024 was ₹ (667.27) Lakhs as compared to (₹ 1982.91) Lakhs for the year ended March 31, 2023. In the Fiscal 2022-23 there has been a significant changes in closing stock of the inventories as a part of Stock in Trade due to new site land purchased.

##### Cost of Material Consumed –

The cost of material consumed for the year ended March 31, 2024 was 643.48 Lakhs as compared to ₹ 1998.92 Lakhs for the year ended March 31, 2023. There is decrease in expenses because, In the Fiscal 2022-23 purchase of land for new project compared to current fiscal year.

### Employee benefit expense –

Employee benefit expense for the year ended March 31, 2024 was ₹ 168.34 Lakhs as compared to ₹ 147.27 Lakhs for the year ended March 31, 2023, representing an increase of 14.31%. The increase was due to maintain the manpower and increase back office support.

### Finance cost –

Finance cost for the year ended March 31, 2024 was ₹ 66.58 Lakhs as compared to ₹ 32.03 Lakhs for the year ended March 31, 2023, representing an increase of 107.87%. The increase in finance cost was due to payment of interest towards secured term loan and vehicle loans.

### Depreciation and amortization expense-

Depreciation and amortization expense for the year ended March 31, 2024 was ₹ 96.87 Lakhs as compared to ₹ 51.25 Lakhs for the year ended March 31, 2023, representing an increase of 89%. The increase was due to purchase of new vehicle and construction of building that are subjected to depreciation.

### Other expenses-

Other expenses for the year ended March 31, 2024 was ₹ 335.44 Lakhs as compared to ₹ 508.23 Lakhs for the year ended March 31, 2023, representing a decrease of 34%. The change was due to onetime expenses were made in Fiscal 2022-23 compare to Fiscal 2023-24.

### Tax expenses-

Total tax expense for the year ended March 31, 2024 was ₹ 7.23 Lakhs as compared to 87.63 Lakhs for the year ended March 31, 2023. The decrease in tax expense is due to decrease in overall revenue from operation.

### Profit/(Loss) for the year –

The profit/(loss) after tax for the year ended March 31, 2024 was (462.61) Lakhs as compared to 71.10 Lakhs for the year ended March 31, 2023. This decrease in profit was due to decrease in sales and profit before tax.

### Liquidity And Capital Resources

The table below summaries of our Cash Flow from our Audited Standalone Financial Information for the financial year ended March 31, 2024:

*(Rs. In Lakhs, unless otherwise specified)*

Particulars	FY 2023-24 (Audited)
Net cash generated from / (used in) operating activities	(1865.89)
Net cash generated from / (used in) Investing Activities	58.26
Net cash generated from / (used in) from financing activities	1898.11
Net Increase / (decrease) in Cash & Cash Equivalents	90.48
Cash and cash equivalents at the beginning of the year	26.31
Cash and cash equivalents at the end of the year	116.80

For details regarding our Cash Flow for FY 2023-24, please refer to chapter “**Financial Information**” on page 79 of this Draft Letter of Offer.

## FY 2023-24

**Cash used in Operating Activities:** Cash flow is generated mainly from the operating activities of the company has been used working capital for ongoing project during the year. Result of it, net cash flow from operating activities are negative in financial year 2023-24.

**Net Cash used in Investing Activities:** Cash flow is positive because sale of Fixed Assets consists of vehicle for business purposes.

**Net Cash flow generated in Financing Activities:** Cash flow is generated mainly from proceeds from Long term and short term borrowings.

### Financial Indebtedness

The table below summaries of our borrowings from our Audited Standalone Financial Information for the financial year ended March 31, 2024:

<i>(Rs. In Lakhs, unless otherwise specified)</i>	
Category of Borrowings	FY 2023-24 (Audited)
<b>Non-current liabilities</b>	
Borrowings	893.51
<b>Current liabilities</b>	
Borrowings	3348.95
<b>Total</b>	<b>4242.46</b>

For details on our borrowings for FY 2023-24, please refer to chapter “*Financial Information*” on page 79 of this Draft Letter of Offer.

### Contingent Liabilities

The table below summaries of our Contingent Liabilities from our Audited Standalone Financial Information for the financial year ended March 31, 2024:

<i>(Rs. In Lakhs, unless otherwise specified)</i>	
Particulars	FY 2023-24 (Audited)
a. Disputed demand under Income Tax for AY – 2016-17	5.49

For details regarding our contingent liabilities for FY 2023-24, please refer to chapter “*Financial Information*” on page 79 of this Draft Letter of Offer.

### Reservations, Qualifications and Adverse Remarks

There have been no reservations, qualifications and adverse remarks however there are some key audit matters.

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the financial statements of the current period. The same has been addressed in chapter titled “Financial Statements” beginning on page 79 of this Draft Letter of Offer.

### Related Party Transactions

For details of our related party transactions, see “Note 36- Related Party Transactions” on page nos. 119 of this Draft Letter of Offer.

## **Off-Balance Sheet Items**

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

## **Quantitative And Qualitative Disclosure About Market Risk**

### **Commodity price risk**

Commodity price risk is the possibility of impact from changes in the prices of raw materials and components used therein. The costs for these materials and components are subject to fluctuation based on commodity prices. The costs of various components sourced from third party manufacturers may also fluctuate based on their availability from suppliers.

### **Credit risk**

We are exposed to credit risk from our operating and financial activities. We manage credit risk in relation to our customers by ensuring that our marketing department follows our established policies, procedures and controls, and by reviewing the creditworthiness of our customers on an on-going basis. We estimate expected credit loss on the basis of past experience and data, and provide for doubtful debts accordingly.

### **Liquidity risk**

We may experience liquidity risk due to the accumulation of receivables due from our clients which exposes us to the risk of not being able to meet our obligations. The senior management team of our Company oversees our processes and policies are formulated to minimize such risk.

### **Equity price risk**

Our Company has invested in the equity shares of our Subsidiaries as a part of our overall business strategy and growth policy. Accordingly, we are exposed to risk because of fluctuations to the prices of the equity shares. We manage our exposure to this risk by placing limits on the individual and total equity investment carried out by us in our Subsidiaries based on their respective business plans.

## **Qualitative Disclosure about Market Risk**

### **320. Unusual or infrequent events or transactions**

Except as described in this Draft Letter of Offer, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

### **321. Significant economic changes that materially affected or are likely to affect income from continuing Operations**

Other than as described in the section titled "Risk Factors" beginning on page no. 23 of this Draft Letter of Offer respectively, to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

### **322. Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations**

Other than as described in the section titled "*Risk Factors*" beginning on page no. 23 of this Draft Letter of Offer, in our opinion there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

**323.Future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known**

Other than as described in the section titled “Risk Factors” and chapter titled “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” beginning on pages 23 and 133 respectively of this Draft Letter of Offer, 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.

**324.Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices**

Increases in our revenues are by and large linked to increases in the volume of activities carried out by the Company.

**325.Total turnover of each major industry segment in which the issuer company operated**

Our Company is in the business of real estate. For details on revenue break-up from each segment, kindly refer the chapter titled “**Our Business**” beginning on Page 68 of this Draft Letter of Offer.

**326.Status of any publicly announced new products or business segment**

Our Company has not announced any new product or business segment.

**327.The extent to which business is seasonal**

Our business is not seasonal in nature.

**9. Any significant dependence on a single or few suppliers or customers**

Other than as described in this Draft Letter of Offer, particularly in Risk Factor No. 16 on page 27 of this Draft Letter of Offer, to our knowledge, there is no significant dependence on a single or few customers or suppliers.

**10. Competitive conditions**

We face competition from the unorganized sector as well as organized sector. For further details, kindly refer the chapters titled “**Risk Factors** and “**Our Business**” beginning on page no. 23 and 68 of this Draft Letter of Offer.

## SECTION VI- LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND DEFAULTS

*Our Company, Promoters, its Group companies are subject to various legal proceedings from time to time primarily arising in the ordinary course of their business.*

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

*Our Company has a 'Policy for Determination of Materiality', framed in accordance with Regulation 30 of the SEBI Listing Regulations. Notwithstanding such materiality policy approved by the Board, our Company has, solely for the purposes of this Issue, disclosed in this section, all outstanding civil proceedings involving our Company where the amount involved in such proceedings exceeds a materiality threshold of 10% of the latest audited net worth on basis, i.e., Rs. 505.28 Lakhs (Materiality Threshold). However, the Materiality Threshold does not apply to any statutory, regulatory, tax or criminal matter or any other matter which is incapable of being quantified. Except as disclosed below, there are no outstanding litigation with respect to (i) issues of moral turpitude or criminal liability on the part of our Company; (ii) material violations of statutory regulations by our Company; (iii) economic offences where proceedings have been initiated against our Company; (iv) any pending matters, which if they result in an adverse outcome, would materially and adversely affect our operations or our financial position. Pre-litigation notices received by our Company from third-parties (excluding notices pertaining to any offence involving issues of moral turpitude, criminal liability, material violations of statutory regulations or proceedings related to economic offences) shall not be evaluated for materiality until such time our are impleaded as defendants in litigation proceedings before any judicial forum.*

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

*Pre-litigation notices received by our Company and/or our Promoters and/or Group companies from third-parties (excluding notices pertaining to any offence involving issues of moral turpitude, criminal liability, material violations of statutory regulations or proceedings related to economic offences) has not be evaluated for materiality until such time our Company and/or our Promoters and/or Group companies are impleaded as defendants in litigation proceedings before any judicial forum.*

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

#### **I. LITIGATIONS RELATING TO OUR COMPANY**

- |       |  |       |
|-------|--|-------|
| (i)   | Labour Cases filed against the Company | : NIL |
| (ii)  | Labour Cases filed by the Company      | : NIL |
| (iii) | Civil Cases filed against the Company  | : YES |
| (iv)  | Civil Cases filed by the Company       | : YES |
| (v)   | Criminal cases against the Company     | : NIL |
| (vi)  | Criminal cases filed by the Company    | : NIL |
| (vii) | Cases Relating To Tax Matters          | : YES |

(viii) Notices served on the Company : YES

**(A) CIVIL CASE FILED AGAINST THE COMPANY**

1. Special Civil Suit (Old no.188 of 2012 new no.317 of 2017 and Old no.189 of 2012 new no.318 of 2017) has been filed on 2012 before the Court of Additional Sini Civil Judge, Mirzapur, Ahmedabad after that matter was transfer to Principal Sini Civil Judge, Sanand Court, Ahmedabad by hemendra R. Shah and Rakesh Panchal respectively (the “**Plaintiff**”) against Shantinagar (shella) Co. op. Hou. Soc and others (the “**Repondent**”) the Suit is registered in connection to the Radhe Developers (India) Ltd in which Mr. Ashish P. Patel of the said “Radhe Acres” Scheme/Society, the dispute is pertaining to plots (land), the plaintiff had booked plots in Radhe acre – I scheme developed by M/s Radhe Developers (India) Ltd And the plaintiff has issue regarding plot area and location so the plaintiff had file this said suit for restrain the defendants, their servants, relatives and agents from transferring, gifting, mortgaging or otherwise alienating and / or dealing with or creating any charge, encumbrance or making any construction on the said land during the pendency and till final disposal of the suit. The matter is currently for plaintiff rejoinder. The amount is Rs.28,05,600/- Involved in this case.
2. Regular Civil Suit (no.69 and 72 of 2012) has been filed on 2012 before the Court of Principal Sini Civil Judge, Sanand Court, Ahmedabad by Paramjeetkaur H. Huda, and Vijay Chhabra respectively (the “**Plaintiff**”) against Shantinagar (shella) Co. op. Hou. Soc and others (the “**Repondent**”) the Suit is registered in connection to the Radhe Developers (India) Ltd in which Mr. Ashish P. Patel of the said “Radhe Acres” Scheme/Society, the dispute is pertaining to plots (land), the plaintiff had booked plots in Radhe acre – I scheme developed by M/s Radhe Developers (India) Ltd And the plaintiff has issue regarding plot area and location so the plaintiff had file this said suit for restrain the defendants, their servants, relatives and agents from transferring, gifting, mortgaging or otherwise alienating and / or dealing with or creating any charge, encumbrance or making any construction on the said land during the pendency and till final disposal of the suit. The matter is currently pending for Counter Reply by plaintiff. The amount is Rs. 400,000/- Involved in this case.
3. Special Civil Suit (Old no.272 of 2013 new no.407 of 2017) has been filed on 2013 before the Court of Additional Sini Civil Judge, Mirzapur, Ahmedabad after that matter was transfer to Principal Sini Civil Judge, Sanand Court, Ahmedabad by Bileshwer Corporation (the “**Plaintiff**”) against Shantinagar (shella) Co. op. Hou. Soc and others (the “**Repondent**”) the Suit is registered in connection to the Radhe Developers (India) Ltd in which Mr. Ashish P. Patel of the said “Radhe Acres” Scheme/Society, the dispute is pertaining to land, the plaintiff had MOU with respondent no.2 for Radhe acre – I scheme developed by M/s Radhe Developers (India) Ltd And the plaintiff has issue regarding entire land so the plaintiff had file this said suit for Specific performance and restrain the defendants, their servants, relatives and agents from transferring, gifting, mortgaging or otherwise alienating and / or dealing with or creating any charge, encumbrance or making any construction on the said land during the pendency and till final disposal of the suit. The matter is currently pending for plaintiff’s Written Statement. The amount is Rs.15,80,08,800/- Involved in this case. The Company has also field a counter claim via Special Civil Suit no.51 of 2020) has been filed on 2020 before the Court of Principal Sini Civil Judge, Sanand Court, Ahmedabad by Shantinagar (shella) Co. op. Hou. Soc and others (the “**Plaintiff**”) against Bileshwer Corporation (the “**Repondent**”) the Suit is registered in connection to the Radhe Developers India Limited in which Mr. Ashish P. Patel of the said “Radhe Acres” Scheme/Society, the dispute is pertaining to land, the plaintiff had MOU and banakhat Agreement with respondent no.2 for Radhe acre – I scheme developed by M/s Radhe Developers (I) Ltd. So the M/s Radhe Developers (I) Ltd had this suit for cancellation of MOU and Banakhat Agreement. The plaintiff has issue regarding entire land so the plaintiff had file this said suit for Specific performance and restrain the defendants, their servants, relatives and agents from transferring, gifting, mortgaging or otherwise alienating and / or dealing with or creating any charge, encumbrance or making any construction on the said land during the pendency and till final disposal of the suit. The matter is currently pending for Respondent’s written reply.
4. Suit against appeal (no.19 of 2010) has been filed on 2010 before the Board of nominees of Ahmedabad, Ahmedabad by Sandip V. Amin & Others (the “**Plaintiff**”) against Radhe Developers (India) Ltd (the “**Defendant**”). The plaintiff had booked some plots in Radhe acre I scheme with M/s Radhe Developers (I) Ltd. The case no. 309/07 was dismiss by the court so defendant filled the case second time as application above mention said matter. The matter is currently pending For Hearing.

5.

## **(B) CIVIL CASES FILED BY OUR COMPANY**

1. Regular Civil Suit (no. 381 of 2015) has been filed on 2015 before the Court of 2<sup>nd</sup> Additional Sini Civil Judge, Sanand Court, Ahmedabad by Radhe Developers (India) Ltd and others (the “**Plaintiff**”) against Parmanand Patel and Others (the “**Respondent**”). In this matter Respondent was without permission and approval of the plaintiff no.1 Developers and plaintiff No.2 Society Sale and Transfer the plot to others in Radhe Acre – I so the plaintiff had file a suit against respondent for restrain the defendants, their servants, relatives and agents from transferring, gifting, mortgaging or otherwise alienating and / or dealing with or creating any charge, encumbrance or making any construction on the said land during the pendency and till final disposal of the suit. The matter is currently pending for Reply for Respondents.
2. Regular Civil Suit (Old no.1121 of 2011 new no.395 of 2015) has been filed before the Court of Additional Sini Civil Judge, Mirzapur, Ahmedabad after that matter was transfer to 2<sup>nd</sup> Additional Sini Civil Judge, Sanand Court, Ahmedabad by Shantinagar (shella) Co. op. Hou. Soc (Radhe Developers (India) Ltd) and others (the “**Plaintiff**”) against Baldevbhai Mangaldas Patel and Others (the “**Respondent**”). In this matter plaintiff had registered banakhat of Survey no. 233, 234, 211, 217, 216, 218, 213 and 226 land of Radhe Acre – I from the Respondent after that some dispute arise between the parties So plaintiff No.1 Society and plaintiff no.2 Developers had file a suit against respondent for specific performance and restrain the defendants, their servants, relatives and agents from transferring, gifting, mortgaging or otherwise alienating and / or dealing with or creating any charge, encumbrance or making any construction on the said land during the pendency and till final disposal of the suit. The matter is currently pending for Reply for Respondents. No monetary liability involved in this case. The Collective amount is Rs.45,00,000/- Involved in this case.
3. Special Civil Suit (No. 51/2020) has been filed before the Sanand Principal Judge, Ahmedabad by Shantinagar (Shela) Housing Society & Radhe Developers India Limited (the “**Plaintiff**”) against Bileshwer Corporation Partnership Firm (“**Respondent**”). In this matter the MOU and Banakhat of land were made between Plaintiff and respondent. Now Plaintiff wants to cancel the MOU and banakhat to make land free. So, the case is pending before the court for hearing.

## **(C) TAX MATTERS RELATED TO THE COMPANY**

### **Tax Claims made against our Company**

<b>Particulars</b>	<b>No. of cases</b>	<b>Aggregate amount involved (in Rs.)</b>
Direct Tax	1	2.32 Lakhs
Indirect Tax	NIL	Not Ascertainable
<b>Total</b>	<b>1 *</b>	<b>2.32 Lakhs</b>

\* In one case we have assessment order for FY 2005-06 passed by the Assessing Officer. No addition has been made in assessment order but as per assessment order demand of interest has been raised which is just default in calculation of interest. So rectification of order is pending. The amounts are as per the Income Tax Website records on 16<sup>th</sup> Mar 2024.



## (D) NOTICES SERVED ON THE COMPANY

1. Notice from ESIC department has been received for recovery u/s 45I to 45(I) under ESI Act. But Supreme court had put stay to not issue any notices on that particular cases. Still recovery office has issued notice for the same. On that note we have filed reply to do not take any action against the same notice as Supreme court has put stay on the same. Till date no further notices has been received or not any proceeding has been initiated.

## II. LITIGATION RELATING TO THE PROMOTERS OF OUR COMPANY

- a) Criminal Case against our Promoters : YES
- b) Civil Cases Against Our Promoters : YES
- c) Criminal Cases Filed By Our Promoters : YES
- d) Civil Case Filed By Our Promoters : YES
- e) Cases Relating To Tax Matters : YES
- f) Notices served on the Promoter : YES

### (A) CRIMINAL CASE FILED AGAINST OUR PROMOTER

1. Criminal Complaint (no.1509/2005) has been filed in 2005 in Chief Metropolitan Magistrate, Court Ghee-Kanta, Ahmedabad by The State of Gujarat (Subhod N. Shah) (C.I.D Crime) (the “**Complainant**”) against Ashish P. Patel & Others (the “**Accused**”) Mr. Ashish P. Patel was M.D in P.F.S.L During Feb – 1999 to July – 1999 and during that period Ashish P. Patel has sign in post dated cheque on behalf of Piramal Financial Services Limited as a Managing Director. The Complainant had complained to CID crime and CID crime had lodged complaint against other and Mr. Ashish P. Patel under Section 406, 420, 120B, 114, 409, 465, 467, 471, of IPC. The amount is Rs.50,000/- in this matter. The matter is currently pending for plea.
2. Criminal Complaint (no.213/2015) has been filed in 2015 in Chief Metropolitan Magistrate, Court Ghee-Kanta, Ahmedabad by The State Criminal FIR being CR. No.40 of 2012 has been lodged before the DCB Crime Police Station namely Subhash Shankarlal Shah (the “**Complainant**”) against Ashish P. Patel & Others (the “**Accused**”) In this Matter The case is registered in connection to the Radhe Developers in which Mr. Ashish P. Patel was developer of the said “Radhe Acres” Scheme/Society, the dispute is pertaining to plots(land), and in this Scheme the Complainant book the plot in year 1995 and the Complainant has Filled the complain under section 406, 420, 465, 467, 468, 471, 114 of the Indian Penal Code and the same has been culminated after filing of the charge-sheet before the Hon’ble Chief Metropolitan Magistrate, Court into Criminal Case No.213 of 2015 and the same has been pending before the Hon’ble Magistrate Court, Ahmedabad at the stage of recording of plea and for framing of charge. After that Special Criminal Application No. Filing Number 28602 of 2021 has been filed by Mr. Ashish P. Patel and Others for consent quashing in connection with the FIR being C.R. No. 40 of 2012 as well as all the proceedings arising from the said FIR, the matter is filed before the Hon’ble High Court and the registry has raised some office objections in the matter therefore it is pending for the removal of the office objections, The matter is settled between both the parties and indemnity bond is signed by **Complainant** but the matter is presently pending to high court for quashing, The dispute was registered in connection to the Radhe Developers (India) Ltd in which Mr. Ashish P. Patel of the said “Radhe Acres” Scheme/Society, the dispute is pertaining to plots (land).
3. Criminal Complaint (no.4376/2015) has been filed in 2015 in the Court of Principal Sini Civil Judge, Court Sanand, Ahmedabad by The State Criminal FIR being CR. No.75 of 2012 has been lodged before the Bopal Police Station namely Dilipbhai Babubhai Shah (the “**Complainant**”) against Ashish P. Patel & Others (the “**Accused**”) In this Matter The case is registered in connection to the Radhe Developers (India) Ltd in which Mr. Ashish P. Patel of the said “Radhe Acres” Scheme/Society, the dispute is pertaining to plots(land), and in this Scheme the Complainant book the plot in year 1995 and the Complainant has Filled the complain under section 406, 420, 465, 467, 468, 471, 114 of the Indian Penal Code and the same has been culminated after filing of the charge-sheet before the Hon’ble Principal Senior Civil Judge and Magistrate Court, Sanand into Criminal Case No. 4376 of 2015 and the same has been pending before the Hon’ble Magistrate Court, Sanand at

the stage of recording of plea and for framing of charge. The matter is presently pending for plea as well as for framing of charges.

4. Criminal Complaint (no.3683/2014) has been filed in 2014 in in the Court of Principal Sini Civil Judge, Court Sanand, Ahmedabad by The State Criminal FIR being CR. No.84 of 2012 has been lodged before the Bopal Police Station namely Amarjeet kaur T. Gurudutt (the “**Complainant**”) against Ashish P. Patel & Others (the “**Accused**”) In this Matter The case is registered in connection to the Radhe Developers (India) Ltd in which Mr. Ashish P. Patel of the said “Radhe Acres” Scheme/Society, the dispute is pertaining to plots (land), and in this Scheme the Complainant has purchase the plot from the original Plot holder in year 2011 base on that Complainant has Filled the complain under section 406, 420, 465, 467, 468, 471, 114 of the Indian Penal Code and the same has been culminated after filing of the charge-sheet before the Hon’ble Principal Senior Civil Judge and Magistrate Court, Sanand into Criminal Case No.3683 of 2014 and the same has been pending before the Hon’ble Magistrate Court, Sanand at the stage of recording of plea and for framing of charge. The matter is settled between both the parties Accused give declaration to Complainant about the said dispute is pertaining to plots and now matter is presently pending to high court for quashing.
5. Criminal Complaint (no.3197/2014) has been filed in 2014 in in the Court of Principal Sini Civil Judge, Court Sanand, Ahmedabad by The State Criminal FIR being CR. No.123 of 2012 has been lodged before the Bopal Police Station namely Kishorbhai Kanjibhai Prajapati (the “**Complainant**”) against Ashish P. Patel & Others (the “**Accused**”) In this Matter The case is registered in connection to the Radhe Developers (India) Ltd in which Mr. Ashish P. Patel of the said “Radhe Acres” Scheme/Society, the dispute is pertaining to plots(land), and in this Scheme the Complainant book the plot in year 1995 and the Complainant has Filled the complain under section 406, 420, 465, 467, 468, 471, 114 of the Indian Penal Code and the same has been culminated after filing of the charge-sheet before the Hon’ble Principal Senior Civil Judge and Magistrate Court, Sanand into Criminal Case No. 3197 of 2014 and the same has been pending before the Hon’ble Magistrate Court, Sanand at the stage of recording of plea and for framing of charge.
6. Criminal Appeal (No.910, 963, 964, 965 /2019) has been filed in 2019 in High court of Gujarat, Ahmedabad by Ani Investment Pvt. Ltd (the “**Appellant**”) against Piramal Finance Services Limited and Ashish P. Patel (the “**Respondent**”) The Appellant had invested in the Piramal Financial Services Limited. Mr. Ashish P. Patel was M.D in P.F.S.L During Feb – 1999 to July – 1999 and during that period Ashish P. Patel has sign in post dated cheque on behalf of Piramal Financial Services Limited as a Managing Director which was given to investor of Piramal Financial Services Limited. When cheque was present before Bank for Clearance, cheque has been return (Mr. Ashish P. Patel was not Managing Director of the company) so complainant has filed under Section 138 and 141 of the Negotiable Instruments Act, 1881 against the Piramal Finance Services Limited And lower court has acquitted to Ashish P. Patel So the Complainant is dissatisfied with above mention order and they have filled Said Appeal in the High court. The amount involved in the matter is Rs.3,88,46,089/- respectively. The matter is currently pending for Hearing.
7. Criminal Complaint (no.7820/2022) has been filed in 2022 in Chief Metropolitan Magistrate Court by The state of Gujarat Navarangpura I – CR No. 107/17 (the “**Complainant**”) against Mr. Ashish P. Patel and others (the “**Accused**”). The Complainant has complained about cancellation of the allotment letter and has lodged a case.The matter is currently pending.

#### (B) CRIMINAL CASE FILED BY OUR PROMOTER

1. Criminal Revision Application No. 90 of 2018 has been filed before the Ahmedabad (Rural) District and Sessions Court, Mirzapur, Ahmedabad by Ashish P. Patel & others (the “**Applicant’s**”) against The State of Gujarat (the “**Respondents**”) challenging the order passed by Hon’ble Sanand Principal Senior Civil Judge and Magistrate Court rejecting the Discharge Application filed by Mr, Ashish P. Patel and Others in Criminal Case

no. 3197 of 2014, 3683 of 2014 and 4376 of 2015, the Criminal Revision Application is pending before the Ahmedabad (Rural) District and Sessions Court, Mirzapur, Ahmedabad for hearing.

2. Special Criminal Application (no. 595 of 2015) has been filed in 2015 before the High Court of Gujarat, Gujarat by Ashish P. Patel (the “**Applicant**”) against The State of Gujarat (Rajendra Zala) (the “**Respondent**”) in this matter respondent had a FIR against applicant for land and which was wrong allegation against applicant so applicant had file a Quashing petition in High Court and The matter is currently pending for reply for respondent.
3. C.M.A. No. 268/21(old- 302/2011) has been filed by Radhe Estate Developers , Ashish P. Patel and others against Mehta Intrigated Finance Limited and others. The matter went into Arbitration which came in favour of Mehta Intrigated Finance Limited and others. Then case was filed by Mehta Intrigated Finance Limited through Small Cause Commercial Court ( Exe. No.-593/2021) against Radhe Estate Developers , Ashish P. Patel and others in which execution has been filed and matter is currently pending.

#### **(C) CIVIL CASES FILED AGAINST OUR PROMOTERS**

1. Special Civil Suit (no. 564 of 2017) has been filed on 2017 before the Court of 2<sup>nd</sup> Additional Sini Civil Judge, Sanand Court, Ahmedabad by Bibiben Jhangirbhai and Others (the “**Plaintiff**”) against Ashish P. Patel (the “**Respondent**”). The Respondent had willing to purchase the land of Shella, Sanand, Ahmedabad therefore, the respondent made a Banakhat and power of Attorney from the Laduben Jhangirbhai and others then after Laduben Jhangirbhai has died so his legal heirs Bibiben Jhangirbhai and others had file the suit in Sanand Court for Cancellation of Banakhat. The matter is currently pending for filing the written Statement by Respondents. The amount is Rs.21,00,000/- involved in this case.
2. The Debt Recovery Tribunal, Ahmedabad (“DRT”) (no. 126 of 2009) has been filed on 2009 by ARCIL (the “**Plaintiff**”) against M/s. Mahadev Associates and others (the “**Defendant**”) A Suit has been filed by the plaintiff. A reply to the said matter Bank had filed a suit to recover the amount. We had taken the prelim issue regarding the jurisdiction, because bank had file a suit in the Court. The matter is currently pending.

#### **(D) CIVIL CASES FILED BY OUR PROMOTERS**

1. Special Civil Suit No. (73/2020) has been filed on 2020 before the court of 4<sup>th</sup> Additional Sini. Civil Judge, Mirzapur Court, Ahmedabad by Ashish P. Patel (the “**Applicant**”) against Dharmishtaben C. Patel and Rajesh R. Patel (“**Respondent**”). In this matter, the banakhat was made between Applicant and Respondent. But then after Respondent had transferred their rights on Land to third party without informing to The applicant. So now matter is in court and pending to hearing.
2. C.M.A. No. 268/21(old- 302/2011) has been filed by Radhe Estate Developers , Ashish P. Patel and others against Mehta Intrigated Finance Limited and others. The matter went into Arbitration which came in favour of Mehta Intrigated Finance Limited and others. Then case was filed by Mehta Intrigated Finance Limited through Small Cause Commercial Court ( Exe. No.-593/2021) against Radhe Estate Developers , Ashish P. Patel and others in which execution has been filed and matter is currently pending.

#### **(E) TAX MATTERS RELATED TO THE PROMOTERS**

##### **Tax Claims made against our Promoters**

<b>Particulars</b>	<b>No. of cases</b>	<b>Aggregate amount involved (in Rs.)</b>
Direct Tax	3	36.67 Lakhs

Indirect Tax	NIL	Not Ascertainable
<b>Total</b>	<b>3 *</b>	36.67 Lakhs

\* 3 Appeals are pending before the Hon'ble Income Tax Appellate Tribunal. For two years, Assessing Officer has preferred appeals before the Hon'ble Income Tax Appellate Tribunal against the orders passed by Commissioner of Income Tax (Appeal) and the promoter has filed cross objection. For FY 2000-01, FY 2001-02 and FY 2002-03, the issue in the Appeal is the interest income on loans and advances, land banakhat and development expenses, cash deposit, entry found from seized material, additional income disclosed before Income Tax Settlement Commission and disallowance u/s 14A of the Income Tax Act, 1961.

#### **Tax Claims made by our Promoters**

<b>Particulars</b>	<b>No. of cases</b>	<b>Aggregate amount involved (in Rs.)</b>
Direct Tax	5	2217.87 Lakhs
Indirect Tax	NIL	Not Ascertainable
<b>Total</b>	<b>5*</b>	2217.87Lakhs

\* 5 Appeals are pending before Income Tax Appellate Authorities.

For following four years, the promoter and Assessing Officer both have preferred appeals before the Hon'ble Income Tax Appellate Tribunal against the orders passed by Commissioner of Income Tax (Appeals). The promoter has also filed cross objection before the Hon'ble Income Tax Appellate Tribunal.

For FY 2003-04, the issue in the appeal is about income earned through land transaction, amount received in the name of land transactions, expenditure for land, investment for the purchase of plot of land, expenditure in the form of interest payments, creditors, interest income, disallowance of chapter VI-A deduction and disallowance u/s 14A of Income Tax Act, 1961.

For FY 2004-05, the issue in the Appeal is about land development expenses & other expenses, profit on land, cash deposit, certain transactions, entries in seized material, interest income, additional income disclosed before Income Tax Settlement Commission and disallowance u/s 14A of the Income Tax Act, 1961.

For FY 2005-06, the issue in the Appeal is about income earned through land transaction, profit earned on land project, expenditure in the form of interest payments and disallowance u/s 14A of the Income Tax Act, 1961.

For FY 2006-07, the issue in the Appeal is in about cash deposit, cash and jewellery found, entries in seized material, additional income disclosed before Hon'ble Income Tax Settlement Commission, interest income on loan and advances, disallowance u/s 14A of Income Tax Act, 1961 and other expenses. The amounts are as per the Income Tax Website records on 14<sup>th</sup> Oct 2024.

#### **(F) NOTICES SERVED ON THE PROMOTER**

For FY 2021-22 we have received notice us 1431a where demand raised on account of interest, lower TDS allowance.

### **III. LITIGATIONS RELATING TO THE DIRECTORS OF OUR COMPANY**

- a) Criminal case against our Directors : YES
- b) Civil Cases Against Our Directors : YES
- c) Criminal Cases Filed By Our Directors : YES
- d) Civil Case Filed By Our Directors : YES
- e) Cases Relating To Tax Matters : YES
- f) Notices served on the Directors : YES

#### **(A) CRIMINAL CASE FILED AGAINST OUR DIRECTORS**

Please refer to point II (A) for the criminal case against our Director.

**(B) CRIMINAL CASE FILED BY OUR DIRECTORS**

Please refer to point II (B) for the criminal case by our Director.

**(C) CIVIL CASE FILED AGAINST OUR DIRECTORS**

Please refer to point II I for the civil case against our Director.

**(D) CIVIL CASE FILED BY OUR DIRECTORS**

Please refer to point II (D) for the civil case by our Director.

**(E) TAX MATTERS RELATED TO THE DIRECTORS**

Please refer to point II I for the civil case by our Director.

**(G) NOTICES SERVED ON THE DIRECTORS**

Please refer to point II (F) for the civil case by our Director.

**IV. RELATING TO OUR PROMOTER GROUP AND GROUP COMPANIES/ ENTITIES**

- a) Criminal case against our Promoter Group and Group Companies/ Entities : NIL
- b) Civil Cases against Our Promoter Group and Group Companies/ Entities : NIL
- c) Criminal Cases Filed by Our Promoter Group and Group Companies/ Entities : NIL
- d) Civil Case Filed by Our Promoter Group and Group Companies/ Entities : YES
- e) Cases Relating to Tax Matters : YES
- f) Notices served on the Our Promoter Group and Group Companies/ Entities : YES

**(A) CIVIL CASE FILED BY OUR GROUP COMPANIES**

1. Special Civil Suit (no. 65 of 2010 new no.97 of 2013) has been filed on 2010 before the Court of 2<sup>nd</sup> Sini Civil Judge, Kadi Court, Kadi by Radhe Infra Projects India Ltd (the “**Plaintiff**”) against Rabari Jayrambhai Nagjibhai & others (the “**Defendant**”). In this matter the Respondent had Banakhat Karar with plaintiff and big Amount Received by Defendant then after defendant has modify in 7/12 and a reply to the said matter in Shedfa land respondent cannot trespass and cannot stop work in our land. The Court Passed the interim order. The matter is currently pending. Against That Special Civil Application (no. 14668 of 2010) has been filed in 2010 before the High Court of Gujarat, Ahmedabad by Jayrambhai Nagjibhai Rabari (the “**Applicant**”) against Radhe Infra Projects India Ltd (the “**Respondent**”) in this matter the Respondent had Banakhat Karar with Applicant and big Amount Received by Applicant then after Applicant has modify in 7/12 so respondent has file a suit in lower court and do the panchnama through court and Applicant has dissatisfy with panchnama done by lower court order so applicant file this application in High Court. The matter is currently pending. No monetary liability involved in this case. Special Civil Suit (no. 74 of 2011 new no. 272 of 2013) has been filed on 2011 before the Court of 3<sup>rd</sup> Sini Civil Judge, Kadi Court, Kadi by Rabari Jayrambhai Nagjibhai (the “**Plaintiff**”) against Radhe Infra Projects India Ltd (the “**Defendant**”). A Suit has been filed by the plaintiff. The said matter in Shedfa land defendant can trespass and plaintiff cannot stop work in Said land. The matter is currently pending. The amount is Rs.34,00,000/- Involved in this case. The matter is currently pending for injunction hearing.

**(B) TAX MATTERS RELATED TO THE GROUP COMPANIES**

**Tax Claims made against our Group Company**

Particulars	No. of cases	Aggregate amount involved (in Rs.)
Direct Tax	2	501.73 Lakhs
Indirect Tax	NIL	Not Ascertainable
<b>Total</b>	<b>2 *</b>	<b>501.73 Lakhs</b>

\* For FY 2012-13 no addition has been made by Assessing Officer. Demand has been raised on account of the fact that company has not paid tax while filing the Return of Income.

For FY 2017-18 Penalty levied on account of mis-reporting of Income. The assessee company is in process of filing appeal before the CIT(A)

**Tax Claims made by our Group Company- NIL**

**(C) NOTICES SERVED ON THE OUR PROMOTER GROUP AND GROUP COMPANIES/ ENTITIES – NIL**

**SEBI PROCEEDINGS PENDING WITH SEBI WITH REGARDS TO OUR COMPANY & PROMOTERS:**

1. On December 7, 2016 SEBI issued a SCN under Chapter VI – A of SEBI Act, 1992 to our company bearing reference no. EAD/AO-NP/VVK/ 06/2016 to the promoter and promoter group including Compliance Officer of the company. The Consent Application was filed by the all the Noticees, however, the same was rejected. After various proceedings and hearings Jahnvi Ashish Patel and Prafulbhai C Patel's case got disposed off without penalty by the order passed by the AO on December 30<sup>th</sup> 2022. Adjudicating Order passed by AO on December 30<sup>th</sup>, 2022 imposes a penalty on Ashish P. Patel, Radhe Developers (India) Limited, Madhuben P. Patel and Jigar H. Shah. The Company, Ashish Patel and others preferred appeal in SAT and have filed application for the same. The matter with SAT appeal is currently pending.

2. The details of SEBI proceedings are tabulated hereinafter:

Name	Notice Reference No.	Alleged Violation	Charging Section
Radhe Developers (India) Ltd.	EAD / AO-NP / VVK / 06 / 2016 DATED 7 <sup>TH</sup> DECEMBER, 2016	Reg 13(6) Of the SEBI (PIT) Regulations, 1992	SEC 15A(B) OF SEBI ACT, 1992
		Clause 1.2 Of The Code Of Conduct Specified Under Part A Of The Schedule I Read With Regulation 12(1) and 12(3) Of SEBI (PIT) Regulations, 1992	SEC 15HB OF SEBI ACT, 1992
Madhuben Prafulbhai Patel	EAD / AO-NP / VVK / 04 / 2016 DATED 7 <sup>TH</sup> DECEMBER, 2016	Reg 3(I) And 4 Of Sebi (Pit) Regulations, 1992 R/W. Section 12a(B) And I Of Sebi Act, 1992	15G OF SEBI ACT, 1992
		REG 7(1A) Read With Reg 7(2) Of The SEBI (SAST) Regulations, 1997	SEC 15A(B) OF SEBI ACT, 1992
Ashishbhai Prafulbhai Patel	EAD / AO-NP / VVK / 07 / 2016 DATED 7 <sup>TH</sup> DECEMBER, 2016	Reg 3(I) And 4 Of Sebi (Pit) Regulations, 1992 R/W. Section 12a(B) And I Of SEBI Act, 1992	15G OF SEBI ACT, 1992

Name	Notice Reference No.	Alleged Violation	Charging Section
		REG 7(1A) Read With Reg 7(2) Of The SEBI (SAST) Regulations, 1997	SEC 15A(B) OF SEBI ACT, 1992
		REG 13(4) READ WITH 13(5) OF THE SEBI (PIT) Regulations, 1992	SEC 15A(B) OF SEBI ACT, 1992
		Clause 1.2 And 4.2 Of The Code Of Conduct Specified Under Part A Of The Schedule I Read With Regulation 12(1) Of SEBI (PIT) Regulations, 1992	SEC 15HB OF SEBI ACT, 1992
Jigar Harshadkumar Shah	EAD / AO-NP / / VVK / 10 / 2016 DATED 7 <sup>TH</sup> DECEMBER, 2016	Clause 1.2 Of The Code Of Conduct Specified Under Part A Of The Schedule I Read With Regulation 12(1) Of SEBI (PIT) REGULATIONS, 1992	SEC 15HB OF SEBI ACT, 1992

### **PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES**

There are no proceedings initiated against our Company for any economic offences.

### **OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS**

In terms of the Materiality Policy, our Company has no material creditors, as on March 31, 2024.

As March 31, 2024, the details of amounts outstanding towards small scale undertakings and other creditors are as follows:

Particulars	No. of Creditors	Amount
Outstanding dues to small scale undertakings	1	3.29
Material creditors	1	11.14
Outstanding dues to other creditors	57	309
<b>Total outstanding dues</b>	<b>59</b>	<b>320.14</b>

(Rs. In Lakhs)

For further details, refer to the note no. \_\_ in the section titled “Financial Information” on page 79 of this Draft Letter of Offer.

### **DISCLOSURES PERTAINING TO WILFUL DEFAULTERS OR A FRAUDULENT BORROWER**

Neither our Company, nor our Promoters 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 wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

### **MATERIAL DEVELOPMENT SINCE MARCH 31, 2024**

There have not arisen, since the date of the last financial statements disclosed in this Draft Letter of Offer, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months. For further details, please refer to the chapter titled “Material Development” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” on page 153 and 133, respectively of this Draft Letter of Offer.





## **GOVERNMENT AND OTHER STATUTORY APPROVALS**

In order to operate our business, we require various approvals and/or licenses under various laws, rules and regulations. Our Company has obtained the necessary consents, licenses, registrations, permissions and approvals from the applicable government agencies and other statutory and/ or regulatory authorities required to carry on our present business activities. Some of the approvals and licenses that our Company requires for our business operations may expire in the ordinary course of business, and our Company will apply for their renewal from time to time.

In addition, as on the date of the Draft Letter of Offer, there are no pending regulatory and government approvals and no pending renewals of licenses or approvals in relation to the activities presently undertaken by us or in relation to the Issue.

- I. Material approvals for which applications have been made by our Company, but are currently pending grant: NIL**
- II. Material approvals for which renewal applications have been made by our Company: NIL**
- III. Material approvals which have expired and for which renewal applications are yet to be made by our Company: NIL**
- IV. Material approvals required for which no application has been made by our Company: NIL**

## **MATERIAL INFORMATION AND 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.

For further details, please refer to the chapter titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 133 of this Draft Letter of Offer.

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

The Issue has been authorized by a resolution of the Board passed at its meeting held on October 19,2024 , pursuant to Section 62 and Section 62(1)(a) of the Companies Act, 2013.

The Committee of Directors/Board of Directors of our Company has, at its meeting held on [●]; determined the Issue Price as [●] per Rights Equity Share and the Rights Entitlement as [●] Rights Equity Shares for every [●] Equity Shares held on the Record Date. The Issue Price is [●] per Equity Share and has been arrived at by our Company prior to determination of the Record Date.

On Application, Investors will have to pay [●] per Rights Equity Share, which constitutes as determined by our Board at its sole discretion.

This Draft Letter of Offer has been approved by our Right Issue Committee pursuant to their resolutions dated October 19,2024

Our Company has received 'in-principle' approvals from BSE for listing of the Rights Equity Shares to be Allotted pursuant to Regulation 28 of SEBI Listing Regulations, vide its letters dated [●]. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company undertakes to make an application to the Stock Exchange- BSE to obtain its trading approvals for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

Our Company has been allotted the ISIN [●] for the Rights Entitlements to be credited to the respective demat accounts of the Equity Shareholders of our Company. For details, see "Terms of the Issue" on page no. 162 of this Draft Letter of Offer.

### Prohibition by SEBI and other Governmental Authorities

Our Company, our Promoters, our Promoter Group, Subsidiaries or our Directors, the persons in control of our Company and the persons in control of our Corporate Promoters have not been debarred and are not prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or 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.

The companies with which the Promoters or the Directors are associated as promoters or directors have not been debarred from accessing the capital market under any order or direction passed by SEBI or any other regulatory or governmental authority.

None of our Directors or Promoters are associated with the securities market in any manner. There is no outstanding action initiated against them by SEBI in the five years preceding the date of filing of this Draft Letter of Offer.

Neither our individual Promoters nor any of our Directors have been declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018).

### Directors associated with the Securities Market

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

### Prohibition by RBI

Neither our Company, nor our Promoters, Subsidiaries, Group Companies and Directors have been categorized or identified as wilful defaulters and/ or Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium.

## **Confirmation under the Companies (Significant Beneficial Ownership) Rules, 2018**

As on the date of this Draft Letter of Offer, our Company, our Promoters and members of our Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, as amended (“SBO Rules”), to the extent applicable.

### **Eligibility for the Issue**

Our Company is a listed company and has been incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on BSE Limited. For the purpose of this Issue, the Designated Stock Exchange shall be BSE.

Our Company is eligible to offer Rights Equity Shares pursuant to this Issue in terms of Chapter III of the SEBI ICDR Regulations 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 Regulation 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) of the SEBI ICDR Regulations, to the extent applicable and our Company undertakes to make an application to the Stock Exchanges for listing of the Rights Equity Shares to be issued pursuant to the Issue. **BSE is the Designated Stock Exchange for the purpose of 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 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 Designated Stock Exchange;
2. The reports, statements and information referred to above are available on the website of Stock Exchanges-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 made 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 Rs. [●] 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](http://www.sebi.gov.in).

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT LETTER OF OFFER TO SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN**

**CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT LETTER OF OFFER. THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, ANY IRREGULARITIES OR LAPSES IN DRAFT LETTER OF OFFER.**

#### **Disclaimer Clauses from our Company and Directors**

Our Company and Directors accept no responsibility for statements made other 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 this Issue will be deemed to have represented to our Company and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable law, rules, regulations, guidelines and approvals to acquire the Rights Equity Shares, and are relying on independent advice/ evaluation as to their ability and quantum of investment in the Issue.

#### **Cautions**

Our Company shall make all relevant information available to the Eligible Equity Shareholders in accordance with the 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 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 Rights Equity Shares and the Rights Entitlement, but only under circumstances and in the applicable jurisdictions. Unless otherwise specified, the information contained in this Draft Letter of Offer is current only as at its date.

#### **Disclaimer with respect to the jurisdiction**

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

#### **Designated Stock Exchange**

The Designated Stock Exchange for the purposes of the Issue is BSE Limited.

#### **Listing**

Our Company will apply to BSE for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

#### **Disclaimer Clause of the BSE**

As required, a copy of this Draft Letter of Offer has been submitted to 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 reference no. [●] dated [●] permission to this Company to

use the Exchange's name in this Draft Letter of Offer as one of the stock exchanges 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:

- (i) Warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Letter of Offer; or
- (ii) warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
- (iii) 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.

It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Draft Letter of Offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the Draft Letter of Offer. The investors are advised to refer to the Draft Letter of Offer for the full text of the Disclaimer clause of the BSE Limited.

Every person who desires to apply for or otherwise acquire any securities of this Issuer 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 any other reason whatsoever."

### **Selling Restrictions**

The distribution of this Draft Letter of Offer and the issue of Rights Equity Shares on a rights basis 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 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 Shareholders and will dispatch the Draft Letter of Offer/ Letter of Offer, Abridged Letter of Offer and Common Application Form only to Eligible Shareholders who have provided an Indian address.

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

Accordingly, the Issue Shares and the Rights Entitlement may not be offered or sold, directly or indirectly, and none of this Draft Letter of Offer/ Letter of Offer, the Abridged Letter of Offer and the Application Form or any offering materials or advertisements in connection with the Rights Equity Shares, Rights Entitlement may be distributed or published in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer/ Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form 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, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form must be treated as sent for information purposes only.

**This Draft Letter of Offer and its accompanying documents will be supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.**

If this Draft Letter of Offer is received by any person in any jurisdiction where to do so would or might contravene

local securities laws or regulation, or by their agent or nominee, they must not seek to subscribe to the Equity Shares or the Rights Entitlement referred to in this Draft Letter of Offer. Investors are advised to consult their legal counsel prior to applying for the Rights Entitlement and Rights Equity Shares or accepting any provisional allotment of Equity Shares, or making any offer, sale, resale, pledge or other transfer of the Equity Shares or Rights Entitlement.

Neither the receipt of this Draft Letter of Offer nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as of any time subsequent to this date or the date of such information.

**Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and 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, the Draft 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 Draft Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Draft Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.**

#### **NO OFFER IN THE UNITED STATES**

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

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

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and this Draft Letter of Offer, Draft Letter of Offer/ Abridged Letter of Offer, Application Form and the Rights Entitlement Letter will be dispatched to the Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who acquires the Rights Entitlements and the Equity Shares will be deemed to have declared, represented, warranted and agreed, by accepting the delivery of the Draft Letter of Offer, (i) that it is not and that, at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made; and (ii) is authorised to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws,

rules and regulations.

Our Company reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States or other jurisdictions where the offer and sale of the Issue Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is outside the United States and such person is eligible to subscribe for the Issue Shares under applicable securities laws and such person is complying with laws of jurisdictions applicable to such person in connection with this Issue and have obtained requisite approvals before applying in this Issue; or (iii) where either a registered Indian address is not provided or our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Issue Shares in respect of any such Application Form.

The rights and the Rights Equity Shares have not been and will not be registered, listed or otherwise qualified in any jurisdiction outside India and may not be offered or sold, and bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

#### **NO OFFER IN ANY JURISDICTION OUTSIDE INDIA**

No offer or invitation to purchase Rights Entitlements or Rights Equity Shares is being made in any jurisdiction outside of India, including, but not limited to Australia, Bahrain, Canada, The European Economic Area, Ghana, Hong Kong, Indonesia, Japan, Kenya, Kuwait, Malaysia, New Zealand, Sultanate Of Oman, People's Republic Of China, Qatar, Singapore, South Africa, Switzerland, Thailand, The United Arab Emirates, The United Kingdom and The United States. The offering to which this Draft Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any rights equity shares or rights entitlement for sale in any jurisdiction outside India or as a solicitation therein of an offer to buy any of the said securities. Accordingly, this Draft Letter of Offer should not be forwarded to or transmitted in or into any other jurisdiction at any time.

#### **NOTICE TO INVESTORS**

**NO ACTION HAS BEEN TAKEN OR WILL BE TAKEN THAT WOULD PERMIT A PUBLIC OFFERING OF THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES TO OCCUR IN ANY JURISDICTION OTHER THAN INDIA, OR THE POSSESSION, CIRCULATION OR DISTRIBUTION OF THIS DRAFT LETTER OF OFFER OR ANY OTHER MATERIAL RELATING TO OUR COMPANY, THE RIGHTS ENTITLEMENTS OR THE RIGHTS EQUITY SHARES IN ANY JURISDICTION WHERE ACTION FOR SUCH PURPOSE IS REQUIRED. ACCORDINGLY, THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, AND NEITHER THIS DRAFT LETTER OF OFFER NOR ANY OFFERING MATERIALS OR ADVERTISEMENTS IN CONNECTION WITH THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES MAY BE DISTRIBUTED OR PUBLISHED IN OR FROM ANY COUNTRY OR JURISDICTION EXCEPT IN ACCORDANCE WITH THE LEGAL REQUIREMENTS APPLICABLE IN SUCH COUNTRY OR JURISDICTION. THIS ISSUE WILL BE MADE IN COMPLIANCE WITH THE APPLICABLE SEBI REGULATIONS. EACH PURCHASER OF THE RIGHTS ENTITLEMENTS OR THE RIGHTS EQUITY SHARES IN THIS ISSUE WILL BE DEEMED TO HAVE MADE ACKNOWLEDGMENTS AND AGREEMENTS.**

#### **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 Rs.10,00,00,000/- to Rs.50,00,00,000/- Since the size of this Issue falls below this threshold, the Draft Letter of Offer has not been filed with SEBI and is being filed with the Stock Exchanges for obtaining their in-principle approval. However, the Draft Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with the Stock Exchanges The Draft Letter of Offer has not been filed with the SEBI for its



observations as the size of the issue is Upto Rs. 4990.00 lakhs which does not require issuer to file Draft Letter of Offer with SEBI. Issuer has filed Draft Letter of Offer with BSE for obtaining in-principle approval.

### **Mechanism for Redressal of Investor Grievances**

Our Company has adequate arrangements for the redressal of investor complaints in compliance with the corporate governance requirements in compliance with 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 also tracked online by our Company through the SCORES mechanism.

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.

**Purva Shareregistry (India) Private Limited** is our Registrar and Share Transfer Agent to the Issue. 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.

The Investor complaints received by our Company are generally disposed of within 15 days from the date of receipt of the complaint.

**Investors may contact the Registrar or our Compliance Officer for any pre-Issue/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 ID of the sole/ first holder, folio number or demat account number, serial number of the Application Form, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form, or the plain paper application, as the case may be, was submitted by the ASBA Investors along with a photocopy of the acknowledgement slip (in case of ASBA process). For details on the ASBA process, please see “Terms of the Issue” on page 162 of this Draft Letter of Offer. Investors may contact the Company Secretary and Compliance Officer and/ the Registrar at the below mentioned details for any pre Issue/ post-Issue related matters such as on-receipt of Letters of Allotment / demat credit/ Refund Orders etc.**

### **Registrar to the Issue**

#### **Purva Shareregistry (India) Private Limited**

Registrar to the Rights Issue

Address :9, Shiv Shakti Industrial Estate, J. R.

BorichaMarg,

Opp. Kasturba Hospital Lane Lower Parel (E), Mumbai –

400011, Maharashtra

Contact Details: +91 22 3522 0056 / 4961 4132;

E-mail ID/ Investor grievance e-mail:

[newissue@purvashare.com](mailto:newissue@purvashare.com)

Website: [www.purvashare.com](http://www.purvashare.com)

Contact Person: Deepali Dhuri, Compliance Officer

SEBI Registration Number: INR000001112;

Validity: Permanent

### **Registrar to the Company**

<b>Name</b>	<b>: MCS SHARE TRANSFER AGENT LIMITED</b>
<b>Address</b>	<b>: 201, Shatdal Complex, 2<sup>nd</sup> Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad -380 009, Gujarat, India</b>
<b>Tel No.</b>	<b>: +91 79 26580461 / 62 / 63</b>

**Fax No.** : +91 40 2343 1551  
**Email Id** : [subodh@mcsregistrars.com](mailto:subodh@mcsregistrars.com)  
**Contact Person** : Mr. Subodh R Vichare  
**Website** : [www.mcsregistrars.com](http://www.mcsregistrars.com)  
**SEBI Registration No.** : INR000004108  
**CIN** : U67120WB2011PLC165872

**Company Secretary and the Compliance Officer of our Company**

**Name** : **MS. KHYATI KANAIYALAL PATEL**  
**Address** : First Floor, Chunibhai Chambers, Behind City Gold (Old Dipali Theatre), Ashram Road, Ahmedabad - 380009, Gujarat, India.  
**Tel No.** : +91-79-26583381  
**Email Id** : [secretarial@radheinfra.com](mailto:secretarial@radheinfra.com)  
**Website** : [www.radhedevelopers.com](http://www.radhedevelopers.com)

In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar at

[www.purvashare.com](http://www.purvashare.com)

. Further, helpline numbers provided by the Registrar for guidance on the Application process and resolution of difficulties are (

[newissue@purvashare.com](mailto:newissue@purvashare.com)

/ 91 22 3522 0056 / 4961 4132).

## SECTION VII – ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

*This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company and the Lead Managers are 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. Investors are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and this Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI Relaxation Circulars, Investors proposing to apply in this Issue can apply only through ASBA or by mechanism as disclosed in this Letter of Offer.*

*Please note that in accordance with the provisions of the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (“SEBI – Rights Issue Circular”), all investors (including renouncee) shall make an application for a rights issue only through ASBA facility. As per the said circular, in case the physical shareholders who have not been able to open a demat account or are unable to communicate their demat details, in terms of clause 1.3.4 of the SEBI – Rights Issue Circular, to the Company or Registrar to the Issue, for credit of REs within specified time.*

*This Issue is proposed to be undertaken on a rights basis and is subject to the terms and conditions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, the FEMA, the FEMA Rules, the SEBI ICDR Regulations, the SEBI Listing Regulations and the guidelines, notifications, circulars 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 Stock Exchanges and the terms and conditions as stipulated in the Allotment Advice.*

### OVERVIEW

This Issue and the Rights Equity Shares proposed to be issued on a rights basis, are subject to the terms and conditions contained in this Draft Letter of Offer, 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 the RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with the Stock Exchanges and the terms and conditions as stipulated in the Allotment advice.

#### **Important:**

#### **I. Dispatch and availability of Issue materials:**

In accordance with the SEBI ICDR Regulations and SEBI Rights Issue Circulars, our Company will send/ dispatch at least three days before the Issue Opening Date, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material (“**Issue Materials**”) only to the Eligible Equity Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, this Draft Letter of Offer will be provided by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this

regard. In case the Eligible Equity Shareholders have provided their valid e-mail address, the Draft Letter of Offer will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Draft Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Investors can access this Draft Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- (i) Our Company at [www.radhedevelopers.com](http://www.radhedevelopers.com) ;
- (ii) The Registrar to the Issue at [www.purvashare.com](http://www.purvashare.com);
- (iii) The Stock Exchange at [www.bseindia.com](http://www.bseindia.com).

Eligible Equity Shareholders who have not received the CAF may apply, along with the requisite application money, by using the CAF available on the websites above, or on plain paper, with the same details as per the CAF available online.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., [www.purvashare.com](http://www.purvashare.com)), by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (i.e., [www.radhedevelopers.com](http://www.radhedevelopers.com)).

Further, our Company will undertake all adequate steps to reach out the Eligible Equity Shareholders who have provided their Indian address through other means, as may be feasible.

**Please note that neither our Company nor the Registrar shall be responsible for non-dispatch of physical copies of Issue materials, including the Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of the Draft Letter of Offer, 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.**

Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Draft Letter of Offer is being filed with SEBI and the Stock Exchanges. Accordingly, the Rights Entitlements and Equity Shares may not be offered or sold, directly or indirectly, and the Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of the Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed.

Accordingly, persons receiving a copy of the Draft Letter of Offer, 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 the Draft 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 or their respective affiliates to any filing or registration requirement (other than in India). If the Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in the Draft

Letter of Offer, 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 or their respective affiliates to make any filing or registration (other than in India).

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will send the Abridged Letter of Offer, the Application Form and other applicable Issue materials primarily to email addresses of Eligible Equity Shareholders who have provided a valid email address and an Indian address to our Company.

## II. Process of making an Application in this Issue:

**In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see “*Procedure for Application through the ASBA Process*” on page no. 165 of this Draft Letter of Offer.**

*The Application Form can be used by the Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, see “*Terms of the Issue - Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*” beginning on page 175.*

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may apply for the Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

**Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details see “*Terms of the Issue - Grounds for Technical Rejection*” on page 171. Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.**

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see “*Terms of the Issue - Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” beginning on page 166.

### **Options available to the Eligible Equity Shareholders**

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- i. apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
- ii. apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- iii. apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- iv. apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Rights Equity Shares; or
- v. renounce its Rights Entitlements in full.

### **Making of an Application Through The ASBA Process**

An investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

### **Self-Certified Syndicate Banks**

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of 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.

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

**Do's for Investors applying through ASBA:**

- a) Ensure that the necessary details are filled in the Application Form including the details of the ASBA Account
- b) Ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as the Rights Equity Shares will be Allotted in the dematerialized form only.
- c) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.
- d) Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including additional Rights Equity Shares) applied for} X {Application Money of Rights Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.
- e) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application and have signed the same.
- f) 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.
- g) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.
- h) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.
- i) Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated Feb 13, 2020 read with press release dated June 25, 2021 and September 17, 2021.

**Don'ts for Investors applying through ASBA:**

- (a) Do not 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 (assuming that such Escrow Collection Bank is not an SCSB), and 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.
- (d) Do not submit Application Form using third party ASBA account.
- (e) Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction.

**Making an Application 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 Exchanges. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any 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 bank, must reach the office of the Designated Branch of SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Radhe Developers (India) Limited;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Registered Folio Number/DP and Client ID No.;
4. Number of Equity Shares held as on Record Date;
5. Allotment option – only dematerialised form;
6. Number of Rights Equity Shares entitled to;
7. Number of Rights Equity Shares applied for within the Rights Entitlements;
8. Number of additional Rights Equity Shares applied for, if any;
9. Total number of Rights Equity Shares applied for;
10. Total Application Money paid at the rate of [●] per Rights Equity Share;
11. Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
12. 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;
13. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
16. All such Eligible Equity Shareholders are deemed to have accepted the following:

*"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to, or for the account or benefit of a*



*United States person as defined in the Regulation S of the US Securities Act ("Regulation S"). I/ we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any 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 said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. I/ we confirm that I/ we are not in the United States and understand that neither us, nor the Registrar, or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.*

*"I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.*

*I/ We understand and agree that the Rights Entitlement and 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 Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.*

*I/We acknowledge that the Company, and others will rely upon the truth and accuracy of the foregoing representations and agreements."*

In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at [www.purvashare.com](http://www.purvashare.com)

Our Company and the Registrar shall not be responsible if the Applications are not uploaded SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

### **Making of Application by Eligible Equity Shareholders holding Equity Shares in physical form**

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those resident Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

To update respective email addresses/ mobile numbers in the records maintained by the Registrar or us Company, Eligible Equity Shareholders should visit [www.purvashare.com](http://www.purvashare.com)

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, email address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by email, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date;
- b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
- c) The remaining procedure for Application shall be same as set out in “*Terms of the Issue - Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” beginning on page 166.

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.

In accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two working days prior to issue closing date, such that credit of REs in their demat account takes place at least one day before issue closing date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

### **Application for Additional Equity Shares**

Investors 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 finalized 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 “Terms of the Issue - Basis of Allotment” beginning on page 184.

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.

Investors to kindly note that after purchasing the Rights Entitlements through On Market Renunciation / Off Market Renunciation, an Application has to be made for subscribing to the Rights Equity Shares. If no such Application is made by the Renounee on or before Issue Closing Date, then such Rights Entitlements will get lapsed and shall be extinguished after the Issue Closing Date and no Rights Equity Shares for such lapsed Rights Entitlements will be credited. For procedure of Application by shareholders who have purchased the Right Entitlement through On Market Renunciation / Off Market Renunciation, please refer to the heading titled "Procedure for Application through the ASBA process" beginning on pages 165 of the Draft Letter of Offer.

### **Additional General instructions for Investors**

- a) Please read this Draft Letter of Offer carefully to understand the Application process and applicable settlement

process.

- b) Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.
- c) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section ***“Terms of the Issue - Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process”*** on page 166.
- d) Applications should be submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.
- e) Applications should not be submitted to the Bankers to the Issue or Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar.
- f) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be “suspended for credit” and no Allotment and credit of Rights Equity Shares pursuant to this Issue shall be made into the accounts of such Investors. Further, in case of Application in joint names, each of the joint Applicants should sign the Application Form.
- g) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation (“Demographic Details”) are updated, true and correct, in all respects. Investors applying under this Issue should note that on the basis of name of the Investors, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Therefore, Investors applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. **The Allotment Advice and the e-mail intimating unblocking of ASBA Account or refund (if any) would be e-mailed to the address of the Investor 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 Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, Registrar shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.**
- h) By signing the Application Forms, Investors would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.
- i) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a

Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.

- j) Investors should provide correct DP ID and Client ID/ Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) while submitting the Application. Such DP ID and Client ID/ Folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.
- k) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.
- l) All communication in connection with Application for the 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.
- m) Investors are required to ensure that the number of Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.
- n) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
- o) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- p) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical application
- q) Do not pay the Application Money in cash, by money order, pay order or postal order.
- r) Do not submit multiple Applications.
- s) 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.
- t) 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:

- a) DP ID and Client ID mentioned in Application not matching with the DP ID and Client ID records available with the Registrar.

- b) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.
- c) Sending an Application to the Company, Registrar, Escrow Collection Banks (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB.
- d) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
- e) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
- f) Account holder not signing the Application or declaration mentioned therein.
- g) Submission of more than one application Form for Rights Entitlements available in a particular demat account.
- h) Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.
- i) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).
- j) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the demographic details provided by the Depositories.
- k) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
- l) Application Forms which are not submitted by the Investors within the time periods prescribed in the application Form and this Draft Letter of Offer.
- m) Physical Application Forms not duly signed by the sole or joint Investors.
- n) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, and money order, postal order or outstation demand drafts.
- o) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.
- p) Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who are U.S. QIBs and QPs) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person, and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.
- q) Applications which have evidence of being executed or made in contravention of applicable securities laws.
- r) Application from Investors that are residing in U.S. address as per the depository records (other than from persons in the United States who are U.S. QIBs and QPs).
- s) 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 Investors and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, please refer to "Investment by Mutual Funds" beginning on page 174 of this Draft Letter of Offer.

In cases where Multiple Application Forms are submitted, including cases where (a) an Investor submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications on ASBA, such Applications shall be treated as multiple applications and are liable to be rejected, other than multiple applications submitted by any of our Promoter or members of the Promoter Group to meet the minimum subscription requirements applicable to this Issue as described in "*Capital Structure – Intention and extent of participation by our Promoter and Promoter Group*" on page 48.

### **Last date for Application**

The last date for submission of the duly filled in the Application Form or a plain paper Application is [•]. 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 Exchanges 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 Rights Equity Shares hereby offered, **as provided under the heading "Terms of the Issue- Basis of Allotment" on page 184.**

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 Exchanges.

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

### **Applications will not be accepted from FPIs in restricted jurisdictions.**

FPIs which are QIBs, Non-Institutional Investors or whose application amount exceeds ₹2 Lakhs can participate in the Rights Issue only through the ASBA process. Further, FPIs which are QIB applicants and Non-Institutional Investors are mandatorily required to use ASBA, even if application amount does not exceed ₹2 Lakhs.

### **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 incorporated in a country which shares land border with India or where beneficial owner of an investment into India is situated in or is a citizen of any such country (“**Restricted Investors**”), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Investors will also require prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

#### **Procedure for Applications by Mutual Funds**

Applications made by asset management companies or custodians of Mutual Funds should clearly and specifically state names of the concerned schemes for which such Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company’s paid-up share capital carrying voting rights.

#### **Procedure for Applications by Systemically Important Non-Banking Financial Companies (“NBFC-SI”)**

In case of an application made by NBFC-SI registered with the RBI, (a) the certificate of registration issued by the RBI under Section 45IA of the RBI Act, 1934 and (b) net worth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

#### **Payment by stock invest**

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.

#### **Withdrawal of Application**

An Investor who has applied in this Issue may withdraw their application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, whether applying through ASBA facility, may withdraw their application post the Issue Closing Date.

#### **Disposal of Application and Application Money**

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branch of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form.

Our Board 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 ASB. Wherever an application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Rights Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within a period of 4 days from the Issue Closing Date and refunded in the respective bank accounts from which Application Money was received on or before T+1 day (T being the date of finalisation of Basis of Allotment).

In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

**For further instructions, please read the Application Form carefully.**

### III. Credit of Rights Entitlements in dematerialized account

#### *Rights Entitlements*

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialized 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](http://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.radhedevolvers.com](http://www.radhedevolvers.com)).

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is [•]. The said ISIN all 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 Exchanges 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](http://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 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 [●] 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.

#### **IV. 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 Renounce (s) as well.

##### **Renunciation of Rights Entitlements**

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and *vice versa* shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer.

In accordance with SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to Issue Closing Date, will not be able to renounce their Right Entitlements.

##### **Procedure for Renunciation of Rights Entitlements**

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges; or (b) through an off -market transfer, during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements. **Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.**

**Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.**

### **1. On Market Renunciation**

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN [•] subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges 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 Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlement. The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from [•] to [•] (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the ISIN- [•] and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on 'T+2 rolling settlement bases, where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stockbroker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

### **2. Off Market Renunciation**

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

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

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN [•], the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants. The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

### **V. Mode of payment**

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA.

In case of Application through ASBA facility, the Investor agrees to block the Application Money with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the Application Money, in the Investor's ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in the 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 which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013.

The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

The Investors would be required to give instructions to the respective SCSBs to block the entire amount payable on their application at the time of the submission of the Application Form.

#### **Payment by stock invest**

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

#### **Mode of payment for Resident Investors**

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

#### **Mode of payment for Non-Resident Investors**

As regards the Application by non-resident Investors, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Rights Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income-tax Act. However, please note that conditions applicable at the time of original investment in our Company by the Eligible Equity Shareholder including repatriation shall not change and remain the same for subscription in the Issue or subscription pursuant to renunciation in the Issue.
2. In case Rights Equity Shares are allotted on a non-repatriation basis, the dividend and sale proceeds of the Rights Equity Shares cannot be remitted outside India.
3. In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by the RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.
4. Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Rights Equity Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.

5. In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.
6. Non-resident Renounees who are not Eligible Equity Shareholders must submit regulatory approval for applying for additional Rights Equity Shares.

#### **VI. Basis for this Issue and Terms of Issue**

The Rights Equity Shares are being offered for subscription for cash to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialised form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date.

For principal terms of Issue such as face value, Issue Price, Rights Entitlement ratio, see “**The Issue**” beginning on page 40.

#### **Face Value**

Each Rights Equity Share will have the face value of Re. 1.00 per share.

#### **Issue Price**

The Rights Equity Share is being offered at a price of [●] per Rights Equity Share in this Issue. On Application, Investors will have to pay [●] per Rights Equity Share.

The Issue Price for Rights Equity Shares has been arrived at by our Company at its board meeting held on [●] and has been decided prior to the determination of the Record Date.

#### **Rights Entitlements Ratio**

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of [●] rights Equity Shares for every [●] Equity Shares held by the Eligible Equity Shareholders as on the Record Date.

#### **Fractional Entitlements**

The Right Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of [●] Right Equity Shares for every [●] Equity Shares held as on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than 1 Equity Shares or is not in the multiple of 1 Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored will be given preferential consideration for the Allotment of one additional Rights Equity Share if they apply for additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

For example, if an Eligible Equity Shareholder holds 01 Equity Shares, such Equity Shareholder will be entitled to 01 Right Equity Shares and will also be given a preferential consideration for the Allotment of one additional Rights Equity Share if such Eligible Equity Shareholder has applied for additional Rights Equity Shares, over and above his/her Rights Entitlements, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Equity Shareholders holding less than 1 Equity Shares shall have ‘zero’ entitlement for the Rights Equity Shares. Such Eligible Equity Shareholders are entitled to apply for additional Rights Equity Shares and will be given preference in the Allotment of one Rights Equity Share, if such Eligible Equity Shareholders apply for additional Rights Equity Shares, subject to availability of Rights Equity Shares in this Issue post allocation

towards Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties.

### **Ranking**

The Rights Equity Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issue 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 Exchanges and the terms and conditions as stipulated in the Allotment advice. The Rights 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 Rights Equity Shares to be issued pursuant to this Issue**

Subject to receipt of the listing and trading approvals, the Rights Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchanges. Unless otherwise permitted by the SEBI ICDR Regulations, the Rights Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Rights Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in-principal approval from BSE through letter bearing reference number [•] dated [•]. Our Company will apply to the Stock Exchange for final approvals for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under this Issue will trade after the listing thereof.

For an applicable period, the trading of the Rights Equity Shares would be suspended under the applicable law. The process of corporate action for crediting the fully paid -up Rights Equity Shares to the Investors' demat accounts, may take such time as is customary or as prescribed under applicable law from the last date of payment of the amount under the Call Notice.

The existing Equity Shares are listed and traded on BSE (Scrip Code: 531273; Script Id: RADHEDE) under the ISIN: INE986B01044. The fully paid-up Rights Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchanges. Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Rights Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Rights Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the Stock Exchanges, we shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within seven days of receipt of intimation from the Stock Exchanges, rejecting the application for listing of the Rights Equity Shares, and if any such money is not refunded/ unblocked within eight days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the eighth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

### **Subscription to this Issue by our Promoters and our Promoter Group**

For details of the intent and extent of subscription by our Promoters and the Promoter Group, see "Capital Structure – Intention and extent of participation by our Promoters and Promoter Group" on page 48.

### **Rights of Holders of Rights Equity Shares of our Company**

Subject to applicable laws, Rights Equity Shareholders shall have the following rights in proportion to amount paid-

up on the Rights Equity Shares:

- a) The right to receive dividend, if declared;
- b) The right to vote in person, or by proxy, except in case of Rights Equity Shares credited to the demat suspense account for resident Eligible Equity Shareholders holding Equity Shares in physical form;
- c) The right to receive surplus on liquidation;
- d) The right to free transferability of Rights Equity Shares;
- e) The right to attend general meetings of our Company and exercise voting powers in accordance with law, unless prohibited / restricted by law; and
- f) Such other rights as may be available to a shareholder of a listed public company under the Companies Act, 2013, the Memorandum of Association and the Articles of Association.

**Subject to applicable law and Articles of Association, holders of Rights Equity Shares shall be entitled to the above rights in proportion to amount paid-up on such Rights Equity Shares in this Issue.**

## **VII. GENERAL TERMS OF THE ISSUE**

### **Market Lot**

The Rights Equity Shares of our Company shall be tradable only in dematerialized 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 Rights Equity Shares offered in this Issue.

### **Nomination**

Nomination facility is available in respect of the Rights Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014.

Since the Allotment is in dematerialised form, there is no need to make a separate nomination for the Rights Equity Shares to be Allotted in this Issue. Nominations registered with the respective DPs of the Investors would prevail. Any Investor holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its Depository Participant.

### **Arrangements for Disposal of Odd Lots**

The Rights Equity Shares shall be traded in dematerialised form only and, therefore, the marketable lot shall be one Rights Equity Share and hence, no arrangements for disposal of odd lots are required.

### **Notices**

In accordance with the SEBI ICDR Regulations and SEBI Rights Issue Circulars, our Company will send / dispatch

the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue materials (“Issue Materials”) only to the Eligible Equity Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, this Draft Letter of Offer will be provided by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. In case the Eligible Equity Shareholders have provided their valid e-mail address, the Draft Letter of Offer will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Draft 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 (i) one English national daily newspaper; (ii) one Hindi language national daily newspaper; and (iii) one Marathi language daily newspaper (Marathi being the regional language of Mumbai, where our Registered Office is situated) and/or, will be sent by post or electronic transmission or other permissible mode to the addresses of the Eligible Equity Shareholders provided to our Company. This Draft Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchanges for making the same available on their websites.

#### **Offer to Non-Resident Eligible Equity Shareholders/Investors**

As per Rule 7 of the FEMA Rules, the RBI has given general permission to Indian companies to issue rights equity shares to non-resident shareholders including additional rights equity shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by the RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Rights Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by the RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Rights Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Investor has specific approval from RBI, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at [newissue@purvashare.com](mailto:newissue@purvashare.com). It will be the sole responsibility of the investors to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and our Company will not be responsible for any such allotments made by relying on such approvals

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent to the email addresses and Indian addresses of non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. Investors 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 Rights Equity Shares under applicable securities laws) from the websites of the Registrar, our Company and the Stock Exchanges. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by the RBI while approving the Allotment. The Rights Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Rights Equity Shares are issued on rights basis.

In case of change of status of holders, i.e., from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company.

Please also note that pursuant to Circular No. 14 dated September 16, 2003 issued by the RBI, Overseas Corporate

Bodies (“OCBs”) have been derecognized as an eligible class of investors and the 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 the RBI and in order to apply for this issue as a 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.at

[newissue@purvashare.com](mailto:newissue@purvashare.com)

### **Allotment of the Rights Equity Shares in Dematerialized Form**

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE OR THE ISSUE CLOSING DATE, AS THE CASE MAY BE. FOR DETAILS, SEE “OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS” ON PAGE 184.

### **Payment Schedule of Rights Equity Shares**

The Issue Price of [●] per Rights Equity Share shall be payable on application.

### **VIII. Issue Schedule**

<b>PARTICULARS</b>	<b>SCHEDULE</b>
Last Date for Credit of Rights Entitlements	: [●]
Issue Opening Date	: [●]
Last Date for On Market Renunciation of Rights Entitlements#	: [●]
Issue Closing Date*	: [●]
Finalization of Basis of Allotment (on or about)	: [●]
Date of Allotment (on or about)	: [●]
Date of Credit (on or about)	: [●]
Date of Listing (on or about)	: [●]

\* 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 but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

Please note that if Eligible 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. : [●].

**For details, see “General Information - Issue Schedule” on page 46.**

### **IX. Basis of Allotment**



Subject to the provisions contained in this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to Allot the Rights Equity Shares in the following order of priority:

- a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Rights Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Rights Equity Shares renounced in their favour, in full or in part.
- b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one additional Rights Equity Share each if they apply for additional Rights Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Rights Equity Shares after allotment under (a) above. If number of Rights Equity Shares required for Allotment under this head are more than the number of Rights Equity Shares available after Allotment under (b) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment
- c) Allotment to the Eligible Equity Shareholders who having applied for all the Rights Equity Shares offered to them as part of this Issue, have also applied for additional Rights Equity Shares. The Allotment of such additional Rights Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Rights Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Rights Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- d) Allotment to Renouncees who having applied for all the Rights Equity Shares renounced in their favour, have applied for additional Rights Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Rights Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- e) Allotment to any other person, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'. Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Investors who have been allocated Rights Equity Shares in this Issue, along with:

1. The amount to be transferred from the ASBA Account to the separate bank account opened by us Company for this Issue, for each successful Application;
2. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
3. The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

#### **X. Allotment Advice or Refund/ Unblocking of ASBA Accounts**

Our Company will send/ dispatch Allotment advice, refund intimations or demat credit of securities and/or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them; along with crediting the Allotted Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or 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 email, to the email address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, refunds and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for additional Equity Shares in the Issue and is Allotted a lesser number of Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed be within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

### **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 each Call, until fully paid-up. The Rights Equity Shares offered under this Issue will be traded under a separate ISIN after each 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.

## **XI. Payment of Refund**

### **Mode of making refunds**

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes:

- a) Unblocking amounts blocked using ASBA facility.
- b) NACH – National Automated Clearing House is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including MICR code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.
- c) National Electronic Fund Transfer (“**NEFT**”) – Payment of refund shall be undertaken through NEFT wherever the Investors’ bank has been assigned the Indian Financial System Code (“**IFSC Code**”), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine-digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.
- d) Direct Credit – Investors having bank accounts with the Bankers to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our

Company.

- e) RTGS – If the refund amount exceeds ₹ 2,00,000, the Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the refund bank(s) for the same would be borne by our Company. Charges, if any, levied by the Investor's bank receiving the credit would be borne by the Investor.
- f) For all other Investors, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demand drafts drawn in favor of the sole/first Investor and payable at par.
- g) Credit of refunds to Investors in any other electronic manner, permissible by SEBI from time to time.

#### **Refund payment to non-residents**

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

#### **XII. Allotment Advice or Demat Credit of Securities**

The demat credit of securities to the respective beneficiary accounts or the demat suspense account (pending receipt of demat account details for Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, etc.) will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

#### **Receipt of the Rights Equity Shares in Dematerialized Form**

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE OR THE ISSUE CLOSING DATE, AS THE CASE MAY BE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE, OR (C) DEMAT SUSPENSE ACCOUNT PENDING RECEIPT OF DEMAT ACCOUNT DETAILS FOR RESIDENT ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES FORM/ WHERE THE CREDIT OF THE RIGHTS ENTITLEMENTS RETURNED/REVERSED/FAILED.

Investors shall be Allotted the Rights Equity Shares in dematerialized (electronic) form. Our Company has signed an agreement dated January 09, 2006 with NSDL and an agreement dated February 03, 2009 with CDSL which enables the Investors to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates.

#### **INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.**

The procedure for availing the facility for Allotment of Rights Equity Shares in this Issue in the dematerialized form is as under:

1. Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for such holdings. Those Investors

who have already opened such beneficiary account(s) need not adhere to this step.

2. It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.
3. The responsibility for correctness of information filled in the Application Form vis-a-vis such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's depository participant.
4. If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Equity Shares and the Application Form will be rejected.
5. The Rights Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent directly to the Applicant by email and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Applicant's depository account.
6. Non-transferable Allotment advice/ refund intimation will be directly sent to the Investors by the Registrar, by email and, if the printing is feasible, through physical dispatch.
7. Renounees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

### **XIII. Impersonation**

**As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:**

**“Any person who makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its 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 for fraud involving an amount of at least ₹1million 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 upto three times of such amount. In case the fraud involves (i) an amount which is less than ₹ 1 million or 1% of the turnover of the company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹50 lakhs or with both.

### **XIV. Utilization of Issue Proceeds**

Our Board declares that:

- a. All monies received out of this Issue shall be transferred to a separate bank account;
- b. Details of all monies utilized out of this Issue referred to under (A) shall be disclosed under an appropriate

separate head in the balance of our Company indicating the purpose for which such monies had been utilized; and

- c. Details of all unutilized monies out of this Issue referred to under (A) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

## **XV. Undertakings by our Company**

Our Company undertakes the following:

- 1) The complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily.
- 2) All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges where the Equity Shares are to be listed will be taken within the time limit specified by SEBI.
- 3) The funds required for making refunds to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.
- 4) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor 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.
- 5) 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.
- 6) Adequate arrangements shall be made to collect all ASBA Applications.
- 7) Our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.

## **XVI. Investor Grievances, Communication And Important Links**

1. Please read this Draft Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of this Draft Letter of Offer and must be carefully followed; otherwise, the Application is liable to be rejected.
2. All enquiries in connection with this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed “**Radhe Developers (India) Limited – Rights Issue**” on the envelope and postmarked in India or in the email) to the Registrar at the following address:

### **Registrar to the Issue**

### **Registrar to the Company**

<b>Name</b>	<b>: MCS SHARE TRANSFER AGENT LIMITED</b>
<b>Address</b>	<b>: 201, Shatdal Complex, 2<sup>nd</sup> Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad -380 009, Gujarat, India</b>
<b>Tel No.</b>	<b>: +91 79 26580461 / 62 / 63</b>
<b>Fax No.</b>	<b>: +91 40 2343 1551</b>
<b>Email Id</b>	<b>: <a href="mailto:subodh@mcsregistrars.com">subodh@mcsregistrars.com</a></b>
<b>Contact Person</b>	<b>: Mr. Subodh R Vichare</b>

**Website** : [www.mcsregistrars.com](http://www.mcsregistrars.com)  
**SEBI Registration No.** : INR000004108  
**CIN** : U67120WB2011PLC165872

3. In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the **website** of the Registrar (: [www.purvashare.com](http://www.purvashare.com)). Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is 22 3522 0056 / 4961 4132

This Issue will remain open for a minimum [●] days. However, our Board or duly authorized committee thereof, will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Consolidated FDI Policy and FEMA. The FDI Policy prescribes the limits and conditions subject to which foreign investment can be made in different sectors of the Indian economy and FEMA regulates the precise manner in which such investment may be made.

The government bodies responsible for granting foreign investment approvals are the concerned ministries/departments of the Government of India and the RBI. Pursuant to the press release dated May 24, 2017, the Union Cabinet phased out the FIPB and it was replaced by the Foreign Investment Facilitation Portal (FIFP) to speed up the FDI inflow and to increase the transparency in the FDI approvals in the country. The DIPP issued the Standard Operating Procedure (SOP) for Processing FDI Proposals on June 29, 2017 (the "SOP"). The SOP provides a list of the competent authorities to grant approvals for foreign investment for sectors/activities requiring Government approval. For sectors or activities that are currently under the automatic route but which required Government approval earlier as per the extant policy during the relevant period, the concerned Administrative Ministry/Department shall act as the competent authority (the "Competent Authority") for the grant of post facto approval for foreign investment. In circumstances where there is a doubt as to which department shall act as the Competent Authority, the DIPP will identify the Competent Authority.

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The DIPP, has issued a consolidated FDI Policy DPIIT File Number 5(2)/2020-FDI Policy Dated the October 15, 2020 ("FDI Policy 2020"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI policy issued by the DIPP that were in force till that date. The Government of India proposes to update the consolidated circular on FDI policy once every year and therefore, the FDI Policy 2020 will be valid until the DIPP issues an updated circular.

Under the FDI Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to 100% without any prior approvals, however the foreign investor must 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 FIFP.

The transfer of shares between an Indian resident and a non-resident does not need prior approval of the RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA, and the transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

As per the extant policy of the Government of India, erstwhile OCBs cannot participate in this Issue. OCBs or Overseas Corporate Bodies have been de-recognised as a class of investor entity in India with effect from September 16, 2003.

Overseas Corporate Body means a company, partnership firm, society and other corporate body owned directly or indirectly to the extent of at least sixty per cent by Non- Resident Indians and includes overseas trust in which not less than sixty percent beneficial interest is held by Non-resident Indians directly or indirectly but irrevocably, which was in existence as on September 16, 2003, and was eligible to undertake transactions pursuant to the general permission granted under FEMA. Any investment made in India by such entities will be treated as investments by incorporated non-resident entities, i.e. a foreign company.

The Issue, if renounced by our shareholders, may include offers within India, to Indian institutional, non-institutional and retail investors in offshore transactions as defined in, and made in reliance upon exemptions from the registration requirements under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), including the exemption under Regulation S ("Regulation S") of the U.S. Securities Act.

*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 Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.*

## SECTION VIII – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following material documents and contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years prior to the date of this Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of these documents for inspection referred to hereunder, will be made available at our Registered Office between 10:30 a.m. to 5:00 p.m. on all working days from the date of this Letter of Offer until the Issue Closing Date.

#### A. Material Contracts for the Issue

1. Registrar Agreement dated [●] between our Company and the Registrar to the Issue.
2. Bankers to the Issue Agreement dated [●] among our Company the Registrar to the Issue and the Bankers to the Issue.

#### B. Material Documents in Relation to the Issue

1. Certified copies of the updated Memorandum of Association and Articles of Association of our Company.
2. Copy of Certificate of Incorporation dated February 3, 1995 under the name of “Radhe Developers (India) Limited”.
3. Copy of the Resolutions passed by our Board dated October 19,2024 approving the Rights Issue and other related matters.
4. Copy of the Resolutions of our Right Issue Committee dated October 19,2024 approving and adopting the Draft Letter of Offer.
5. Copy of the Resolution of our Committee of Directors/ Board of Directors dated [●], finalizing the terms of the Issue including Issue Price, Record Date and the Rights Entitlement Ratio.
6. Copy of the Resolutions of our Board dated [●] approving and adopting the Letter of Offer.
7. Copy of annual reports of our Company for the last financial year 2023-24.
8. Statement of Tax Benefits dated [●] issued by M/s - Parin Patwari & Co., Chartered Accountants.

Consents of our Promoters, Directors, Company Secretary and Compliance Officer, Statutory Auditor, Bankers to our Company, Bankers to the Issue, and the Registrar to the Issue for inclusion of their names in this Letter of Offer to act in their respective capacities.

9. Tripartite Agreement dated March 31, 2015 between our Company, NSDL and the Registrar to the Company.
10. Tripartite Agreement dated December 08, 2015 between our Company, CDSL and Registrar to the Company.
11. In-principal approval issued by the BSE vide its letter [●] dated [●].

Any of the contracts or documents mentioned in this 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 Eligible Equity Shareholders, subject to compliance with applicable law.



## DECLARATION

We/ I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder. We/ I further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by Securities and Exchange Board of India, Government of India and any other competent authority in this behalf, have been duly complied with.

We/ I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

### Name of the Directors

### Signature

Ashishbhai Prafulbhai Patel  
**Managing Director**  
DIN No.: 00228026

Sd/-

Jahnavi Ashish Patel  
**Non-Executive Director**  
DIN No.: 00230301

Sd/-

Alok Hrishikesh Vaidya  
**Non- Executive Director**  
DIN No.: 00101864

Sd/-

Bharat Sakarlal Pandya  
**Non-Executive Independent Director**  
DIN No.: 07521459

Sd/-

Tusharkumar Kalidas Patel  
**Non-Executive Independent Director**  
DIN No.: 06915474

Sd/-

Nirav V. Patel  
**Non-Executive Independent Director**  
DIN: 06577142

Sd/-

### SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Mr. Pranavbhai Jayprakashbhai Patel

Sd/-

### SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER

Mrs. Khyati Kanaiyalal Patel

Sd/-

Place: Ahmedabad  
Date: October 19,2024