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*Draft Prospectus  
December 14, 2023  
Please read Section 26 and Section 28 of Companies Act, 2013  
(This Draft Prospectus will be updated  
upon filing with the RoC)  
100% Fixed Price Issue*



## REET PROJECTS LIMITED

Corporate Identification Number: U41001GJ2023PLC139730

REGISTERED OFFICE		CORPORATE OFFICE	CONTACT PERSON	EMAIL
Shop No. 327, Third Floor, Ishana the Business Hub, Althan Surat City, Surat-395017, Gujarat		NA	Poorvi Jain, Company Secretary & Compliance Officer	<a href="mailto:info@reetprojects.com">info@reetprojects.com</a>
TELEPHONE / MOBILE NO.			WEBSITE	
+91 99 9866 5650			<a href="http://www.reetprojects.com">www.reetprojects.com</a>	
OUR PROMOTERS: HARDIK AJITBHAI DESAI, KAVITA HARDIK DESAI AND M/S NIRAV HOLDINGS				
Type	Fresh Issue Size	OFS size (by no. of shares or by amount in Rs)	Total Issue Size	Eligibility
Fresh Issue	Up to 17,84,000 Equity Shares aggregating up to ₹ 535.20 Lakhs.	N.A.	Up to ₹535.20 Lakhs	The Issue is being made pursuant to Regulation 229(1) of Chapter IX of SEBI (ICDR) Regulations. As the Company's post issue paid up capital is less than or equal to ₹1000.00 Lakhs.
DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDER AND THEIR AVERAGE COST OF ACQUISITION: NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES				
RISK IN RELATION TO THE FIRST ISSUE				
This being the first public issue of Equity Shares by our Company, there has been no formal market for the Equity Shares of our Company. The Issue Price (determined and justified by our Company in consultation with the Lead Manager) as stated under <b>“Basis for Issue Price”</b> beginning on page 83 of this Draft Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.				
GENERAL RISKS				
Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India ( <b>“SEBI”</b> ) nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Prospectus. Specific attention of the investors is invited to the chapter titled <b>“Risk Factors”</b> beginning on page 24 of this Draft Prospectus.				
COMPANY’S ABSOLUTE RESPONSIBILITY				
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus 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 Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.				
LISTING				
The Equity Shares offered through this Draft Prospectus are proposed to be listed on the SME Platform of BSE Limited ( <b>‘BSE SME’</b> ), in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received <b>“In-Principle”</b> approval from the BSE for using its name in the Issue document for the listing of the Equity Shares, pursuant to letter dated [●]. For the purpose of the Issue, the Stock Exchange will be BSE Limited.				
LEAD MANAGER TO THE ISSUE			REGISTRAR TO THE ISSUE	
 <b>FEDEX SECURITIES PRIVATE LIMITED</b> B 7, 3rd Floor, Jay Chambers, Dayaldas Road, Vile Parle – [East], Mumbai - 400 057, Maharashtra, India Tel No.: +91 81049 85249 E-mail: <a href="mailto:mb@fedsec.in">mb@fedsec.in</a> Website: <a href="http://www.fedsec.in">www.fedsec.in</a> Contact Person: Saipan Sanghvi SEBI Registration Number: INM000010163 Investor Grievance E-Mail: <a href="mailto:mb@fedsec.in">mb@fedsec.in</a>			 <b>KFIN TECHNOLOGIES LIMITED</b> Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana, India. Telephone: +91 4067162222 E-mail: <a href="mailto:reetprojects.ipo@kfintech.com">reetprojects.ipo@kfintech.com</a> Website: <a href="http://www.kfintech.com">www.kfintech.com</a> Contact Person: M Murali Krishna SEBI Registration No.: INR000000221 Investor Grievance E-Mail: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>	
ISSUE PROGRAMME				
ISSUE OPENS ON: [●]			ISSUE CLOSES ON: [●]	



Our Company was originally formed as a partnership firm in the name and style of “M/s. Orbit Corporation” vide partnership deed dated April 29, 2014 which was reconstituted on February 11, 2019, August 8, 2022 and February 16, 2023. The name of the partnership firm was changed to “M/s. Reet Projects” with the consent of the partners vide deed of partnership dated February 16, 2023. Later on, the firm was converted into a public limited company under same style as “Reet Projects Limited” under the Companies Act, 2013 vide certificate of incorporation dated March 31, 2023 issued by Assistant Registrar of Companies, Central Registration Centre, bearing Corporate Identification Number U41001GJ2023PLC139730.

**Registered Office:** Shop No. 327, Third Floor, Ishana the Business Hub, Althan, Surat City, Surat-395017, Gujarat.

**Tel No.:** 91+ 99 9866 5650; **Email:** [info@reetprojects.com](mailto:info@reetprojects.com); **Website:** [www.reetprojects.com](http://www.reetprojects.com)

**Contact Person:** Poorvi Jain, Company Secretary & Compliance Officer

**OUR PROMOTERS:** HARDIK AJITBHAI DESAI, KAVITA HARDIK DESAI AND M/S NIRAV HOLDINGS

#### THE ISSUE

**INITIAL PUBLIC ISSUE** OF UP TO 17,84,000 EQUITY SHARES OF FACE VALUE ₹ 10/- EACH (“EQUITY SHARES”) OF REET PROJECTS LIMITED (“OUR COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ 30 PER EQUITY SHARE (INCLUDING A SECURITIES PREMIUM OF ₹ 20 PER EQUITY SHARE) (“ISSUE PRICE”), AGGREGATING UP TO ₹ 535.20 LAKHS (THE “ISSUE”). 96,000 EQUITY SHARES AGGREGATING TO ₹ 28.80 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER (“MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 16,88,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT AN ISSUE PRICE OF ₹ 30 PER EQUITY SHARE AGGREGATING TO ₹ 506.40 LAKHS IS HEREINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER THE CHAPTER TITLED “TERMS OF THE ISSUE” ON PAGE 184 OF THIS DRAFT PROSPECTUS.

*\*Subject to finalisation of basis of allotment*

**THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH AND THE ISSUE PRICE IS 3.0 TIMES OF THE FACE VALUE**

In terms of Rule 19(2)(b)(i) of the SCRR this Issue is being made for at least 25% of the post - Issue paid-up Equity Share capital of our Company. This Issue is being made through Fixed Price process in accordance and compliance with Chapter IX and other applicable provisions of SEBI ICDR Regulations wherein a minimum 50% of the Net Issue is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including corporate bodies or institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price. Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage.

#### ELIGIBLE INVESTORS

All potential investors shall participate in the Issue only through an Application Supported by Blocked Amount (“ASBA”) process including through UPI mode (as applicable) by providing details of the irrespective bank accounts and / or UPI IDs, in case of RIIs, if applicable, which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For details in this regard, specific attention is invited to “**Issue Procedure**” on page 228 of this Draft Prospectus. A copy of the Prospectus will be delivered for registration to the Registrar of Companies as required under Section 26 of the Companies Act, 2013.

#### RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares by our Company, there has been no formal market for the Equity Shares of our Company. The Issue Price (determined and justified by our Company in consultation with the Lead Manager) as stated under “**Basis for Issue Price**” beginning on page 83 of this Draft Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

#### GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India (“SEBI”) nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Prospectus. Specific attention of the investors is invited to the chapter titled “**Risk Factors**” beginning on page 24 of this Draft Prospectus.

#### COMPANY’S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus 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 Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

#### LISTING

The Equity Shares offered through this Draft Prospectus are proposed to be listed on the SME Platform of BSE Limited (“BSE SME”), in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received “In-Principle” approval from the BSE for using its name in the Issue document for the listing of the Equity Shares, pursuant to letter dated [●]. For the purpose of the Issue, the Stock Exchange will be BSE Limited.

#### LEAD MANAGER TO THE ISSUE

#### REGISTRAR TO THE ISSUE

	
<b>FEDEX SECURITIES PRIVATE LIMITED</b> B 7, 3rd Floor, Jay Chambers, Dayaldas Road, Vile Parle – [East], Mumbai - 400 057, Maharashtra, India <b>Tel No.:</b> +91 81049 85249 <b>E-mail:</b> <a href="mailto:mb@fedsec.in">mb@fedsec.in</a> <b>Website:</b> <a href="http://www.fedsec.in">www.fedsec.in</a> <b>Contact Person:</b> Saipan Sanghvi <b>SEBI Registration Number:</b> INM000010163 <b>Investor Grievance E-Mail:</b> <a href="mailto:mb@fedsec.in">mb@fedsec.in</a>	<b>KFIN TECHNOLOGIES LIMITED</b> Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana, India. <b>Telephone:</b> +91 4067162222 <b>E-mail:</b> <a href="mailto:reetprojects.ipo@kfintech.com">reetprojects.ipo@kfintech.com</a> <b>Website:</b> <a href="http://www.kfintech.com">www.kfintech.com</a> <b>Contact Person:</b> M Murali Krishna <b>SEBI Registration No.:</b> INR000000221 <b>Investor Grievance E-Mail:</b> <a href="mailto:cinward.ris@kfintech.com">cinward.ris@kfintech.com</a>

#### ISSUE PROGRAMME

ISSUE OPENS ON:	[●]
ISSUE CLOSES ON:	[●]

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## SECTION - I – GENERAL

### DEFINITION AND ABBREVIATIONS

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

The words and expressions used in this Draft Prospectus, but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under SEBI ICDR Regulations 2018, the Companies Act 2013, the SCRA, the Depositories Act, and the rules and regulations made thereunder.

Notwithstanding the foregoing, the terms not defined but used in the chapters titled **“Statement of Tax Benefits”, “Restated Financial Statement”, “Outstanding Litigations and Material Developments”, “Key Industry Regulations and Policies”** and **“Main Provision of Articles of Association”** beginning on pages 91, 149, 201, 117 and 257 respectively of this Draft Prospectus, shall have the meanings ascribed to such terms in the respective sections.

### CONVENTIONAL OR GENERAL TERMS

Term	Description
Reet Projects Limited, We / us / Our Company / the Issuer	Unless the context otherwise indicates or implies refers to Reet Projects Limited, a public limited company incorporated under the Companies Act, 2013 and having its registered office at Shop No. 327, Third Floor, Ishana the Business Hub, Althan Surat City 395017 Gujarat India.
Promoter(s) / Core Promoter(s)	1. Hardik Ajitbhai Desai 2. Kavita Hardik Desai 3. Nirav Holdings
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1) (pp) of SEBI ICDR Regulations as disclosed in the chapter titled <b>“Our Promoter and Promoter Group”</b> beginning on page 142 of this Draft Prospectus
you, your / yours	Prospective Investors in this Issue.

### CORPORATE RELATED TERMS

Term	Description
“AOA / Articles / Articles of Association”	The Articles of Association of Reet Projects Limited, as amended from time to time
“Auditors / Statutory Auditors / Peer Review Auditor”	The Statutory Auditor of our Company, being M/s VCAS & Co., Chartered Accountants (FRN: 123372W) and Peer Review Number: 015194
“Audit Committee”	The Audit Committee of our Board, as described in the chapter titled <b>“Our Management”</b> beginning on page 126 of this Draft Prospectus
“Bankers to our company”	Akhand Anand Co. Op Bank Limited and ICICI bank Limited are the bankers to our Company, as described under chapter titled <b>“General Information”</b> beginning on page 55 of this Draft Prospectus
“Board / Board of Directors / Our Board”	The Board of Directors of our Company, including all duly constituted from time to time including any Committees thereof as the context may refer to the chapter titled <b>“Our Management”</b> beginning on page 126 of this Draft Prospectus.
“Chairperson”	The Chairman/ Chairperson of the Board of Directors of our Company being Hardik Ajitbhai Desai;
“Company Secretary and Compliance Officer”	The Company Secretary and Compliance Officer of our Company, being Poorvi Jain.
“Chief Financial Officer/ CFO”	The Chief Financial Officer of our Company, being Kaushal Desai.



Term	Description
“Corporate Identification Number (CIN)”	U41001GJ2023PLC139730
“Director(s)”	Director(s) on the Board of Reet Projects Limited as appointed from time to time, unless otherwise specified
“Equity Shares/Shares”	Equity Shares of our Company having face value of ₹ 10.00/- each, fully paid up, unless otherwise specified in the context thereof
“Equity Shareholders / Shareholders”	Persons /entities holding Equity Shares of our Company
“Executive directors”	Executive Directors are the managing director and whole-time directors of our Company
“Group Company(ies)”	In terms of SEBI ICDR Regulations, Group Companies includes Companies (other than our promoters and subsidiaries) with which there were Related Party Transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards and also other companies as considered material by our Company, and as disclosed in the chapter titled <b>“Our Group Companies”</b> beginning on page 147 of this Draft Prospectus
“Independent Director(s)”	Independent director(s) on the Board, and eligible to be appointed as an independent director under the provisions of Companies Act and SEBI Listing Regulations. For details of the Independent Directors, please refer to the chapter titled <b>“Our Management”</b> beginning on page 126 of this Draft Prospectus
“Indian GAAP”	Generally Accepted Accounting Principles in India
“ISIN”	International Securities Identification Number is INE0PSN01013
“Key Management Personnel /KMP”	Key Management Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI (ICDR) Regulations and Section 2(51) of the Companies Act, 2013. For details, please refer to the chapter titled <b>“Our Management”</b> beginning on page 126 of this Draft Prospectus.
“Managing Director “	Managing director of our Company is Hardik Ajitbhai Desai. For details, please refer to the chapter titled <b>“Our Management”</b> beginning on page 126 of this Draft Prospectus
“Market Maker”	The market maker of our Company being [ ● ]
“Materiality Policy”	The policy adopted by our Board on August 14, 2023 for identification of group companies of our Company, outstanding litigation and outstanding dues to creditors in respect of our Company, pursuant to the disclosure requirements under the SEBI (ICDR) Regulations
“MoA / Memorandum of Association”	The Memorandum of Association of our Company, as amended from time to time
“Nomination & Remuneration Committee”	The Nomination and Remuneration Committee of our Board described in the chapter titled <b>“Our Management”</b> beginning on page 126 of this Draft Prospectus
“NRIs / Non-Resident Indian”	A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000
“Person or Persons”	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
“Promoter group”	The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, as described in the section ‘Our Promoters and Promoter Group’ beginning on page 142 of this Draft Prospectus
“Registered Office”	Shop No. 327, Third Floor, Ishana the Business Hub, Althan Surat City 395017 Gujarat India

Term	Description
“Registrar of Companies / ROC”	Roc Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013
“Restated Financial Statements”	The Restated Financial Statements of our Company for the period ended June 15, 2023 and for the Financial Year ended March 31, 2023, Financial Year ended March 31, 2022 and Financial Year ended March 31, 2021 which comprises of the restated balance sheet, restated statement of profit and loss and the restated cash flow statement, together with the annexures and notes thereto disclosed in the chapter titled “ <b>Restated Financial Statements</b> ” beginning on page 149 of this Draft Prospectus
“Shareholders/ Members”	Holders of Equity Shares of our Company from time to time
“Stakeholders’ Relationship Committee”	The Stakeholders Relationship Committee of the Board of Directors constituted as the Company’s Stakeholders’ Relationship Committee in accordance with Section 178(5) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and described in the chapter titled “ <b>Our Management</b> ” beginning on page 126 of this Draft Prospectus.

## ISSUE RELATED TERMS

Term	Description
“Abridged Prospectus”	Abridged Prospectus to be issued under SEBI ICDR Regulations and appended to the Application Forms
“Acknowledgement Slip”	The acknowledgement slips or document issued by the Designated Intermediary to an applicant as proof of having accepted the Application Form
“Allot / Allotment / Allotted / Allotment of Equity Shares”	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants
“Allottee(s)”	A successful Applicant to whom the Equity Shares are being allotted
“Allotment Advice”	Note or advice or intimation of Allotment sent to each successful applicant who have been or are to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
“Allotment Date”	Date on which the Allotment is made
“Applicant”	Any prospective investor who makes an application for Equity Shares of our Company in terms of the Prospectus. All the applicants should make application through ASBA only.
“Application Lot”	4,000 Equity Shares and in multiples thereof
“Application Amount”	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of the Prospectus
“Application Supported by Blocked Amount/ ASBA”	An application, whether physical or electronic, used by applicants to make an application and authorize an SCSB to block the application Amount in the ASBA Account
“ASBA Account”	A bank account maintained with an SCSB and specified in the ASBA Form submitted by applicant for blocking the application Amount mentioned in the ASBA Form
“ASBA Form”	An application form, whether physical or electronic, used by ASBA Applicant which will be considered as the application for Allotment in terms of the Prospectus
“Bankers to the Company”	ICICI Bank Limited and Akhand Anand Co-op. Bank Limited
“Banker to the Issue / Refund Banker / Public Issue Bank”	Collectively, Escrow Collection Bank, Public Issue Bank, Sponsor Bank and Refund Bank, as the case may be. In this case, being, [●].
“Bankers to the Issue Agreement”	Banker to the Issue Agreement entered on [●] amongst our Company, Lead Manager, the Registrar to the Issue and Banker to the Issue / Sponsor Bank for collection of the Application Amount on the terms and conditions thereof.
“Basis of Allotment”	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue, described in the chapter titled “ <b>Issue Procedure</b> ” beginning on page 228 of this Draft Prospectus.
“Business Day”	Any day on which commercial banks are open for the business

Term	Description
“CAN /Confirmation of Allocation Note”	A note or advice or intimation sent to Investors, who have been allotted the Equity Shares, after approval of Basis of Allotment by the Designated Stock Exchange
“Client ID”	Client Identification Number of the Beneficiary Account
“Collection Centers”	Broker Centers notified by BSE where applicants can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers, are available on the website of the SME platform of BSE.
“Collecting Depository Participant or CDP”	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Application Forms at the Designated CDP Locations in terms of circular no. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
“Collecting Registrar and Share Transfer Agent/CRTAs”	Registrar to an Offer and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
“Controlling Branches/ Controlling Branches of the SCSBs”	Such branches of the SCSBs which co-ordinate Application Forms by the ASBA Applicants with the Registrar to the Issue and BSE and a list of which is available at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
“Demographic Details”	The demographic details of the Applicant such as their address, PAN, occupation, bank account details and UPI ID (as applicable).
“Depositories”	National Securities Depositories Limited (NSDL) and Central Depository Services Limited (CDSL) or any other Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time.
“Depository Participant/DP”	A depository participant registered with SEBI under the Depositories Act.
“Designated CDP Locations”	Such centre of the CDPs where applicants can submit the ASBA For The details of such Designated CDP Locations, along with names and contact details of the CDPs eligible to accept ASBA Forms are available on the website of BSE.
“Designated Date”	The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Prospectus, following which the Board may Allot Equity Shares to successful Applicants in the Issue.
“Designated Intermediaries”	The members of the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are categorized to collect Application Forms from the Applicant, in relation to the Issue.
“Designated Market Maker”	[●] will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations.
“Designated RTA Locations”	Such locations of the RTAs where applicant can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the BSE.
“Designated SCSB Branches”	Such Branches of the SCSBs which shall collect the ASBA Forms used by the applicant, a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a>
“Designated Stock Exchange”	SME platform of BSE (BSE SME)
“Draft Prospectus”	This Draft Prospectus issued in accordance with the SEBI ICDR Regulations.
“Electronic Transfer of Funds”	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
“Eligible NRI”	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the ASBA Form and the Prospectus will constitute an invitation to subscribe to or to purchase the

Term	Description
	Equity Shares and who have opened dematerialized accounts with SEBI registered qualified depository participants.
“Eligible QFIs”	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation to participate in the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to Equity Shares issued thereby, and who have opened dematerialized accounts with SEBI registered qualified depository participants, and are deemed as FPIs under SEBI FPI Regulations.
“SME Platform of BSE / SME Exchange / Stock Exchange / BSE SME”	The SME Platform of BSE, approved by SEBI as an SME Exchange for listing of equity shares offered under Chapter IX of the SEBI (ICDR) Regulations.
“Escrow Account(s)”	Account opened with the Escrow Collection Bank(s) and in whose favour the Investors will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Applicant Amount.
“Escrow Agreement”	An agreement to be entered among our Company, the Registrar to the Issue, the Escrow Collection Bank(s), Refund Bank(s) and the Lead Manager for the collection of Application Amounts and where applicable, for remitting refunds, on the terms and conditions thereof.
“Escrow Collection Bank(s)”	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom the Escrow Accounts will be opened, in this case being [●].
“FII/ Foreign Institutional Investors”	Foreign Institutional Investor as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
“First or Sole Applicant”	Applicant whose name appears first in the Application Form in case of a joint application form and whose name shall also appear as the first holder of the beneficiary account held in joint names or in any revisions thereof
“Foreign Portfolio Investor / FPIs”	Foreign Portfolio Investor as defined under SEBI FPI Regulations
“General Information Document/ GID”	The General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, notified by SEBI, suitably modified and included in the chapter titled “Issue Procedure” beginning on page 228 of this Draft Prospectus
“Issue / Issue Size / Public Issue / IPO”	Initial Public Issue of upto 17,84,000 Equity Shares of face value of ₹ 10.00 each of our Company for cash at a price of ₹ 30/- per Equity Share (including a securities premium of ₹ 20/- per Equity Share) aggregating to ₹ 535.20 Lakhs.
“Issue Agreement”	The agreement dated December 2, 2023 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue
“Issue Closing Date”	The date on which the Issue closes for subscription.
“Issue Opening Date”	The date on which the Issue opens for subscription.
“Issue Period”	The period between the Issue Opening Date and the Issue Closing Date (inclusive of such date and the Issue Opening Date) during which prospective applicants can submit their Application Forms, inclusive of any revision thereof. Provided however that the applications shall be kept open for a minimum of three (3) Working Days for all categories of applicants. Our Company, in consultation with the Lead Manager, may decide to close applications by QIBs one (1) day prior to the Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Issue Opening Date was published.
“Issue Price”	₹ 30 per Equity Share (Including securities premium of ₹ 20 per Equity Share)
“Issue Proceeds”	The proceeds from the Issue based on the total number of Equity Shares allotted under the issue.
“Lead Manager/ LM”	The Lead Manager to the Issue namely, Fedex Securities Private Limited
“Listing Agreement”	The Listing Agreement to be signed between our Company and SME Platform of BSE (BSE SME).

Term	Description
“Mandate Request”	Mandate Request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
“Market Making Agreement”	The Market Making Agreement dated [ ● ] between our Company, the Lead Manager and Market Maker.
“Market Maker Reservation Portion”	The reserved portion of upto 96,000 Equity Shares of face value of ₹ 10.00/- each fully paid-up for cash at a price of ₹ 30/- per Equity Share aggregating to ₹ 28.80 Lakhs for the Market Maker in this Issue
“MSME”	Micro Small and Medium Enterprises
“Mutual Fund(s)”	Mutual fund(s) registered with SEBI pursuant to SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
“National Stock Exchange of India Limited”	NSE India
“Net Issue”	The Issue (excluding the Market Maker Reservation Portion) of upto 16,88,000 Equity Shares of face value ₹ 10.00/- each fully paid-up of our Company for cash at a price of ₹ 30/- per Equity Share aggregating up to ₹ 506.40 Lakhs
“Net Proceeds”	The Issue Proceeds less the Issue related expenses. For further details, please refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 76 of this Draft Prospectus.
“Non-Institutional Applicants /Non-Institutional Investor / NIB/ NII”	All Applicants (including Eligible NRIs), who are not QIBs or Retail Individual Bidders and who have applied for Equity Shares for an amount of more than ₹ 2 lakhs.
“Non-Resident or NRI”	A person resident outside India, as defined under FEMA and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI.
“Overseas Corporate Body/ OCB”	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 as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue.
“Person or Persons”	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership firm, limited liability partnership firm, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context may require.
“Public Issue Account”	The account to be opened with the Banker to the Issue under section 40 of Companies Act, 2013 to received monies from the ASBA Accounts.
“QIBs or Qualified Institutional Buyers”	Qualified Institutional Buyers as defined under Regulation 2(1) (ss) of SEBI ICDR Regulations.
“Refund Account”	Account to which Application monies are to be refunded to the Applicants
“Refund through electronic transfer of funds”	Refunds through NECS, NEFT, direct credit, NACH or RTGS, as applicable
“Refund Bank / Refund Banker”	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being [ ● ].
“Registered Brokers”	Stock brokers registered with SEBI as trading members (except Syndicate/sub-Syndicate Members) who hold valid membership of [ ● ] having right to trade in stocks listed on Stock Exchange and eligible to procure Application Forms in terms of SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012
“Registrar Agreement”	The agreement dated December 2, 2023 entered between our Company and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar pertaining to the Issue
“Registrar and Share Transfer Agents or RTAs”	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular



Term	Description
	no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
“Registrar to the Issue/Registrar”	Registrar to the Issue being KFIN Technologies Limited
“Resident Indian”	A person resident in India, as defined under FEMA
“Retail Individual Investors”	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2 lakhs.
“Revision Form”	The form used by the Applicant, to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s) QIB Applicant and Non-Institutional Applicant are not allowed to lower their Application Forms (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Applicants can revise their Application Forms during the Issue Period and withdraw their Application Forms until Issue Closing Date.
“SME”	Small and medium sized enterprises
“Self-Certified Syndicate Bank(s) / SCSBs”	The banks registered with SEBI, offering services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> and <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> , as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> , or such other website as may be prescribed by SEBI from time to time. In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> ) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> as updated from time to time. In accordance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, UPI Applicants Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> ) and ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> ) respectively, as updated from time to time
“Sponsor Bank”	Sponsor Bank being [●] being a Banker to the Issue, appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the RIIs using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars.
“Specified Locations”	Collection centers where the SCSBs shall accept application form, a list of which is available on the website of SEBI ( <a href="https://www.sebi.gov.in/">https://www.sebi.gov.in/</a> ) and updated from time to time.
“Stock Exchanges”	SME platform of BSE (BSE SME).
“Syndicate Member”	Intermediaries registered with the SEBI eligible to act as syndicate member and who is permitted to carry on the activity as an underwriter.
“TRS / Transaction Registration Slip”	The slip or document issued by the Designated Intermediary (only on demand), to the Applicant, as proof of registration of the Application Form.
“Underwriter”	[●]



Term	Description
“Underwriting Agreement”	The Agreement dated [●] entered between the Underwriter and our Company
“UPI”	Unified payment Interface, which is an instant payment mechanism, developed by NPCI
“UPI Circulars”	EBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI Circular no SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 (to the extent these circulars are not rescinded by SEBI master circular no. SEBI/HO/CFD/PoD2/P/CIR/2023/00094 dated June 21, 2023),SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022,SEBI master circular with circular number SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism),SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023,SEBI circular no. 12 SEBI/HO/CFD/TPD1/CIR/P/2023/140dated August 9, 2023, along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard
“UPI Investors”	SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹ 5 lakhs shall use the UPI Mechanism. In light of the above, NIIs investment up to 5 lakhs may participate through UPI mechanism and accordingly they should be classified as UPI Investors.
“UPI ID”	ID Created on the UPI for single-window mobile payment system developed by NPCI
“UPI PIN”	Password to authenticate UPI transaction
“UPI Mandate Request”	A request (intimating the RIIs by way of a notification on the UPI application and by way of a SMS directing the RIIs to such UPI mobile application) to the RIB initiated by the Sponsor Bank to authorize blocking of funds on the UPI application equivalent to application Amount and subsequent debit of funds in case of Allotment In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Applying using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> ) and ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> ) respectively, as updated from time to time
“UPI Mechanism”	The RIIs may use the applications in accordance with the UPI Circulars to make an ASBA Applications in the Issue
“U.S Securities Act”	U.S Securities Act of 1933, as amended
“Wilful Defaulter or a fraudulent borrower”	An entity or a person categorized as a Wilful defaulter or fraudulent borrower by any bank or financial institution or consortium thereof, in terms of Regulation 2(1) (III) of the SEBI ICDR Regulations.

Term	Description
“Working Days”	“Working Day” shall mean all days, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business and in case of the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI.

#### TECHNICAL /GENERAL AND INDUSTRY RELATED TERMS OR ABBREVIATIONS

Term	Description
AHF	Affordable Housing Fund
FSI	Floor space index
LOI	Letter of Intent
N.A. Order	Non Agricultural Order
OC	Occupation Certificate
RERA	Real Estate Regulatory Authority
Saleable Area	The part of the developable area relating to our economic interest in each property and for which the respective owner or tenant is obliged to pay or for which we estimate that respective owner or tenant will pay
Sq. ft.	Square Feet
Sq. mts.	Square Meter(s)
TDR	Transferable Development Rights, which means, when in certain circumstances, the development potential of land may be separated from the land itself and may be made available to the owner of the land in the form of transferable development rights

#### CONVENTIONAL TERMS & ABBREVIATIONS

Term	Description
A/c	Account
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds as defined in and registered with SEBI under SEBI AIF Regulations
AS / Accounting Standards	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
Bn	Billion
CAGR	Compounded Annual Growth Rate
CARO	Companies (Auditor’s Report) Order, 2016, as amended
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CGST	Central GST
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
COPRA	The Consumer Protection Act, 1986
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Consolidated FDI Policy	The current consolidated FDI Policy, effective from October 15, 2020 issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
Contract Act	The Indian Contract Act, 1872

Term	Description
Covid-19	The novel coronavirus disease which was declared as a Public Health Emergency of International Concern on January 30, 2020, and a pandemic on March 11, 2020, by the World Health Organisation.
CSR	Corporate Social Responsibility
CY	Calendar Year
Depositories Act	The Depositories Act, 1996
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI
DP	Depository Participant
DP ID	Depository Participant's identity number
EBITDA	Earnings before Interest, Tax, Depreciation and Amortization
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
Electricity Act	The Electricity Act, 2003
EPFO	Employees' Provident Fund Organization
EPF Act	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	The Employees' State Insurance Act, 1948
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
ESPS	Employee Stock Purchase Scheme
FCNR Account	Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA
FDI	Foreign Direct Investment
FEMA Act/ FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and amendments thereto
FII(s)	Foreign Institutional Investors as defined under SEBI FPI Regulations
Financial Year / Fiscal Year / FY	Unless stated otherwise, the period of twelve (12) months ending March 31 of that particular year
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
GoI/Government	Government of India
Gratuity Act	The Payment of Gratuity Act, 1972
GST Act	The Central Goods and Services Tax Act, 2017
GST	Goods and Services Tax
GSTIN	GST Identification Number
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
IBEF	India Brand Equity Foundation
ICAI	The Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IEC	Import Export Code
IEM	Industrial Entrepreneurs Memorandum
IFRS	International Financial Reporting Standards
Rs. / Rupees / INR / Rs./ ₹	Indian Rupees
IGST	Integrated GST
IT Act	Income-tax Act, 1961
Indian GAAP	Generally Accepted Accounting Principles in India

Term	Description
Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
IPO	Initial Public Issue
KMP	Key Managerial Personnel
Ltd.	Limited
LMs	Lead Managers
IT Act	Income-tax Act, 1961
IT Rules	Income Tax Rules, 1962
Kms	Kilometres
LC	Letter of Credit
LIBOR	London Interbank Offered Rate
MCA	Ministry of Corporate Affairs, Government of India
MCLR	Marginal cost of funds-based lending rate
Mn	Million
Mutual Fund(s)	Mutual Fund(s) means mutual funds registered under SEBI (Mutual Funds) Regulations, 1996
MoU	Memorandum of Understanding
N.A. / NA	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NR	Non-resident
NRE Account	Non-Resident External Account
NRI	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
RBI	Reserve Bank of India
RONW	Return on Net Worth
RoCE	Return on Capital Employed
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEZ	Special Economic Zones
SEBI	The Securities and Exchange Board of India constituted under SEBI Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
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

Term	Description
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations
SEBI Takeover Regulations/ SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Sq. mts.	Square Meters
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TPA	Tonnes Per Annum
VCFs	Venture capital funds as defined in and registered with SEBI under SEBI VCF Regulations or SEBI AIF Regulations, as the case may be
WCTL	Working Capital Term Loan
WEO	World Economic Outlook
WHO	World Health Organization
YoY	Year on Year

## FORWARD-LOOKING STATEMENTS

This Draft Prospectus contains certain “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “propose”, “project”, “will”, “will continue”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements.

All statements contained in the Draft Prospectus that are not statements of historical facts constitute “forward-looking statements”. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in the Draft Prospectus regarding matters that are not historical facts. These forward-looking statements and any other projections contained in the Draft Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- Fluctuations in our results of operations;
- Inability to complete our Ongoing Projects and Forthcoming Projects by their respective expected completion dates or at all;
- Inability to anticipate and respond to consumer preferences requirements;
- Inability to generate rental yield
- Dependence on limited number of large customers for a significant portion of our revenue who may exercise substantial negotiating leverage with us;
- Reliance on limited number of third-party suppliers for our key components and products;
- Inability to successfully execute our growth strategies;
- Inability to collect our dues and receivables from, or invoice our unbilled services to, our customers, our results of operations;
- Inability to attract or retain key personnel;
- Inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals or noncompliance with and changes in, safety, health and environmental laws and other applicable regulations, may adversely affect our business, financial condition, results of operations and prospects;
- Any adverse change in laws, rules and regulations and legal uncertainties; and
- General economic and business conditions in India and other countries.
- An increase in the price of land and/ or shortages of land;

For further discussion of factors that could cause the actual results to differ from the expectations, see the chapter titled “**Risk Factors**” and chapter titled “**Business Overview**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 24, 109 and 185 of this Draft Prospectus, respectively. By their nature, certain market risk disclosures are only estimating and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

Forward-looking statements reflect the current views as of the date of this Draft Prospectus and are not a guarantee of future performance.

These statements are based on the management’s beliefs and assumptions, which in turn are based on currently available information. Although our Company believes the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. None of our Company, the Directors, the Lead Manager, or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. Our Company and the Directors will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.



## CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION

### Certain Conventions

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

Unless otherwise specified, any time mentioned in this Draft Prospectus is in Indian Standard Time ("IST").

Unless indicated otherwise, all references to a year in this Draft Prospectus are to a calendar year.

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

### Financial Data

Unless stated otherwise, the financial data in the Draft Prospectus is derived from the Restated Financial Statements of our Company for the Financial Years ended March 31, 2023, 2022 and 2021 respectively and for the period ended June 15, 2023 prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP and Guidance Note on "Reports in Company Prospectus", as amended issued by ICAI, as stated in the report of our Statutory and Peer Reviewed Auditor, as set out in the chapter titled "**Restated Financial Statements**" beginning on page 149 of this Draft Prospectus.

Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Year are to the twelve-month period ended March 31 of that year.

In the Draft Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

There are significant differences between Indian GAAP, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated financial statements included in the Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the Draft Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the section / sections titled "**Risk Factors**", "**Business Overview**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" beginning on page numbers 24, 109 and 185, respectively, of this Draft Prospectus and elsewhere in the Draft Prospectus, unless otherwise indicated, have been calculated on the basis of our restated financial statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP.

### Industry and Market Data

Unless stated otherwise, industry data used throughout the Draft Prospectus has been obtained or derived from industry and government publications, publicly available information and sources.

Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although our Company believes that industry data used in the Draft Prospectus is reliable, it has not been independently verified by the Lead Manager or any of their affiliates or advisors. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable.

Further, the extent to which the industry and market data presented in the Draft Prospectus 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.

### Currency and units of presentation

In the Draft Prospectus, unless the context otherwise requires, all references to;

- 'Rupees' or '₹' or 'Rs.' or 'INR' or "₹" are to Indian rupees, the official currency of the Republic of India.
- 'US Dollars' or 'US\$' or 'USD' or '\$' are to United States Dollars, the official currency of the United States of America, EURO or "€" are Euro currency,

All references to the word 'Lakh' or 'Lac', 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'.

In this Draft Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Financial Statements in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

### Exchange Rates

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

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

Currency	As on June 15 2023 <sup>(1)</sup>	As on March 31, 2023 <sup>(1)</sup>	As on March 31, 2022 <sup>(1)</sup>	As on March 31, 2021 <sup>(1)</sup>
1 USD	82.20	82.22	75.81	73.50

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

<sup>(1)</sup> All figures are rounded up to two decimals

### NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED STATES

The Equity Shares have not been and will not be registered under the Securities Act, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in "offshore transactions", as defined in, and in reliance on Regulation S.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made, by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction.

## SUMMARY OF ISSUE DOCUMENT

### SUMMARY OF BUSINESS

Our Company was originally formed as a partnership firm in the name and style of “M/s. Orbit Corporation” vide partnership deed dated April 29, 2014 which was reconstituted on February 11, 2019, August 8, 2022 and February 16, 2023. The name of the partnership firm was changed to “M/s. Reet Projects” with the consent of the partners vide deed of partnership dated February 16, 2023. Later on, the firm was converted into a public limited company under same style as “Reet Projects Limited” under the Companies Act, 2013 vide certificate of incorporation dated March 31, 2023 issued by Assistant Registrar of Companies, Central Registration Centre, bearing Corporate Identification Number U41001GJ2023PLC139730.

### 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.

For more details, please refer chapter titled “*Industry Overview*” on page 95 of this Draft Prospectus.

### PROMOTERS

The Promoters of our Company are Hardik Ajitbhai Desai, Kavita Hardik Desai and M/s Nirav Holdings.

### ISSUE SIZE

The Issue size comprises of issuance of up to 17,84,000 Equity Shares of face value of ₹ 10/- each fully paid-up for cash at price of ₹ 30/- per Equity Share (including securities premium of ₹ 20/- per Equity Share) aggregating to ₹ 535.20 Lakhs. The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on November 05, 2023 and approved by the shareholders of our Company vide a special resolution at the Extraordinary General Meeting held on December 01, 2023 pursuant to section 62(1)(c) of the Companies Act, 2013.

### OBJECTS OF THE ISSUE

Our Company intends to utilize the Net Proceeds for the following objects (“*Objects of the Issue*”):

(₹ in Lakhs)

Particulars	Amount to be funded from Net Proceeds	Estimated utilisation of Net Proceeds in the	
		Financial year ended March 31, 2024	Financial year ended March 31, 2025
Funding our working capital requirements	Upto 347.75	Upto 200.00	Upto 147.75
General corporate purposes*	[●]	[●]	[●]
<b>Net Proceeds of the issue</b>	[●]	[●]	[●]

\*The amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the issue.

### PRE-ISSUE SHAREHOLDING OF PROMOTER, PROMOTER GROUP AND PUBLIC

Particulars	Pre-Issue	
	Number of Equity Shares	Percentage (%) holding
<b>Promoter (A)</b>		
Hardik Ajitbhai Desai	12,09,320	44.23
Kavita Hardik Desai	8,90,250	29.62

M/s Nirav Holdings	10,72,148	22.18
<b>Total (A)</b>	<b>46,41,708</b>	<b>96.03</b>
<b>Promoter Group (B)</b>		
Reet Hardik Desai	57,500	1.91
Priti Nirav Desai	8041	0.17
Nirav Desai	6,031	0.12
<b>Total (B)</b>	<b>1,06,545</b>	<b>2.20</b>
<b>Public (C)</b>		
Dipak Arvindbhai Soni	12,866	0.27
Khushi Gotecha	28,948	0.60
Bharatkumar Mohanlal Desai	9,649	0.20
Kaushal Kashyap Desai	7,317	0.15
Ankit Jitendrakumar Patel	6,433	0.13
Chetna Mukeshbhai Naik	6,433	0.13
Mukesh Ishwarlal Naik	6,433	0.13
Himashree Amrish Desai	6,433	0.13
Amrish Manoj Desai	603	0.01
<b>Total (C)</b>	<b>85,115</b>	<b>1.76</b>
<b>Total (A+B+C)</b>	<b>48,33,368</b>	<b>100</b>

## SUMMARY OF FINANCIAL INFORMATION

Particulars	For the period ended June 15, 2023	For the Financial Year ended		
		March 31, 2023	March 31, 2022	March 31, 2021
Share Capital (₹ in Lakhs)	483.34	15.00	40.83	81.25
Networth (₹ in Lakhs)	495.63	22.87	40.83	81.25
Revenue from operations (₹ in Lakhs)	12.49	80.51	31.59	159.40
Profit after Tax (₹ in Lakhs)	1.32	9.27	0.54	0.52
Earnings per share -after bonus (Basic & diluted) (₹)	0.05	0.47*	NA	NA
Net Asset Value per Equity Share (Basic & diluted) (₹)	20.46	1.16*	NA	NA
Total borrowings (₹ in Lakhs)	4.00	186.96	78.42	109.92

\*Based on shares allotted consequent to conversion of Partnership firm Reet Projects on March 31, 2023 after giving effect to bonus shares.

## QUALIFICATIONS OF AUDITORS

The Restated Financial Statements do not contain any qualification requiring adjustments by the Statutory Auditors.

## SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

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

Name of the Cases	Number of Cases	Total amount involved
<b>Company</b>		
<b>Against our Company</b>		
Tax	Nil	Nil
Civil	Nil	Nil
Criminal	Nil	Nil
<b>By our Company</b>		
Tax	Nil	Nil
Civil	Nil	Nil
Criminal	Nil	Nil
<b>Promoters</b>		

Name of the Cases	Number of Cases	Total amount involved
<b>Against our Promoters</b>		
Tax	Nil	Nil
Civil	Nil	Nil
Criminal	Nil	Nil
<b>By our Promoters</b>		
Tax	Nil	Nil
Civil	Nil	Nil
Criminal	Nil	Nil
<b>Directors</b>		
<b>Against our Directors</b>		
Tax	1*	Not ascertainable
Civil	Nil	Nil
Criminal	Nil	Nil
<b>By our Directors</b>		
Tax	Nil	Nil
Civil	Nil	Nil
Criminal	Nil	Nil

\*includes an Incometax notices issued u/s 142(1) of Income Tax Act, 1961 for assessment year 2022-23.

For further details, please refer chapter titled “*Outstanding Litigations & Material Developments*” beginning on page 201 of this Draft Prospectus.

## RISK FACTORS

For details relating to risk factors, please refer chapter titled “*Risk Factors*” on page 24 of this Draft Prospectus.

## SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

Our Company has no contingent liabilities claims/demands not acknowledged as debt for the financial years ended March 31, 2023, 2022 and 2021 and for the period ended June 15, 2023 as indicated in our Restated Financial Information.

For further details of our contingent liabilities, see “*Restated Financial Statements Annexure – 4 (C)*” starting from page 149 of this Draft Prospectus.

## SUMMARY OF RELATED PARTY TRANSACTIONS

The details of related party transactions entered into by our Company for the Financial years ended March 31, 2023, 2022 and 2021 and for the period ended June 15, 2023 and derived from the Restated Financial Statements are as set out in the table below:

(₹ in lakhs)

Particulars	For the period ended	For the Financial Year ended		
	June 15, 2023	March 31, 2023	March 31, 2022	March 31, 2021
<b>Loan taken</b>				
Hardik Ajitbhai Desai	57.05	103.63	0.00	0.00
Kavita Hardik Desai	8.90	79.33	0.00	0.00
Reet Hardik Desai	1.00	4.00	0.00	0.00
Shree Residency	0.00	0.00	0.00	0.00
M/s Nirav Holdings	200.00	0.00	0.00	0.00
<b>Purchase of Land</b>				
Hardik Ajitbhai Desai	0.00	20.00	0.00	0.00
<b>Repayment of loan taken</b>				

Particulars	For the period ended	For the Financial Year ended		
	June 15, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Hardik Ajitbhai Desai	7.00	0.00	0.00	0.00
Kavita Hardik Desai	5.45	0.00	0.00	0.00
Reet Hardik Desai	0.00	0.00	0.00	0.00
Shree Residency	0.00	2.00	0.00	0.00
<b>Conversion of Loan to Share Capital</b>				
Hardik Ajitbhai Desai	150.18	0.00	0.00	0.00
Kavita Hardik Desai	82.28	0.00	0.00	0.00
Reet Hardik Desai	5.00	0.00	0.00	0.00
M/s Nirav Holdings	200.00	0.00	0.00	0.00
<b>Partners Capital Accounts</b>				
<b><u>Hardik Ajitbhai Desai</u></b>	0.00	17.15	16.18	29.75
<b>Opening Balance</b>	0.00	222.24	18.08	4.22
Addition	0.00	0.00	0.00	0.00
Remuneration To Partner	0.00	0.47	0.00	1.29
Share of Profit (Restated Statement)	0.00	6.75	0.00	0.00
Transfer to Equity Share Account	0.00	103.63	0.00	0.00
Transfer to Loan Account	0.00	129.48	17.11	19.08
Deletion	0.00	0.00	17.15	16.18
<b>Closing Balance</b>	0.00	17.15	16.18	29.75
<b><u>Reet Hardik Desai</u></b>				
<b>Opening Balance</b>	0.00	0.00	0.00	0.00
Addition	0.00	0.75	0.00	0.00
Remuneration To Partner	0.00	0.00	0.00	0.00
Share of Profit (Restated Statement)	0.00	0.00	0.00	0.00
Transfer to Equity Share Account	0.00	0.75	0.00	0.00
Transfer to Loan Account	0.00	0.00	0.00	0.00
Deletion	0.00	0.00	0.00	0.00
<b>Closing Balance</b>	0.00	0.00	0.00	0.00

(₹ in lakhs)

Particulars	For the period ended	For the Financial Year ended		
	June 15, 2023	March 31, 2023	March 31, 2022	March 31, 2021
<b><u>Kavita Hardik Desai</u></b>				
<b>Opening Balance</b>	0.00	(42.34)	(31.29)	(6.23)
Addition	0.00	159.65	8.79	12.38
Remuneration To Partner	0.00	0.00	0.00	0.00
Share of Profit (Restated Statement)	0.00	0.47	0.00	1.29
Transfer to Equity Share Account	0.00	6.75	0.00	0.00
Transfer to Loan Account	0.00	79.33	0.00	0.00
Deletion	0.00	31.70	19.85	38.73
<b>Closing Balance</b>	0.00	0.00	(42.34)	(31.29)



Particulars	For the period ended	For the Financial Year ended		
	June 15, 2023	March 31, 2023	March 31, 2022	March 31, 2021
<b>Receiving Goods and/ or services</b>				
Desai Building Material	12.45	0.00	0.00	0.00
Jayraj Infrastructure	0.00	4.70	0.00	18.82
<b>Payment for Goods and/ or services</b>				
Desai Building Material	13.80	6.92	0.00	0.00
Swastik Infrastructure	0.00	14.41	10.24	2.00
<b>Payment for Salary</b>				
Kaushal Desai	0.50	0.00	0.00	0.00
<b>Sale of Plot/Row house/Contractor Service</b>				
Reet Hardik Desai	0.00	0.00	0.00	3.78
Pratik Ajitkumar Desai	0.00	0.00	0.00	28.20
Priti/Nirav Desai	0.00	2.51	0.00	98.10
<b><u>Amount receivable</u></b>				
<b>Trade receivable</b>				
Reet Hardik Desai	3.78	3.78	3.78	3.78
Pratik Ajitkumar Desai	3.44	3.44	3.44	3.44
Priti Nirav Desai	0.00	0.00	0.00	11.59
Nirav Manojkumar Desai	0.00	0.00	0.00	34.65
<b>Advance for Construction Work</b>				
Swastik Infrastructure	19.16	19.16	10.24	0.00
Desai Building Material	2.30	0.95	0.00	0.00
Jayraj Infrastructure	0.00	0.00	2.95	0.00
<b>Advance from Customer</b>				
Priti Nirav Desai	0.00	0.00	2.51	0.00
<b>Salary payable</b>				
Hardik Desai	1.60	0.00	0.00	0.00

## FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoter, members of the Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company during a period of six (6) months immediately preceding the date of this Draft Prospectus.

## WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES WERE ACQUIRED BY OUR PROMOTER IN THE ONE YEAR PRECEDING THE DATE OF THIS DRAFT PROSPECTUS

The weighted average price at which the equity shares were acquired by our Promoter in the one year preceding the date of this Draft Prospectus is set out below:

Name	Number of Equity Shares	Weighted Average Cost of Acquisition per Equity Share (in ₹)*
Hardik Ajitbhai Desai	21,37,841	7.34
Kavita Hardik Desai	14,31,719	6.22
M/s Nirav Holdings	10,72,148	18.65

\*As certified by M/s CVAS & Co. by way of their certificate dated December 12, 2023.

## AVERAGE COST OF ACQUISITION

The average cost of acquisition per Equity Share to our Promoters as at the date of this Draft Prospectus is:

Name of Promoters	Number of Equity Shares	Average Cost of Acquisition per Equity Share (in ₹)
Hardik Ajitbhai Desai	21,37,841	7.34
Kavita Hardik Desai	14,31,719	6.22
M/s Nirav Holdings	10,72,148	18.65

\*As certified by M/s CVAS & Co. by way of their certificate dated December 12, 2023.

## DETAILS OF PRE-ISSUE PLACEMENT

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Draft Prospectus till the listing of the Equity Shares.

## ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE (1) YEAR

Date of Issue/ Allotment	No. of Equity shares Allotted	Face Value (₹)	Issue Price (₹)	Reason for Allotment	Name of Allottees	No. of Shares Allotted	Benefits Accrued
April 26, 2023	20,14,570	10.00	10.00	Conversion of Loan into Equity	Hardik Ajitbhai Desai	11,41,820	Reduction in borrowings of the Company
					Kavita Hardik Desai	8,22,750	
					Reet Hardik Desai	50,000	
June 7, 2023	7,86,667	10.00	30.00	Conversion of Loan into Equity	Nirav Holdings	6,66,667	Reduction in borrowings of the Company
					Hardik Ajitbhai Desai	1,20,000	
June 8, 2023	18,27,956	10.00	NIL	Bonus	Hardik Ajitbhai Desai	8,08,521	Capitalization of Reserve and Surplus
					Kavita Hardik Desai	5,41,469	
					Nirav Holdings	4,05,481	
					Reet Hardik Desai	34,973	
					Khushi Vijaykumar Gotecha	10,948	
					Dipak Arvindkumar Soni HUF	4,866	
					Nirav Desai	2,281	

					Bharatkumar Mohanlal Desai	3,649	
					Priti Nirav Desai	3,041	
					Kaushal Kashyap Desai	2,767	
					Chetna Mukesh Naik	2,433	
					Mukesh Ishwarlal Naik	2,433	
					Ankit Jitendra Patel	2,433	
					Himashree Amrish Desai	2,433	
					Amrish Manoj Desai	228	

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

Our Company has not undertaken a split or consolidation of the Equity Shares in the one (1) year preceding the date of this Draft Prospectus.

#### **EXEMPTION FROM PROVISIONS OF SECURITIES LAW**

Our Company has not applied or received any exemption from complying with any provisions of Securities Law by SEBI.

## SECTION II: RISK FACTORS

*An investment in our Equity Shares involves a certain degree of risk. You should carefully consider all the information in this Draft Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares or the industry in which we operate. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our businesses, results of operations, financial condition and cash flows. If any of the following risks or other risks that are not currently known or are currently deemed immaterial actually occur, our businesses, results of operations, financial condition and cash flows could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. Prospective investors should read this section in conjunction with “**Business Overview**”, “**Industry Overview**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 109, 95 and 185, respectively of, as well as the financial and other information contained in this Draft Prospectus.*

*Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries. This Draft Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Prospectus. For further details, see “Forward-Looking Statements” on page 14 of this Draft Prospectus.*

*Unless otherwise indicated or context requires otherwise, the financial information included herein is derived from our Restated Financial Information for the period ended June 15, 2023 and Fiscals 2023, 2022 and 2021 included in this Draft Prospectus.*

*Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.*

### **Materiality**

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

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

#### **1. We may not be able to successfully identify and acquire suitable land or development rights, which may affect our business and growth prospects**

Our ability to identify suitable parcels of land for development is a vital element of growing our business and involves certain risks, including identifying land with clean title and at locations that are preferred by our target customers. We have an internal assessment process for land selection and acquisition. Our internal assessment process is based on information that is available or accessible to us. We cannot assure you that such information is accurate, complete or current, and any decision based on inaccurate, incomplete or outdated information may result in certain risks and liabilities associated with the acquisition of such land, which could adversely affect our business and growth prospects.

In addition, due to the increased demand for land in connection with the development of residential, commercial and retail properties, we may experience increased competition in our attempt to acquire land in the geographical areas in which we operate and the areas in which we anticipate operating in the future. We may also be required by applicable laws or court orders to incur expenditures and undertake activities in addition to real estate development on certain portions of our land reserves. Accordingly, our inability to acquire parcels of land or development rights or any restrictions on use of our land or development thereof may adversely affect our business and growth prospects.

**2. *Any uncertainty in our title to our real estate assets could have a material adverse impact on our current and future revenue.***

Some of our projects include directly acquired land from the landowners. While we conduct due diligence and assess such land prior to acquisition, obtaining title guarantees in India is challenging as title records provide only for presumptive rather than guaranteed title of the land. Such land may involve irregularities in title, such as improperly executed or non-executed, unregistered or insufficiently stamped conveyance instruments in the chain of title of the relevant land, unregistered encumbrances in favour of third parties, rights of adverse possessors, ownership claims of family members of prior owners, and other defects which may not be revealed through our diligence and assessment.

As a result, title to such land is subject to risks and potential liabilities arising from inaccuracy of such information. Such inaccurate information and any defects or irregularities of title may result in the loss of title or development rights over such land, and/ or the cancellation of our development plan in respect of such land. In addition, certain acquisition of or development right to land may involve deferred payments. If we are unable to fulfil such payment obligations, our ability to develop such land may be affected, resulting in a failure to realize profit on our initial investment.

We have not obtained title search report for our land and thus may not be able to assess or identify all the risks and liabilities associated with such land, such as faulty or disputed title, unregistered encumbrances or adverse possession rights. In absence of such title insurance, together with the challenges involved in verifying title to land, may increase our exposure to third party claims to such land. As a result, the uncertainty of title makes land acquisition and real estate development projects more complex and may impede the transfer of title, expose us to legal disputes and adversely affect the valuation of the land involved. In addition, we may also face the risk of illegal encroachments on the land parcels owned by us or over which we have development rights. We may be required to incur additional costs and face delays in our project development schedule in order to clear such encroachments. Disputes relating to land title can take several years and considerable expense to resolve if they become the subject of legal proceedings and their outcome can be uncertain. If we are unable to resolve such disputes, the title to and/ or interest in, such land may be affected. An inability to obtain good title to any plot of land may adversely affect the development of a project for which such plot of land is critical and this may result in the write-off of expenses incurred in relation to such development. As a result, our business, financial condition and results of operations could be materially and adversely affected.

**3. *Our Company is engaged into developing a real estate projects and our future success largely depends on our ability to develop our upcoming real estate projects. Inability to complete our Projects by their respective expected completion dates or at all could have a material adverse effect on our business, results of operations and financial condition.***

We have real estate development project in and around rural area of Kadodara in the Baruch district of Gujarat. As of November 30, 2023. Currently, our business focuses on residential bungalows developments. Our residential projects are primarily designed for middle income and high-income group. Our operations span all aspects of real estate development, from the identification and acquisition of land, the planning, execution and marketing of our projects. Our Projects had an aggregate carpet area for sale of 16020.49 sq. mts. Our ability to complete our projects within the estimated time or at all is subject to a number of risks and unforeseen events, including, without limitation, clear title to the relevant plot of land, any changes in applicable regulations, availability of adequate financing arrangements on commercially viable terms, and an inability or delay in securing necessary statutory or regulatory approvals for such projects.

If any of the foregoing risks materialize, we may not be able to complete our projects or develop our Projects in the manner we currently contemplate, which could have a material adverse effect on our business, results of operations and financial condition. Accordingly, any such delay or cancellation resulting in payments by us may have an adverse effect on our business, financial condition and results of operation.

**4. *Work stoppages, shortage of labour and other labour problems could adversely affect our business. Further, our operations are dependent on contract labour and an inability to access adequate contract labour at reasonable costs at our project sites may adversely affect our business prospects and results of operations.***

We operate in a labour-intensive industry and our contractors hire casual labour to work on our projects. We utilize various independent service providers and contractors to execute our projects. Ideally the labour for our construction sites are provided by our civil construction contractors for our projects and we do not enter into any definitive agreements or contracts with them. If the relationships of the independent contractors and their personnel deteriorate, we may experience labour unrest, strikes or other labour action and work stoppages. We depend on third party contractors for the provision of various services associated with our business. Such third-party contractors and their employees/ workmen may also be subject to similar labour legislations.

Although we do not engage these labourers directly, we may be held responsible for any wage payments to be made to such labourers in the event of default by such third-party contractors to pay the labourers wage payments. Any requirement to fund their wage requirements may have an adverse impact on our results of operations and financial condition. In addition, under the Contract Labour (Regulation and Abolition) Act, 1970, notified and enforced by the Central Government and adopted with such modifications as may be deemed necessary by respective State Governments, we may be required to absorb a number of such contract labourers as permanent employees. In the event of any non-compliance by contractors with statutory requirements, legal proceedings may also be initiated against us. These factors could adversely affect our business, financial position, results of operations and cash flows.

**5. *We have significant number of unsold units among our Projects.***

As of November 30, 2023, our Projects had an aggregate carpet area for sale of 16020.49 sq. mts. which remain unsold. There is a lag between the time we acquire land and the time we construct and develop a project and sell our inventories. Given that the market for properties is relatively illiquid, there may be little or insufficient demand for properties at the expected sale price. The risk of owning unsold inventories can be substantial and the market value of the same can fluctuate significantly as a result of changing economic and market conditions. If we are unable to sell our unsold inventory currently held, our business, results of operation and financial condition may be adversely affected.

**6. *We have issued Equity Shares during the preceding twelve months at a price which may be below the Issue Price.***

We have issued Equity Shares in the last 12 months at a price which may be lower than the Issue Price, as set out in the table below:

Date of Allotment/ Issue	Number of Equity Shares allotted	Face value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment
On Incorporation	1,50,000	10.00	10.00	Conversion of Partners Capital into Share	Subscription to MOA
April 26, 2023	20,14,570	10.00	10.00	Other than cash	Conversion of loan into equity
June 7, 2023	7,86,667	10.00	30.00	Other than cash	Conversion of loan into equity

For further details, please see section titled “Capital Structure” on page 53. The price at which Equity Shares have been issued by our Company in the last 12 months is not indicative of the price at which they will be issued or traded. The Issue Price is not indicative of the price that will prevail in the open market following listing of the Equity Shares. For further details, please see section titled “Capital Structure” on page 53

**7. *We are subject to extensive statutory or governmental regulations, including the Real Estate (Regulation and Development) Act, 2016 (the “RERA”) and change in laws, rules, regulations and legal uncertainties, including the withdrawal of certain benefits or adverse application of tax laws or any non-compliance of any applicable law, may adversely affect our business, prospects and results of operations.***

Real estate developers are required to comply with a number of legal requirements, including policies and procedures established and implemented by local authorities in relation to land acquisition, transfer of property, registration and use of land. Certain of these laws vary from state to state. Compliance with such state specific legislations will require significant management and financial resources, and we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention. For example, the procedure for obtaining a certificate for change of land use varies from state to state. In the event that we decide



to expand our business operations into such States where these laws are applicable, we will have to comply with these laws. Any non-compliance with state specific legislations in Gujarat may result in punishments (including penalties and/ or imprisonment), blacklisting of promoter and revocation of registration of our Projects which may have a material and adverse impact on our business, operations and financial condition.

The RERA has imposed certain obligations on real estate developers, including us, such as mandatory registration of real estate projects, not issuing any advertisements or accepting advances unless real estate projects are registered under RERA, maintenance of a separate escrow account for amounts realized from each real estate project and restrictions on withdrawal of amounts from such escrow accounts and taking customer approval for major changes in sanction plan. For further information on laws applicable to our business, see “**Key Industry Regulations and Policies**” on page 117 of this Draft Prospectus.

While our current Projects are in rural areas, which we believe are specifically exempt from the application of RERA, however, we cannot assure that RERA would not be applicable to projects undertaken in such rural areas or that the authorities will not take a different view that of us. Any change in applicability of RERA would impact the time to complete the projects and we may also be subject to higher compliances, which could adversely affect our results of operations and impact our financial condition.

**8. *We face significant risk with regard to length of time needed to complete our project and there could be unscheduled delays and cost overruns in relation to our ongoing and future projects.***

We are also currently proposing to deliver a real estate project of residential row houses. There has not been any material past instances of unscheduled delays with respect to our completed projects. However, our business is extremely dynamic in nature and there could be unscheduled delays and cost overruns in relation to our ongoing or forthcoming projects. During the time there can be changes to the national, state and local business conditions and regulatory environment, local real estate market conditions, perception of prospective customers with respect to the convenience and attractiveness of the project and changes with respect to competition from other property developments.

**9. *We have not entered into any definitive agreements to use a portion of the proceeds of the Issue and may invest or spend the proceeds of the Issue in ways with which you may not agree.***

As described in the “**Objects of the Issue**” beginning on page 76 of this Draft Prospectus, we intend to use a portion of the proceeds from the Issue for the funding working capital requirements of the Company. However, as on date of the Draft Prospectus, we have not entered into any definitive arrangements for use of such working capital funds. As a result, subject to compliance with requirements under the Companies Act and the SEBI ICDR Regulations, our planned use of the proceeds of the Issue may change. The amount of Net Proceeds identified for funding working capital requirements is based solely on management estimates. The actual deployment of funds will depend on a number of factors, including the location of the parcels, whether they are undivided etc. These are based on current conditions and are subject to change in light of changes in external circumstances or costs or in other financial conditions, business strategy, etc.

**10. *We generate our entire sales from our operations in certain geographical regions Baruch, Gujarat and any adverse development affecting our operations in these regions could have an adverse impact on our revenue and results of operations***

We have real estate development project in and around rural area of Kadodara in the Baruch district of Gujarat. Also, our future planned projects are situated in the Baruch district of Gujarat, and thus any of our future revenues are also based on the development and market in this geographical location. Such geographical concentration of our real estate business in Baruch district, heightens our exposure to adverse developments related to competition, as well as changes in the supply and demand for properties comparable to those we develop, changes in the applicable governmental regulations, economic conditions, demographic trends, employment and income levels and interest rates in these regions which may affect our business prospects, financial conditions and results of operations. Further, our operations could also be affected by lack of skilled, semi-skilled and unskilled labour or increased cost thereof. Also, any localized social unrest, natural disaster or breakdown of services and utilities in and around Baruch could have material adverse effect on our business, financial position and results of operations

**11. *Significant increases in prices (including for increase in taxes and levies) or shortage of or delay or disruption in supply of, construction materials, contract labour and equipment could adversely affect our estimated construction cost and timelines resulting in cost overruns***

Our principal construction materials include steel, cement, ready mix concrete and wood. These materials are sourced from third party vendors. The prices and supply of these and other construction materials depends on factors beyond our control, including general economic conditions, competition, production levels, transportation costs, government taxes and levies, and import duties. Our ability to develop and construct project profitably is dependent on our ability to obtain adequate and timely supply of construction materials within our estimated budget. We do not have long-term agreements with our raw material suppliers and typically procure materials on the basis of purchase orders. If our primary suppliers of construction materials curtail or discontinue their delivery of such materials to us in the quantities we need and at reasonable prices, our ability to meet our material requirements for our projects could be impaired, our construction schedules could be disrupted, and we may not be able to complete our projects as per schedule. Prices of certain building materials are susceptible to increase including for increase in government taxes and levies. During periods of shortage in supply of building material or due to a delay or disruption in supply of building materials, we may not be able to complete our projects as per schedule or at estimated costs. We may also not be able to pass on any increase in the costs incurred for procuring construction materials to our customers, and this could adversely affect our results of operations and impact our financial condition.

We also incur expenses towards project execution that primarily includes employee and expenses towards engaging third party service providers including civil contractors. The cost and availability of labours through our civil contractors depend on various factors beyond our control, including general economic conditions, competition and minimum wage rates. Any unanticipated events, increases in raw material and labour costs, may impair our ability to meet construction schedules and our business, financial condition and results of operations may be adversely affected.

**12. *Shree Residency, our Promoter Group entity is engaged in activities which is similar to our business. This may be a potential source of conflict of interest for us and which may have an adverse effect on our business, financial condition and results of operations.***

Our Promoter Group entity, Shree Residency has some objects similar to that of our business. Our Promoter Director, namely Hardik Ajitbhai Desai and Kavita Hardik Desai holds 65% of the total capital of Shree Residency. Accordingly, Shree Residency may compete with us, like any other third-party competitor. While necessary procedures and practices may be adopted as permitted by law to address any instances of conflict of interest, if and when they may arise, we cannot assure you that these or other conflicts of interest will be resolved in an impartial manner. There can be no assurance that our Promoters or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition.

Thus, in future conflicts of interests may arise in allocating business opportunities amongst our Company and our member of promoter group in circumstances where our respective interests diverge. In cases of conflict, our Promoters may favour other companies or ventures in which our Promoters have interest.

**13. *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.***

We have in the past experienced, and may in the future, experience negative operating cash flows. The following table sets forth certain information relating to our cash flows on a standalone basis for the periods indicated:

(₹ in lakhs)

Particulars	Reet Projects Limited ("the Company")	M/s. Reet Projects ("Partnership firm")		
		For the year ended March 31,		
		2023	2022	2021
Net Cash generated from Operating Activities	(92.93)	(86.11)	73.20	47.06
Net Cash (Used in) Investing Activities	0.00	0.00	0.00	0.00

Particulars	Reet Projects Limited (“the Company”) For the period June 15, 2023	M/s. Reet Projects (“Partnership firm”) For the year ended March 31,		
		2023	2022	2021
Net Cash from/(Used in) Financing Activities	283.38	82.70	(72.58)	(46.55)
<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>	190.45	-3.41	0.62	0.51
Cash and Cash Equivalents at the beginning of the year	0.75	4.16	3.54	3.03
<b>Cash and Cash Equivalents at the end of the year</b>	191.21	0.75	4.16	3.54

*\*The Company was incorporated consequent to the conversion of a partnership firm to a public limited company on March 31, 2023.*

Our cash flow for any interim period within a fiscal year, such as for the 70 (seventy) days period ended June 10, 2023, is not necessarily indicative of or comparable with our cash flow for any full fiscal year. There can be no assurance that our net cash flows will be positive in the future. Any negative cash flows in the future could adversely affect our results of operations and financial condition, and we cannot assure you that our net cash flows will be positive in the future

***14. We are heavily dependent on our Promoters and Key Managerial Personnel for the continued success of our business through their continuing services and strategic guidance and support.***

Our success heavily depends upon the continued services of our Key managerial personnel, along with support of our Promoters. We also depend significantly on our Key Managerial Persons for executing our day-to-day activities. The loss of any of our Promoters and Key Management Personnel, or failure to recruit suitable or comparable replacements, could have an adverse effect on us. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. If we are unable to retain qualified employees at a reasonable cost, we may be unable to execute our growth strategy. For further details of our Directors and key managerial personnel, please refer to Section “***Our Management***” on page 126 of this Draft Prospectus.

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

We cannot assure you that we will always finish the construction or development of our projects in accordance with the requisite specifications or that the construction of our projects will be free from any and all defects. If the work is unsatisfactory, the work has to be redone as per the designs which will entail additional costs. In the event of discovery of defects/faults in our work, or due to damages to our construction due to factors beyond our control, or any of the other reasons, we may incur significant contractual liabilities and losses under our projects contracts and such losses may materially and adversely affect our financial performance and results of operations. Further, it may result in cancellation by customers of any commitment to purchase in our real estate projects and/ or refund of any advance deposited with us by any customer as a guarantee for purchase in our real estate projects, dissatisfaction among our customers, resulting in negative publicity, consumer litigation and lack of confidence among future buyers for our projects and all these factors could adversely affect our business, financial condition and results of operations

***16. We have been recently converted into public limited company and any non-compliance with the provisions of Companies Act, 2013 may attract penalties against our Company which could impact our financial and operational performance and reputation.***

Our Company has been incorporated pursuant to the conversion of the Erstwhile Partnership firm under Part I Chapter XXI of the Companies Act, 2013 on March 31, 2023. Prior to conversion, the provisions of the Companies Act were not applicable to us. However, consequent to the aforesaid conversion, our Company is subject to compliance of various provisions of the Companies Act such as prior approval for entering into related party transactions, filing of relevant RoC forms, rules pertaining to declaration of dividends etc. Though our Company

will endeavour to take all possible steps to comply with the provisions of the Companies Act, but in case of our inability to do so or in case of any delay, we may be subject to penal action from the appropriate authorities which may have an adverse effect on our financial and operational performance and reputation.

**17. *There are certain discrepancies noticed in some of our corporate records relating to forms filed with the Registrar of Companies.***

Our Company has made some clerical mistakes in the form filed with Registrar of Companies such as discrepancy in mentioning date of appointment in the e-form DIR-12 filed with respect to the appointment of our Managing Director. In case of any cognizance being taken we may be subjected to penalty in respect of them. Also, there are some cases where forms have not been filed or have been filed with Registrar of Companies for which requisite delayed fees was paid by the Company. Although no show cause notice has been issued against the Company till date in respect of above, but in case of any such event we may be subjected to penal actions from the concerned authorities for the same.

**18. *There are certain non-compliances pertaining to the Preferential allotment made by the Company in year 2023.***

Our Company has not complied with the applicable provisions of the Companies Act, 2013 while making the preferential allotment dated May 11, 2023. The share subscription amount from one of the allottees i.e. Nirav Holdings were received by the Company and utilized before the allotment of shares were made. As per the applicable provision of section 62 read with section 42 of the Companies Act 2013 along with corresponding Rules framed therein, Company is required to keep the share application money in a separate bank account and utilize it only after the allotment against such subscription money. As a result, we may be subjected to penalty by Registrar of Companies. Although no show cause notice has been issued against the Company till date in respect of above, but in case of any such event we may be subjected to penal actions from the concerned authorities for the same.

**19. *Our business is subject to various operating risks at our construction 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 equipments used at the project sites, weather conditions, interruption in power supply, shortage of consumables, performance below expected levels of output or efficiency, natural disasters, obsolescence, labour disputes, 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 result in stoppage of work along with penalty in monetary terms. Any stoppage of work may result in a delay in completing our projects leading to failure to deliver the real estate to the customers within the time frame. Further, any of the aforesaid risks may also result in our contractors compromising on the quality standards in order to finish the work within the given timelines, which may in turn affect our reputation and ability to attract new customers. If any of the above were to occur, it would 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.

**20. *Our business is capital intensive and requires significant expenditure for land acquisition and development.***

Development of real estate projects involves significant expenses, a large part of which we fund through unsecured loan. As we intend to pursue a strategy of continued investment in our development activities, we will incur additional expenditure in the current and future fiscal periods. Our ability to borrow and the terms of our borrowings will depend on our financial condition, the stability of our cash flows and our capacity to service debt in a rising interest rate environment.

If we do not have access to additional capital, we may be required to delay, postpone or abandon some or all of our projects or reduce capital expenditures and the size of our operations, any of which may adversely affect our business, financial conditions and results of operations.

**21. *We may not be able to obtain, renew or maintain the requisite permits and approvals in future and this may affect our business and operations***

Our business operations require us to obtain and renew from time to time, certain approvals, licenses, registrations and permits. Additionally, we are also subject to project specific approvals from local authorities.

Failure to obtain, renew or maintain required permits or approvals at the requisite time may result in interruption of our operations and may have an adverse impact on our business, financial condition and results of operations and may also make us liable to certain statutory penalties. As on date, the approvals required for our business are valid and subsisting. For further details of the validity of the approvals, please refer to the chapter "*Government and Other Approvals*" beginning on page 204 of this Draft Prospectus.

However, we cannot assure you that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof or pursuant to any regulatory action. Any failure to renew the approvals that have expired or apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us may impede our operations. We may need to apply for further approvals in the future including renewal of approvals that may expire from time to time. There can be no assurance that the relevant authorities will issue such permits or approvals in the timeframe anticipated or at all.

**22. *The Registered office from where we operate in not owned by us.***

The premise at which our Registered Office is located is not owned by us or on lease or rental basis. The premise is owned by our Promoter and our Promoter Director namely Hardik Desai has allowed to use the premise and, in this effect, has provided a non-objection certificate for such usage. There can be no assurance of continuance of any such arrangement with the owners of the premises. We may be required to shift our registered office to a new location and there can be no assurance that the arrangement we enter into in respect of new premises would be on such terms and conditions as the present one. For further details regarding the premises, please refer to chapter "*Business Overview*" on page 109 of this Draft Prospectus.

**23. *We may be unable to sufficiently obtain, maintain, protect, or enforce our intellectual property and other proprietary rights.***

We do not own our corporate logo and trademark and thus the same is not registered in the name of the Company. Our Company has made the application for registration the trademark vide application dated May 4, 2023 which is presently Accepted & Advertised. For further details, please see chapter entitled "Government and Statutory Approvals" on page 204 of this Draft Prospectus. We cannot guarantee that our unregistered intellectual property rights or claims thereto, will now or in the future will be successfully protected or that our rights will not be opposed or otherwise challenged. While we endeavour to ensure that we protect our intellectual property rights, there can be no assurance that we will not face any intellectual property infringement claims brought by third parties. Any claims of infringement, regardless of merit or resolution of such claims, could force us to incur significant costs in responding to, defending and resolving such claims and may divert the efforts and attention of our management away from our business. The occurrence of any of the foregoing could result in unexpected time and expenses.

**24. *We incurred losses for the period ended June 15, 2023 and any similar losses in the future may adversely affect our business, financial condition and cash flows.***

While we have been recording profits for the Fiscal 2023, Fiscal 2022 and Fiscal 2021 (as a partnership firm before conversion), we incurred restated loss for the period ended June 15, 2023 of ₹19.88 Lakhs. We incurred the loss in this period primarily due to higher legal, professional and technical expenses, which includes expenses in connection with increase in our authorised and issued share capital. For further information see "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on page 185 of this Draft Prospectus. While we believe these losses resulted on account of unique factors in the particular period they relate to, there can be no assurance that we will not face similar factors in the future and if we continue to incur losses, the market price of our Equity Shares and ability to pay dividends may be adversely affected.

**25. *We face competition in our business from organized and unorganized players, which may adversely affect our business operation and financial condition.***

The market for our industry is competitive on account of both the organized and unorganized players. Players in this industry generally compete with each other on key attributes such as timely delivery, pricing, the quality of our design, construction and facilities and the location of our projects. Some of our competitors may have longer industry experience and greater financial, technical and other resources, which may enable them to react faster in changing market scenario and remain competitive. Moreover, the unorganized sector offers their products at highly competitive prices which may not be matched by us and consequently affect our volume of sales and growth prospects. Growing competition may result in a decline in our market share and may affect our margins which may adversely affect our business operations and our financial condition.

**26. *The average cost of acquisition of Equity Shares by our Promoters, is lower than the face value of Equity Share.***

The average cost of acquisition of Equity Shares of our Promoters is lower than the face value of Equity Shares i.e. ₹ 10. The details of the average cost of acquisition of Equity Shares held by the Promoters are set out below:

Name of Promoters	Number of Equity Shares	Average Cost of Acquisition per Equity Share (in ₹)
Hardik Ajitbhai Desai	21,37,841	7.34
Kavita Hardik Desai	14,31,719	6.22
M/s Nirav Holdings	10,72,148	18.65

*As certified by M/s VCAS & Co, Chartered Accountant by way of their certificate dated December 12, 2023*

For further details regarding the average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares of our Promoters in our Company, please see Chapter titled “**Capital Structure**” beginning on page 64 of this Draft Prospectus

**27. *Our business and growth plan could be adversely affected by the incidence and change in the rate of property taxes and stamp duties.***

As a real estate development company, we are subject to the property tax in the region we operate. We are also subject to stamp duty for the agreement entered into in respect of the properties we buy and sell.

These taxes could increase in the future, and new types of property taxes and stamp duties may be introduced which will increase our overall costs. If these property taxes and stamp duties increase, the cost of buying, selling and owning properties may rise. Additionally, if stamp duties were to be levied on instruments evidencing transactions that we believe are currently not subject to such duties, our acquisition costs and sale values may be affected, resulting in a reduction of our profitability. Any such changes in the incidence or rates of property taxes or stamp duties could have an adverse effect on our financial condition and the results of operations.

**28. *Our Main Objects of the Memorandum of Association allows us to undertake additional business other than the the present business of real estate.***

Presently, our Main Objects, in addition to objects relating to real estate business, allows our Company to carry out business (i) as traders, merchants, wholesalers, retailers, liasioners, stockiest, distributors, importers, exporters, intermediaries, middle men, brokers, suppliers, indentors, C & F agents, commission agents, selling agents, or otherwise to exchange, load unload, handle, deal in all types of machinery equipments, components, goods, articles, thing, products, commodities, consumables, accessories, spare parts, ingredients, systems, substances, instruments, chemicals. Devices, fittings, tools, dies, jigs, compounds, raw materials, by-products, semifinished products, materials, wastes, residues, appliances, stores, preparations, mixtures, vehicles, agro based products, grains, cattle feed, textile based products and other items used in any industry, commerce, transport, public welfare needs, defense, aviation, agriculture, construction, power, transmission, pollution or in any other field; (ii) to lend, invest or otherwise employ or deal with money belonging to or entrusted to the Company in securities and shares or other movable or immovable property with or without security upon such terms and in such manner as may be thought proper from time to time. While, as on date our Company is not carrying the above listed business, we cannot assure you that Company will not undertake the said business in future.

**29. *Our funding requirements and the proposed deployment of Net Proceeds have not been appraised by any bank or financial institution or any other independent agency and our management will have broad discretion over the use of the Net Proceeds.***

We intend to utilize the Net Proceeds of the Offer as set forth in “*Objects of the Issue*” beginning on page 68 of this Draft Prospectus. The funding requirements mentioned as a part of the objects of the Offer are based on internal management estimates in view of past expenditures and have not been appraised by any bank or financial institution. This is based on current conditions and is subject to change in light of changes in external circumstances, costs, business initiatives, other financial conditions or business strategies and since we have not presently entered into any definitive agreements for the use of Net Proceeds. Various risks and uncertainties, including those set forth in this chapter, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. For example, we may also use funds for future businesses and products which may have risks significantly different from what we currently face or may expect. Accordingly, use of the Net Proceeds for other purposes identified by our management may not result in actual growth of our business, increased profitability or an increase in the value of our business and your investment. For further details, please refer to chapter titled “*Objects of the Issue*” beginning on page 68 of this Draft Prospectus

**30. We may experience difficulties in expanding our business into additional geographical markets.**

We may not be able to leverage our experience in existing micro markets to expand our operations in other regions of Gujarat or into other cities, should we decide to further expand our operations. Factors such as competition, culture, regulatory regimes, business practices and customs, customer tastes, behavior and preferences in these regions where we may plan to expand our operations may differ from those in the micro markets where we are currently present, and our experience in such micro markets may not be applicable to other regions. In addition, as we enter new regions, we are likely to compete not only with national developers, but also local developers who have an established local presence, are more familiar with local regulations, business practices and customs, have stronger relationships with local contractors, suppliers, relevant government authorities, and who have access to existing land reserves or are in a stronger financial position than us, all of which may give them a competitive advantage over us.

If we plan to expand our geographical footprint, our business will be exposed to various additional challenges, including adjusting our construction methods to different terrains; obtaining necessary governmental approvals and building permits under unfamiliar regulatory regimes; identifying and collaborating with local business partners, construction contractors and suppliers with whom we may have no previous working relationship; successfully gauging market conditions in local real estate markets with which we have no previous familiarity; attracting potential customers in a market in which we do not have significant experience or visibility or brand recognition; being susceptible to local taxation in additional geographical areas of India; and adapting our marketing strategy. Our inability to expand into other areas may adversely affect our business prospects, financial conditions and results of operations.

**31. We may not be able to sustain effective implementation of our business and growth strategy.**

The success of our business will largely depend on our ability to effectively implement our business and growth strategy. In the past we have generally been successful in execution of our business but there can be no assurance that we will be able to execute our strategy on time and within the estimated budget in the future. If we are unable to implement our business and growth strategy, this may have an adverse effect on our business, financial condition and results of operations.

**32. There are outstanding legal proceedings involving our Director. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.**

Our Director Nirav Manojkumar Desai is involved in one tax proceedings. We cannot provide assurance that these tax proceedings will be decided in our Director’s favour. Any adverse decisions in any of the proceedings may have an adverse effect on our business, results of operations, cash flows and financial condition. A summary of the litigation involving Company, Promoter and Director is set out as below:

Name of the Cases	Number of Cases	Total amount involved
<b>Company</b>		
<b>Against our Company</b>		
Tax	Nil	Nil
Civil	Nil	Nil
Criminal	Nil	Nil



Name of the Cases	Number of Cases	Total amount involved
<b>By our Company</b>		
Tax	Nil	Nil
Civil	Nil	Nil
Criminal	Nil	Nil
<b>Promoters</b>		
<b>Against our Promoters</b>		
Tax	Nil	Nil
Civil	Nil	Nil
Criminal	Nil	Nil
<b>By our Promoters</b>		
Tax	Nil	Nil
Civil	Nil	Nil
Criminal	Nil	Nil
<b>Directors</b>		
<b>Against our Directors</b>		
Tax	1 *	Not ascertainable
Civil	Nil	Nil
Criminal	Nil	Nil
<b>By our Directors</b>		
Tax	Nil	Nil
Civil	Nil	Nil
Criminal	Nil	Nil

\*includes an Incometax notices issued u/s 142(1) of Income Tax Act, 1961 for assessment year 2022-23.

For further details on the outstanding litigation proceedings, see "*Outstanding Litigation and Material Developments*" beginning on page 201 of this Draft Prospectus.

**33. *We rely on various civil contractors or third parties in developing our projects, and factors affecting the performance of their obligations could adversely affect our projects.***

Most of our projects require the services of civil contractors and various other parties including architects, engineers, consultants and suppliers of materials for our projects. The timing and quality of construction of the projects that we develop depends on the availability and skill of these parties, as well as contingencies affecting them, including labour and construction material shortages and industrial action such as strikes and lockouts. We may not be able to identify appropriately experienced third parties and cannot assure you that skilled third parties will continue to be available at reasonable rates and in the areas in which we undertake our projects, or at all. As a result, we may be required to make additional investments or provide additional services to ensure the adequate performance and delivery of contracted services and any delay in project execution could adversely affect our profitability. Additionally, we rely on suppliers and do not have direct control over the quality of the products they supply, which may adversely affect the construction quality of our developments. In addition, if such contractors or third parties do not complete our orders in a timely manner or match our requirements on quality, our reputation and financial condition could be adversely affected. Further, any defects in construction of our projects may expose us to the risk of claims for damages.

**34. *Certain information in this Prospectus is based on management estimates which may change, and we cannot assure you of the completeness or the accuracy of other statistical and financial data contained in this Draft Prospectus.***

Certain information contained in this Draft Prospectus, such as the amount of land or development rights owned available to us, the location and type of development, the Carpet/Saleable Area and our intended use of proceeds of the Issue, is based solely on management estimates and our business plan and has not been appraised by any bank, financial institution or independent agency. The estimates of saleable area and developable area of our planned projects are based on the current market trends, rules and regulations prevalent in the location of our respective projects. The total area of property to be developed and the actual total Saleable Area may differ from the descriptions of the property presented herein and a particular project may not be completely booked, sold, or developed until a date subsequent to the expected completion date. We may also have to revise our funding

estimates, development plans (including the type of proposed development) and the estimated construction commencement and completion dates of our future projects depending on future contingencies and event.

In addition, while facts and other statistics in this Draft Prospectus relating to India, the Indian economy, as well as the Indian real estate sector have been based on various publications and reports from agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. Industry facts and other statistics have been prepared by us and the same have not been independently verified by any industry expert or advisers and, therefore we make no representation as to their accuracy or completeness. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon

**35. *We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.***

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

**36. *If we suffer a large uninsured loss or if we suffer an insured loss that significantly exceeds our insurance coverage, our financial condition and results of operations may be adversely affected.***

Our business could suffer damage from fire, natural calamities, misappropriation / burglary or other causes, resulting in losses, which may not be compensated by insurance as we have not taken any insurance. There can be no assurance that the terms of our insurance policies which we might obtain in future will be adequate to cover any damage or loss suffered by us or that such coverage will continue to be available on reasonable terms or may be available in sufficient amounts to cover one or more large claims, or that the insurer may not disclaim coverage as to any future claim. Further, we may have to renew the insurance policies from time to time and in the event, we fail to renew the insurance policies within the time period prescribed in the respective insurance policies or not obtain at all, we may face significant uninsured losses. If we suffer a large uninsured loss or if any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be adversely affected.

**37. *Non-compliance with, and changes in, safety, health and environmental laws could adversely affect our projects.***

We are subject to a broad range of safety, health and environmental laws in the jurisdictions in which we operate in the ordinary course of our business, including on controls on noise emissions, air and water discharges, on the storage, handling, discharge and disposal of chemicals, employee exposure to hazardous substances and other aspects of our operations. Under these laws, owners and operators of property may be liable for the costs of removal or remediation of certain hazardous substances or other regulated materials on or in such property. Although we believe that our projects are generally in compliance with such safety, health and environmental laws, statutory authorities may allege non-compliance and we cannot assure you that we will not be subjected to any such regulatory action in the future, including penalties and other civil or criminal proceedings. Further, though we have been able to obtain the necessary approvals in the past, we cannot assure you that we will be able to obtain approvals in relation to our new projects, at such times or in such form as we may require, or at all. These laws and regulations and their resulting obligations, under which we and our sub-contractors operate, may result in delays in construction and development, cause us to incur substantial compliance and other related costs and prohibit or severely restrict our real estate and construction businesses. If we are unable to continue to deliver products as a result of these restrictions, or if our compliance costs increase substantially, our revenues and earnings may be reduced, which may adversely affect our results of operations, business and financial condition.

**38. *Our top two customers contribute majority of our revenues from operations. Any loss of business from one or more of them may adversely affect our revenues and profitability.***

Our top 2 customers have contributed 65.06 % of our revenues for period ended June 15, 2023 based on Restated Financial Statements. However, our top customers may vary from period to period depending on the demand and

thus the composition and revenue generated from these customers might change as we continue to add new customers in normal course of business. Since our business is concentrated among relatively few significant customers, we could experience a reduction in our results of operations, cash flows and liquidity if we lose one or more of these customers or the amount of business we obtain from them is reduced for any reason, including but not limited on account of any dispute or disqualification. Accordingly, we cannot assure you that the customers which contribute to the major part of our revenue stream will pay us the amounts due to us on time, or at all. In the event any of our significant customers fail to fulfil their respective obligations, our business, financial condition and results of operations would be adversely affected. While we believe we have maintained good and long term relationships with our customers, there can be no assurance that we will continue to have such long term relationship with them. We cannot assure that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our revenues and profitability.

**39. *Our top two suppliers contribute majority of our purchases. Any loss of business with one or more of them may adversely affect our business operations and profitability.***

Our top 2 suppliers contributed approximately 97.50 % of our total purchases for the period ended June 15, 2023 based on Restated Financial Statements. However, our top suppliers may vary from period to period depending on the demand-supply mechanism and thus the supply process from these suppliers might change as we continue to seek more cost effective suppliers in normal course of business. Since our business is concentrated among relatively few significant suppliers, we could experience a reduction in our purchases and business operations if we lose one or more of these suppliers, including but not limited on account of any dispute or disqualification. While we believe we have maintained good and long term relationships with our suppliers, there can be no assurance that we will continue to have such long term relationship with them. We cannot assure that we shall do the same quantum of business, or any business at all, with these customers, and loss of business with one or more of them may adversely affect our purchases and business operations.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements.

Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value.

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

As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only for Issue size above 100 crores. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the BSE Limited and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

**42. *Our development projects may require additional FSI (TDRs) which may not be available or may not be available at the expected price.***

We are subject to land use regulations applicable in our area of operation i.e. Baruch District. which limits the maximum square footage of completed buildings we may construct on plots to specified amounts, calculated based on a ratio of maximum floor space of completed buildings to the surface area of each plot of land (the floor space index, or "FSI"). Transferable Development Rights ("TDRs"), in the form of a Development Rights Certificate granted by the relevant statutory authority, provides a mechanism by which a person, who is unable to use the available FSI of their plot for various reasons, is permitted to use the unused FSI on other properties in accordance with applicable regulations or transfer the unused FSI to a third party. Our development sites may be reserved for

public purposes or for providing public amenities such as roads, gardens, playgrounds, hospitals and schools. If we decide to develop such sites, we are required to develop them in accordance with the applicable reservation and hand over the completed development to the relevant authority. In return, we are compensated by grants of TDRs in the form of FSI, which can be used by us within the same development or, subject to certain restrictions, within another development or transferred to a third party. Sometimes, a development site has potential for development, but FSI has already been consumed. In such cases, we can acquire FSI by way of TDRs and utilize it on such developments. We believe that considering the current competition in the real estate market in Ahmedabad, we will be required to acquire TDRs for our future projects. If we are unable to acquire such TDRs or if we are unable to acquire them at the expected price, when required, then this may impact our ability to complete certain projects due to insufficient FSI or because of a significant increase in the cost of completing such projects. If we are required to purchase a TDR at price higher than estimated by us, we may not be able to pass on the increased cost to our customers in terms of increased flat / unit costs thus, affecting our profitability. The price and availability of TDRs may have an adverse effect on our ability to complete our projects and on our financial condition and results of operations.

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

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

**44. *Our Promoters and the Promoter Group member will jointly continue to retain majority shareholding in our Company after the Issue, which will allow them to determine the outcome of the matters requiring the approval of shareholders.***

Our Promoters along with the Promoter Group members will continue to hold collectively [●]% of the equity share capital of the Company. As a result of the same they will be able to exercise significant influence over the control of the outcome of the matter that requires approval of the majority shareholders vote. Such a concentration of the ownership may also have the effect of delaying, preventing or deterring any change in the control of our Company. In addition to the above, our Promoters will continue to have the ability to take actions that are not in, or may conflict with our interest or the interest of some or all of our minority shareholders, and there is no assurance that such action will not have any adverse effect on our future financials or results of operations.

**45. *In addition to normal remuneration, other benefits and reimbursement of expenses, some of our Directors (including our Promoter) and Key Management Personnel may be interested in our Company to the extent of their shareholding and dividend entitlement in our Company.***

Some of our Directors (including our Promoters) and Key Management Personnel may be interested in our Company to the extent of their shareholding and dividend entitlement in our Company, in addition to normal remuneration or benefits and reimbursement of expenses, as the case may be. We cannot assure you that such Directors or our Key Management Personnel would always exercise their rights as Shareholders to the benefit and best interest of our Company. As a result, such Directors will continue to exercise significant control over our Company, including being able to control the composition of our board of directors and determine decisions requiring simple or special majority voting, and our other Shareholders may be unable to affect the outcome of such voting. Our Directors may take or block actions with respect to our business, which may conflict with our best interests or the interests of other minority Shareholders, such as actions with respect to future capital raising or acquisitions. We cannot assure you that our Directors will always act to resolve any conflicts of interest in our favour, thereby adversely affecting our business and results of operations and prospects.

**46. *We face significant risks before we realise any income from our real estate developments because of the length of time required for completion of each project.***

Real estate developments typically require substantial capital outlay during the acquisition of land or development rights and/or construction phases and it may take a year or more before income or positive cash flows may be generated through sales of a real estate Projects. Depending on the size of the development, the time span for completing a real estate development projects runs into several months. Consequently, changes in the business environment during the length of time a project requires for completion may affect the revenue and cost of the development during the period from project commencement to completion, directly impacting on the profitability of the project. Factors that may affect the profitability of a project include the risk that the receipt of government approvals may take more time than expected, the failure to complete construction according to original specifications, schedule or budget, and lack sales or leasing of properties. The sales and the value of a real estate development project may be adversely affected by a number of factors, including but not limited to the national, state and local business climate and regulatory environment, local real estate market conditions, perceptions of property buyers and tenants in terms of the convenience and attractiveness of the project and competition from other available or prospective properties developments.

- 47. *There are restrictions on daily movements in the price of the Equity Shares placed by the stock exchanges on which the company is listed, 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.***

Once the Equity Shares of our Company gets listed on the stock exchange, we would be subject to circuit breakers limits imposed by the stock exchange, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. The percentage limit on circuit breakers is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges may also change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance may 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.

- 48. *Any future issuance of Equity Shares may dilute the shareholding of the Investor or any sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.***

Any future issuance of Equity Shares by our Company could dilute the shareholding of the investor. Any such future issuance of our Equity Shares or sales of our Equity Shares by any of our significant shareholders may adversely affect the trading price of our Equity Shares and could impact our ability to raise capital through an offering of our securities. While the entire Post-Issue paid-up share capital, held by our Promoters or other shareholders will be locked-in for a period of 1 (one) year and minimum promoter contribution subject to a minimum of 20% of our post-Issue paid-up capital will be locked-in for a period of 3 (three) years from the date of allotment of Equity Shares in the Issue, upon listing of our Equity Shares on the Stock Exchanges. For further information relating to such Equity Shares that will be locked-in, please refer to the sub-section titled "**Notes to the Capital Structure**" under the section titled "**Capital Structure**" beginning on page 64 of the Draft Prospectus. The future issuance or sale of the equity shares of our company by our Promoter or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur.

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

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

- 50. *The Issue price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue and the market price of our Equity Shares may decline below the issue price and you may not be able to sell your Equity Shares at or above the Issue Price.***

The Issue Price of our Equity Shares has been determined by Fixed Price method. The price of the equity shares have been based on many factors and may not be indicative of the market price of our Equity Shares after the Issue. For further information please refer the section titled “**Basis for Issue Price**” beginning on page 83 of the Draft Prospectus. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price.

**51. *The stock price may be volatile, and you may be unable to resell your shares at or above the Issue price or at all. Also, there is no existing market for our Equity Shares and we cannot assure you that such a market will develop.***

Prior to this Public Issue, there is no public market for the Equity Shares of our Company, and an active trading market may not develop or be sustained upon the completion of this Issue. Even though a Market Maker has been appointed for our stock, since there has been no public market for our Company’s Equity Shares, an active trading market on the Indian Stock Exchanges may not develop or be sustained after the Issue. The Issue Price of the Equity Shares may bear no relationship to the market price of the Equity Shares after the Issue. The market price of the Equity Shares after the Issue may be subject to significant fluctuations in response to:

- Volatility in the Indian and Global economy
- Performance of competitors.
- Company’s result and performance
- Significant development with respect to the fiscal, political and financial condition in the economy.

The risk of loss associated with this characteristic may be greater for investors expecting to sell Equity Shares purchased in this Issue soon after the Issue.

**52. *We have not identified any alternate source of raising the funds mentioned as our ‘Objects of the Issue’. Any shortfall or delay in raising / meeting the same could adversely affect our growth plans, operations and financial performance.***

Our Company has not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds can adversely affect our growth plan and profitability. The delay/shortfall in receiving these proceeds could result in inadequacy of funds for working capital cycle or may result in us borrowing funds on unfavourable terms, both of which scenarios may affect the business operation and financial performance of the Company.

**53. *Any Penalty or demand raised by statutory authorities in future will affect our financial position of the Company.***

Our Company is engaged in business of providing learning, training and consultancy services being part of the service sector industry which attracts tax liability such as Goods and Service Tax as per the applicable provisions of Law. However, we have deposited the required returns under various applicable Acts but any demand or penalty raised by the concerned authority in future for any previous year and current year will affect the financial position of the Company

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

Our Company has entered into transactions with our certain related parties. While all such transactions have been conducted on an arm’s length basis and in the ordinary course of business and in accordance with the relevant provisions of Companies Act and all others applicable laws. There can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. All related party transactions that we may enter into post-listing, will be subject to an approval by our Audit Committee, Board, or Shareholders, as required under the Companies Act and the SEBI Listing Regulations. Such related party transactions in the future or any other future transactions may potentially involve conflicts of interest which may be detrimental to the interest of our Company and we cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, financial condition, results of operations, cash flows and prospects.

For details on the transactions entered by us, please refer to Chapter titled “*Restated Financial Statement*” on page 149 of this Draft Prospectus.

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

Our Promoters may be interested in our Company to the extent of the Equity Shares held by them in our Company, and any dividends, bonuses or other distributions on such Equity Shares. For details of shareholding of our Promoters in our Company, see “**Capital Structure –Details of shareholding of our Promoter and members of the Promoter Group in our Company**” on page 64 of this Draft Prospectus. For details on such unsecured loan and/or deposits, please see chapter titled “**Restated Financial Statements**” on page 149 of this Draft Prospectus. Our Promoter and Executive Directors are also interested to the extent of any related party transactions with our Company. For details on related party transactions, please refer to chapter titled “**Restated Financial Statements**”. Further, our Directors may be interested in our Company to the extent of their shareholding in our Company. For details of shareholding of our directors in our Company, please refer to chapter title “**Our Management - shareholding of Directors in our Company**” on page 126 of this Draft Prospectus.

**56. *Our funding plans are based on management estimates and there is no assurance that the objects of the Issue will be achieved within the time frame expected or at all, or that the deployment of the Net Proceeds in the manner intended by us will result in any increase in the value of your investment. Further, the funding plan has not been appraised by any bank or financial institution.***

We intend to use the Net Proceeds for the purposes described in the section “*Objects of the Issue*” on page 76 of the Draft Prospectus. The funding plans are in accordance with our own estimates and have not been appraised by any bank, financial institution or any other external agency and are not subject to any monitoring by any independent agency. We may have to revise our management estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations and consequently its requirements may change.

**57. *We have not commissioned an industry report for the disclosures made in the chapter titled ‘Industry Overview’ and made disclosures on the basis of publicly available data and such data has not been independently verified by us.***

We have not commissioned an industry report for the disclosures made in the chapter titled ‘*Industry Overview*’ beginning of page 95 of this Draft Prospectus and made disclosures on the basis of publicly available data and such data has not been independently verified by us. We have made disclosures in the said chapter on the basis of the relevant industry related data available online for which relevant consents have been obtained. We have not independently verified such data. We cannot assure you that any assumptions made are correct or will not change and, accordingly, our position in the market may differ from that presented in this Draft Prospectus. Further, the industry data mentioned in this Draft Prospectus or sources from which the data has been collected are not recommendations to invest in our Company. Accordingly, investors should read the industry related disclosure in this Draft Prospectus in this context.

**58. *Any variation in the utilization of the Net Proceeds as disclosed in this Draft Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company.***

At this juncture, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Draft Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such circumstances that require us to vary the disclosed utilization of the Net Proceeds, 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. Further, our Promoters or controlling shareholders would be required to provide an exit opportunity to the shareholders of our Company who do not agree with our proposal to modify the objects of the Issue, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters or controlling shareholders to provide an exit opportunity to such dissenting shareholders of our Company may deter the Promoters or controlling shareholders from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our



Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity

- 59. *Our future fund requirements, in the form of further issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the Shareholders depending upon the terms on which they are eventually raised.***

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

- 60. *We have in the last 12 months issued Equity Shares at a price that may be at lower than the Issue Price.***

In the last 12 months we may have issued fresh Equity Shares to the promoters and other shareholders of our Company. For further details regarding issuance of shares by our Company, please refer chapter titled “Capital Structure” on Page 64 of this Draft Prospectus. The Equity Shares allotted to investors pursuant to this Issue may be priced significantly higher due to various reasons including better performance by the Company, better economic conditions and passage of time.

## **EXTERNAL RISK FACTORS**

- 61. *Our business is dependent on economic growth in India.***

The performance and growth of our business are necessarily dependent on economic conditions prevalent in India, which may be materially and adversely affected by centre or state political instability or regional conflicts, a general rise in interest rates, inflation, and economic slowdown elsewhere in the world or otherwise. There have been periods of slowdown in the economic growth of India. India’s economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, global economic uncertainty and liquidity crisis, volatility in exchange currency rates and annual rainfall which affects agricultural production. Any continued or future slowdown in the Indian economy or a further increase in inflation could have a material adverse effect, as a result, on our business and financial results.

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Although economic conditions are different in each country, investors’ reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability, including the financial crisis and fluctuations in the stock markets in China and further deterioration of credit conditions in the U.S. or European markets, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business and financial results.

- 62. *An outbreak of other infectious or virulent diseases, if uncontrolled, may have an adverse effect on our operations.***

An outbreak of other infectious or virulent diseases, such as severe acute respiratory syndrome, the COVID-19 virus and its variants, the H1N1 virus, avian influenza (bird flu), the Zika virus or the Ebola virus, if uncontrolled, may have a material adverse effect on the economies of certain countries and our operations. If any of our employees or the employees of our suppliers and/or customers are infected with such diseases or if a significant portion of our workforce refuses to work for fear of contracting an infectious disease, our Company, our suppliers and/or our customers may be required to shut down operations for a period of time, and this could adversely affect our business, results of operations and financial condition.

- 63. *Any changes in the regulatory framework could adversely affect our operations and growth prospects.***

Our Company is subject to various regulations and policies. For details refer to the Chapter titled “**Key Industry Regulations and Policies**” beginning on page 117 of this Draft Prospectus. Our business and prospects could be

materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in respect of our operations, either of which could have a material adverse effect on our business, financial condition and results of operations.

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

Terrorist attacks and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, impede travel and other services and ultimately adversely affect our business. In addition, any deterioration in relations between India and Pakistan might result in investor concern about stability in the region, which could adversely affect the price of our Equity Shares. India has also witnessed civil disturbances in recent years and it is possible that future civil unrest as well as other/ adverse social, economic and political events in India could have a negative impact on the value of share prices generally as well as the price of our Equity Shares. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the price of our Equity Shares.

***65. Financial instability in Indian financial markets could materially and adversely affect our results of operations and financial condition.***

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability, including further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

***66. Government regulation of foreign ownership of Indian securities may have an adverse effect on the price of the Equity Shares.***

Foreign ownership of Indian securities is subject to government regulation. Under foreign exchange regulations currently in effect in India, transfer of shares between nonresidents 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 rupees proceeds from the 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 authorities. There can be no assurance that any approval required from the RBI or any other government agency can be obtained.

***67. Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.***

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 elsewhere, including India. Adverse economic developments, such as rising fiscal or trade deficit, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

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

may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth in the countries in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

**68. *The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition. Hostilities, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business.***

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics such as COVID-19, acts of war, terrorist attacks and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition and results of operations. Our operations may be adversely affected by fires, natural or man-made disasters and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic and political events in India or countries to who we export our products could have a negative effect on us. 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 price of the Equity Shares.

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

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. For instance, The Finance Act, 2020 ("Finance Act"), has, amongst others things, 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 ("DDT"), 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 and likely be subject to tax deduction at source.

The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

Further, the Finance Act, 2019 stipulates any sale, transfer and issue of securities through exchanges, depositories or otherwise to be charged with stamp duty. The Finance Act, 2019 has also clarified that 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, 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. As such, there is no certainty on the impact that the Finance Act, 2019 may have on our Company's business and operations.

Further, the Government of India has announced the union budget for Fiscal 2021, pursuant to which the Finance Act, effective from July 1, 2020, has introduced various amendments. As such, there is no certainty on the impact that the Finance Act, 2020 may have on our business and operations or on the industry in which we operate.

In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in,

governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

**70. *If inflation were to rise in India, we might not be able to increase the prices of our products at a proportional rate in order to pass costs on to our clients thereby reducing our margins.***

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, wages, raw materials and other expenses relevant to our business. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our clients, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or entirely offset any increases in costs with increases in prices for our products. In such case, our business, results of operations, cash flows and financial condition may be adversely affected. Further, the Government has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

**71. *Financial instability in other countries may cause increased volatility in Indian financial markets.***

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could impact our business, our future financial performance and the prices of the Equity Shares.

**Risk Related to our Equity shares**

**72. *The Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issuer.***

The Issue Price of the Equity Shares has been determined by our Company in consultation with the LMs, and through the Fixed Issue Process. This price is based on numerous factors, as described under “Basis for Issue Price” on page 83 of this Draft Prospectus and may not be indicative of the market price for the Equity Shares after the Issue. The market price of the Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that the investor will be able to resell their Equity Shares at or above the Issue Price.

**73. *Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure (ASM) and Graded Surveillance Measures (GSM) by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.***

On listing, we may be subject to general market conditions which may include significant price and volume fluctuations. The price of our Equity Shares may also fluctuate after the Issue due to several factors such as volatility in the Indian and global securities market, our profitability and performance, performance of our competitors, changes in the estimates of our performance or any other political or economic factor. The occurrence of any of the abovementioned factors may lead to us triggering the parameters listed by SEBI and the Stock Exchanges for placing securities under the GSM or ASM framework such as net worth and net fixed assets of securities, high low variation in securities, client concentration and close to close price variation. In the event our Equity Shares are covered under such surveillance measures implemented by SEBI and the Stock Exchanges, we may be subject to certain additional restrictions in relation to trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active trading market for our Equity Shares.

**74. *Rights of shareholders under Indian laws may differ to those 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 similar to the shareholders' rights under the laws of other countries or jurisdictions

**75. *The trading volume and market price of the Equity Shares may be volatile following the Issue.***

The market price of the Equity Shares may fluctuate as a result of, among other things, the following factors, some of which are beyond our control:

- quarterly variations in our results of operations;
- results of operations that vary from the expectations of securities analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- a change in research analysts' recommendations;
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;
- announcements by third parties or governmental entities of significant claims or proceedings against us;
- new laws and governmental regulations applicable to our industry;
- additions or departures of key management personnel;
- changes in exchange rates;
- fluctuations in stock market prices and volume; and
- general economic and stock market conditions.

**76. *Our Equity Shares have not been publicly traded prior to this Issue. After this Issue, our Equity Shares may experience price and volume fluctuations and an active trading market for our Equity Shares may not develop. Further, the price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Issue Price, or at all.***

Prior to this Issue, there has been no public market for our Equity Shares. An active trading market on the Stock Exchanges may not develop or be sustained after this Issue. The trading price of our Equity Shares after this Issue may be subject to significant fluctuations in response to factors including general economic, political and social factors, developments in India's fiscal regime, variations in our operating results, volatility in Indian and global securities markets, developments in our business as well as our industry and market perception regarding investments in our business, changes in the estimates of our performance or recommendations by financial analysts, and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. The trading price of our Equity Shares may also decline in reaction to events that affect the entire market and/or other companies in our industry even if these events do not directly affect us and/or are unrelated to our business or operating results.

**77. *Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.***

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

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

Under the foreign exchange regulations currently in force in India, transfers of shares between nonresidents and residents are freely permitted (subject to certain exceptions) if they comply with the requirements specified by the RBI. If the transfer of shares is not in compliance with such requirements or falls under any of the specified exceptions, then prior approval of the RBI will be required. Further, in accordance with press note 3 of 2020, dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India, the FDI Policy has been recently amended to state that all investments by entities incorporated in a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. These investment restrictions shall also apply to subscribers of offshore derivative instruments.

In addition, 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 or tax clearance certificate from the income tax authority. Additionally, the Indian government may impose foreign exchange restrictions in certain emergency situations, including situations where there are sudden fluctuations in interest rates or exchange rates, where the Indian government experiences extreme difficulty in stabilizing the balance of payments or where there are substantial disturbances in the financial and capital markets in India. These restrictions may require foreign investors to obtain the Indian government's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

***79. Investors may have difficulty enforcing foreign judgments against us or our management.***

We are a limited liability Company incorporated under the laws of India. All our directors and executive officers are residents of India and a majority of our assets and such persons are located in India. As a result, it may not be possible for investors to effect service of process upon us or such persons outside of India, or to enforce judgments obtained against such parties outside of India. Recognition and enforcement of foreign judgments is provided for under Section 13 of CPC on a statutory basis. Section 13 of the CPC provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon, except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognize the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; and (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Under the CPC, a court in India shall, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record. However, under the CPC, such presumption may be displaced by proving that the court did not have jurisdiction

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

Capital gains arising from the sale of equity shares within 12 months in an Indian company are generally taxable in India. Any gain realised on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if Securities Transaction Tax ("STT") is paid on the transaction. STT is levied on and collected by a domestic stock exchange on which equity shares are sold.

Any gain realised on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, is subject to long term capital gains tax in India. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of equity shares is exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident.

Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

**81. *Any future issuance of Equity Shares by us may dilute your shareholding and sales of the equity shares by our Promoter, Promoter Group or other major shareholders may adversely affect the trading price of the Equity Shares.***

Any future issuance of Equity Shares by us may dilute your shareholding in us. In addition, any sales of substantial amounts of the Equity Shares in the public market after the completion of the Issue, including by our Promoter or the perception that such sales could occur, could adversely affect the market price of the Equity Shares and could materially impair future ability of us to raise capital through offerings of the Equity Shares. Our Promoter and Promoter Group currently hold an aggregate of 100 % of the outstanding Equity Shares. After the completion of the Issue, our Promoter and Promoter Group will continue to hold [ ● ] % of the outstanding Equity Shares. We cannot predict the effect, if any, that the sale of the Equity Shares held by our Promoters or other major shareholders or the availability of these Equity Shares for future sale will have on the market price of the Equity Shares.

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

A public company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to 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 equity shares voting on such resolution.

However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offer 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. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interests in our Company would be diluted.

**83. *There is no guarantee that our Equity Shares will be listed on the SME Platform of BSE Limited in a timely manner or at all.***

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Issue and until Allotment of Equity Shares pursuant to this Issue. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the SME Platform of BSE Limited within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

**84. *The requirements of being a listed company may strain our resources.***

We are not a listed company and have historically not been subjected to the compliance requirements and increased scrutiny of our affairs by shareholders, regulators and the public at large associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI Listing Regulations which will require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations or cash flows as promptly as other listed companies.

Further, as a listed company, we will be required to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, financial condition, results of operations and cash flows. In addition, we may need to hire



additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

**85. *A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.***

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of our Company. Under the Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the SEBI Takeover Regulations.

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

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and widespread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder in an Indian company than as shareholders of an entity in another jurisdiction.

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

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

**88. *Any downgrading of India's debt rating by a domestic or international rating agency could have a negative impact on our business. India's sovereign debt rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control.***

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have a material adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of our Equity Shares.

**89. *If certain labour laws become applicable to us, our profitability may be adversely affected.***

India has stringent labour legislations that protect the interests of workers, including legislation that sets forth detailed procedures for dispute resolution and employee removal and legislation that imposes certain financial

obligations on employers upon retrenchment. Any change or modification in the existing labour laws may affect our flexibility in formulating labour related policies

### SECTION III- INTRODUCTION THE ISSUE

The following table summarizes the Issue details:

PARTICULARS	DETAILS OF EQUITY SHARES
<b>Issue of Equity Shares by our Company</b>	Upto 17,84,000 Equity Shares of face value of ₹ 10.00 /- each fully paid-up for cash at price of ₹ 30/- per Equity Share aggregating upto ₹ 535.20 Lakhs
<i>Consisting of</i>	
<b>Market Maker Reservation Portion</b>	upto 96,000 Equity Shares of face value of ₹ 10.00 /- each fully paid-up for cash at price of ₹ 30/- per Equity Share aggregating to ₹ 28.80 Lakhs
<b>Net Issue to The Public*</b>	16,88,000 Equity Shares of face value of ₹ 10.00 /- each fully paid-up for cash at price of ₹ 30/- per Equity Share aggregating to ₹ 506.40 Lakhs.
<i>of which</i>	
<b>(A) Retail Individual Investors.</b>	upto 8,44,000 Equity Shares of face value of ₹ 10.00 /- each fully paid-up for cash at price of ₹ 30/- per Equity Share aggregating to ₹ 253.20 Lakhs i.e., 50% of the Net Issue shall be available for allocation Retail Individual Investors
<b>(B) Other Than Retail Individual Investor</b>	upto 8,44,000 Equity Shares of face value of ₹ 10.00 /- each fully paid-up for cash at price of ₹ 30/- per Equity Share aggregating to ₹ 253.20 i.e., 50% of the Net Issue shall be available for allocation for Investors other than Retail Individual Investors.
<i>Pre-and Post-Issue Equity Shares</i>	
<b>Equity shares outstanding prior to the issue</b>	upto 48,33,400 Equity Shares of face value of ₹ 10.00 /- each
<b>Equity shares outstanding after the issue</b>	[●] Equity Shares of face value of ₹ 10.00 /- each
<b>Use Of Issue Proceeds</b>	For details, please refer chapter titled “ <i>Objects of the Issue</i> ” beginning on page 76 of this Draft Prospectus.

*The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on November 05, 2023 and approved by the shareholders of our Company vide a special resolution at the Extraordinary General Meeting held on December 01, 2023 pursuant to section 62(1)(c) of the Companies Act.*

*This Issue is being made in terms of Chapter IX of SEBI ICDR Regulations, 2018, as amended. For further details, please refer to chapter titled “**Issue Structure**” beginning on page 226 of this Draft Prospectus.*

*\*As per the Regulation 253 of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue the allocation in the net offer to the public category shall be made as follows:*

- a) Minimum fifty percent to retail individual investor; and*
- b) remaining to:*
  - (i) individual applicants other than retail individual investors; and*
  - (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;*

*Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) above may be allocated to applicants in the other category*

*If the retail individual investor category is entitled to more than allocated portion on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.*

## SUMMARY OF FINANCIAL INFORMATION

The following table set forth summary financial information derived from the Restated Financial Statements. The summary financial information presented below should be read in conjunction with “***Restated Financial Statements***” and “***Management’s Discussion and Analysis of Financial Condition and Results of Operations***” beginning on pages 149 and 185 respectively of this Draft Prospectus.

*[The Remainder of this Page has intentionally been left blank]*

**Reet Projects Limited**  
(Formerly Known as Orbit Corporation and Reet Projects)  
CIN:U41001GJ2023PLC139730

**Annexure 1: Restated Statement of Assets and Liabilities**

(₹ in Lakh)

Particulars	Annexure	As at June 15, 2023	For the year ended March 31,		
			2023	2022	2021
<b>Equity and liabilities</b>					
<b>Shareholders' funds</b>					
Share capital	5	483.34	15.00	40.84	81.25
Reserves and surplus	6	12.30	7.87	0.00	0.00
		<b>495.63</b>	<b>22.87</b>	<b>40.84</b>	<b>81.25</b>
<b>Non-current liabilities</b>					
Long-term borrowings	7	2.00	186.96	78.42	109.92
Deferred tax liabilities (net)	8	0.00	0.00	0.00	0.00
Other long-term liabilities	9	0.00	0.00	0.00	0.00
Long-term provisions	10	0.00	0.00	0.00	0.00
		<b>2.00</b>	<b>186.96</b>	<b>78.42</b>	<b>109.92</b>
<b>Current liabilities</b>					
Short-term borrowings	7	0.00	0.00	0.00	0.00
Trade payables	9	0.00	0.00	0.00	0.00
Other current liabilities	10	1.60	8.34	78.21	52.06
Short-term provisions	11	1.55	3.35	0.16	0.13
		<b>3.15</b>	<b>11.69</b>	<b>78.37</b>	<b>52.19</b>
<b>Total</b>		<b>500.78</b>	<b>221.52</b>	<b>197.63</b>	<b>243.35</b>
<b>Assets</b>					
<b>Non-current assets</b>					
Property, plant and equipment and Intangible assets	12	1.48	1.56	2.11	2.85
Capital work-in-progress	12	0.00	0.00	0.00	0.00
Non-current investments		0.00	0.00	0.00	0.00
Deferred tax assets (net)	8	0.24	0.26	0.21	0.13
Long-term loans and advances	13	21.12	20.92	55.40	49.13
Other non-current assets	14	0.00	0.00	0.00	0.00
		<b>22.84</b>	<b>22.74</b>	<b>57.72</b>	<b>52.11</b>
<b>Current assets</b>					
Trade receivables	14	20.22	15.47	15.47	59.96
Inventories	15	131.48	116.59	104.84	127.75
Cash and Cash Equivalents	16	191.21	0.75	4.16	3.54
Short-term loans and advances	13	127.70	61.97	15.44	0.00
Other current assets	17	7.34	4.00	0.00	0.00
		<b>477.95</b>	<b>198.78</b>	<b>139.91</b>	<b>191.25</b>
<b>Total</b>		<b>500.78</b>	<b>221.52</b>	<b>197.63</b>	<b>243.35</b>

**Note:**

The above statement should be read with the Statement of Notes to the Restated Financial Information in Annexure 4.

**For M/s VCAS & Co.**

Chartered Accountants

Firm Registration No.: 123372W

**For and on behalf of the Board of Directors**

**REET PROJECTS LIMITED**

Sd/-

CA Jagdish Vaishnav

Partner

M. No.: 139060

UDIN: 23139060BGTMDR6868

Sd/-

Hardik Ajitkumar Desai

Chairman & Managing Director

DIN: 01950590

Sd/-

Kavita Hardik Desai

Executive Director

DIN: 01950591

Sd/-

Kaushal Kashyap Desai

Chief Financial Officer

Sd/-

Poorvi Jain

Company Secretary

Place : Surat

Date : 01-Dec-2023

Place : Surat

Date : 01-Dec-2023

Place : Surat

Date : 01-Dec-2023

**Reet Projects Limited**  
(Formerly Known as Orbit Corporation and Reet Projects)  
CIN:U41001GJ2023PLC139730

**Annexure 2: Restated Statement of Profit and Loss**

(₹ in Lakh)

Particulars	Annexure	As at June 15, 2023	For the year ended March 31,		
			2023	2022	2021
<b>Revenue</b>					
Revenue from operations	18	12.49	80.51	31.59	159.40
Other income	19	0.00	0.00	0.00	0.00
<b>Total revenue</b>		<b>12.49</b>	<b>80.51</b>	<b>31.59</b>	<b>159.40</b>
<b>Expenses</b>					
Cost of Land Purchased	20	0.00	31.26	0.00	0.00
Change in Inventories	21	-14.89	-11.75	22.91	83.13
Employee benefits expense	22	4.06	4.38	1.92	4.14
Finance costs	23	0.01	0.02	0.04	0.07
Depreciation and amortisation expenses	24	0.08	0.55	0.74	0.99
Other expenses	25	21.43	43.72	5.38	70.56
<b>Total expenses</b>		<b>10.70</b>	<b>68.17</b>	<b>30.97</b>	<b>158.89</b>
<b>Profit before exceptional and extraordinary items and tax</b>					
		1.79	12.34	0.62	0.51
Exceptional Item (Net of Tax)		0.00	0.00	0.00	0.00
<b>Profit before extraordinary items and tax</b>		<b>1.79</b>	<b>12.34</b>	<b>0.62</b>	<b>0.51</b>
Extraordinary items		0.00	0.00	0.00	0.00
<b>Profit before tax</b>		<b>1.79</b>	<b>12.34</b>	<b>0.62</b>	<b>0.51</b>
<b>Tax expense</b>					
Current tax		0.45	3.10	0.16	0.13
Deferred tax (credit)/charge		0.02	-0.04	-0.08	-0.13
<b>Profit From Continuing Operations</b>		<b>1.32</b>	<b>9.27</b>	<b>0.54</b>	<b>0.52</b>
<b>Profit From Discontinued Operations (Net of Tax)</b>		<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Profit (Loss) for the period</b>		<b>1.32</b>	<b>9.27</b>	<b>0.54</b>	<b>0.52</b>
<b>Earning Per Equity Share</b>					
1) Basic		0.05	0.47	0.03	0.03
2) Diluted		0.05	0.47	0.03	0.03

**Note:**

The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company in Annexure 4.

For M/s VCAS & Co.  
Chartered Accountants  
Firm Registration No.: 123372W

Sd/-  
CA Jagdish Vaishnav  
Partner  
M. No.: 139060  
UDIN: 23139060BGTMDR6868

For and on behalf of the Board of Directors  
REET PROJECTS LIMITED

Sd/-  
Hardik Ajitkumar Desai  
Chairman & Managing Director  
DIN: 01950590

Sd/-  
Kavita Hardik Desai  
Executive Director  
DIN: 01950591

Sd/-  
Kaushal Kashyap Desai  
Chief Financial Officer

Sd/-  
Poorvi Jain  
Company Secretary

Place : Surat  
Date : 01-Dec-2023

Place : Surat  
Date : 01-Dec-2023

Place : Surat  
Date : 01-Dec-2023

**Reet Projects Limited**  
**(Formerly Known as Orbit Corporation and Reet Projects)**  
**CIN:U41001GJ2023PLC139730**

**Annexure 3: Restated Statement of Cash Flows**

Particulars	As at June 15, 2023	For the year ended March 31,		
		2023	2022	2021
<b>A. Cash flow from operating activities</b>				
Profit before tax, as restated	1.79	12.34	0.62	0.51
Adjustments for :				
Depreciation and amortisation expense	0.08	0.55	0.74	0.99
Finance costs	0.00	0.00	0.00	0.00
Provision for income Tax written off	3.10	-1.40	0.13	0.00
Dividend income	0.00	0.00	0.00	0.00
Interest income on deposits	0.00	0.00	0.00	0.00
<b>Operating profit before working capital changes</b>	<b>4.98</b>	<b>11.48</b>	<b>1.48</b>	<b>1.51</b>
<b>Changes in working capital:</b>				
Increase / (decrease) in trade payables, liabilities and provisions	-8.54	-66.68	26.18	2.15
(Increase) / decrease in Inventories	-14.89	-11.75	22.91	83.13
(Increase) / decrease in trade receivables	-4.75	0.00	44.49	-53.46
(Increase) / decrease in loans and advances and other assets	-69.27	-16.06	-21.71	13.86
<b>Cash generated from/ (utilised in) operations</b>	<b>-92.48</b>	<b>-83.00</b>	<b>73.36</b>	<b>47.19</b>
Less : Income tax paid	0.45	3.10	0.16	0.13
<b>Net cash flow generated from/ (utilised in) operating activities (A)</b>	<b>-92.93</b>	<b>-86.11</b>	<b>73.20</b>	<b>47.06</b>
<b>B. Cash flow from investing activities</b>				
Purchase of property, plant and equipment (including intangible assets and intangible assets under development)	0.00	0.00	0.00	0.00
Sale of Fixed Assets	0.00	0.00	0.00	0.00
Interest received	0.00	0.00	0.00	0.00
Dividend received	0.00	0.00	0.00	0.00
<b>Net cash flow utilised in investing activities (B)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>C. Cash flow from financing activities</b>				
Repayment and Proceeds of long-term borrowings	-184.96	108.54	-31.50	10.18
Share Application money pending allotment	0.00	0.00	0.00	0.00
Proceeds from / (repayment of) short-term borrowings (net)	0.00	0.00	0.00	0.00
Interest paid	0.00	0.00	0.00	0.00
Proceeds from issuance of shares	468.34	-25.84	-41.08	-56.73
<b>Net cash flow generated from/ (utilised in) financing activities (C)</b>	<b>283.38</b>	<b>82.70</b>	<b>-72.58</b>	<b>-46.55</b>
<b>Net (decrease)/ increase in cash &amp; cash equivalents (A+B+C)</b>	<b>190.45</b>	<b>-3.41</b>	<b>0.62</b>	<b>0.51</b>
Cash and cash equivalents at the beginning of the period/ year	0.75	4.16	3.54	3.03
<b>Cash and cash equivalents at the end of the period/ year</b>	<b>191.21</b>	<b>0.75</b>	<b>4.16</b>	<b>3.54</b>
<b>Cash and cash equivalents comprise:</b>				
Cash on hand	1.04	0.64	4.10	3.29
Balances with banks in current accounts	190.16	0.12	0.06	0.25
<b>Total</b>	<b>191.21</b>	<b>0.75</b>	<b>4.16</b>	<b>3.54</b>

**Note:**

The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company in Annexure 4.  
The Cash Flow Statement has been prepared under indirect method as set out in Accounting Standard 3, 'Cash Flow Statements' notified under Section 133 of the Companies Act, 2013.

For M/s VCAS & Co.  
Chartered Accountants  
Firm Registration No.: 123372W

Sd/-  
**CA Jagdish Vaishnav**  
Partner  
M. No.: 139060  
UDIN: 23139060BGTMDR6868

For and on behalf of the Board of Directors  
**REET PROJECTS LIMITED**

Sd/-  
**Hardik Ajitkumar Desai**  
Chairman & Managing Director  
DIN: 01950590

Sd/-  
**Kavita Hardik Desai**  
Executive Director  
DIN: 01950591

Sd/-  
**Kaushal Kashyap Desai**  
Chief Financial Officer

Sd/-  
**Poorvi Jain**  
Company Secretary

Place : Surat  
Date : 01-Dec-2023



## GENERAL INFORMATION

Our Company was originally formed as a partnership firm in the name and style of “M/s. Orbit Corporation” vide partnership deed dated April 29, 2014 which was reconstituted on February 11, 2019, August 8, 2022 and February 16, 2023. The name of the partnership firm was changed to “M/s. Reet Projects” with the consent of the partners vide deed of partnership dated February 16, 2023. Later on, the firm was converted into a public limited company under same style as “Reet Projects Limited” under the Companies Act, 2013 vide certificate of incorporation dated March 31, 2023 issued by Assistant Registrar of Companies, Central Registration Centre, bearing Corporate Identification Number U41001GJ2023PLC139730. For details, please refer to the chapter titled “*History and certain Corporate matters*” beginning on page 126 of this Draft Prospectus.

### REGISTERED OFFICE OF OUR COMPANY

#### **Reet Projects Limited**

Shop No. 327, Third Floor,  
Ishana The Business Hub,  
Althan Surat City 395017  
Gujarat India

**Tel No:** +91 99 9866 5650

**Email:** [info@reetprojects.com](mailto:info@reetprojects.com)

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

### CORPORATE IDENTITY NUMBER AND REGISTRATION NUMBER

Company Registration Number: 139730

Corporate Identity Number: U41001GJ2023PLC139730

### ADDRESS OF THE REGISTRAR OF COMPANIES

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

ROC Bhavan, Opposite Rupal park society,  
Behind Ankur bus stop, Naranpura,  
Ahmedabad 380013, India.

### STOCK EXCHANGE

#### **BSE Limited (SME Platform of BSE Limited)**

P J Towers, Dalal Street, Fort,  
Mumbai – 400001, Maharashtra, India

### BOARD OF DIRECTORS OF OUR COMPANY

Our Company’s Board comprises of the following Directors as set forth in the following table: -

Name of Directors	DIN	Designation	Residential Address
Hardik Ajitbhai Desai	01950590	Chairman and Managing Director	403, Dream House, Near L. P. Savani School, Vesu, Canal Road, Surat 395007, Gujarat, India.
Kavita Hardik Desai	01950591	Executive Director	403, Dream House, Near L. P. Savani School, Vesu, Canal Road, Surat 395007, Gujarat, India.
Reet Hardik Desai	10097611	Non- executive Director	403, Dream House, Near L. P. Savani School, Vesu, Canal Road, Surat 395007, Gujarat, India.
Nirav Manojkumar Desai	08348502	Non- executive Director	B 42 1, Aroahi plots, part B and C Arohi crest road, gala luxuria flats, South bopal, Bopal, Ahmedabad 380058, Gujarat, India.

Name of Directors	DIN	Designation	Residential Address
Gopal Indravadan Bhagat	10150825	Non- executive Independent Director	A/703, Shobhan Residency, B/h Aagam arcade, Vesu, Surat 395007 Gujarat
Jitendra Mangabhai Warde	01980422	Non- executive Independent Director	A-404, Rajhans Apple, Near Sai Tirth, Palanpor, Surat 395009, Gujarat

For detailed profile of our Board of Directors, please refer to the chapter titled “*Our Management*” beginning on page 126 of this Draft Prospectus.

## COMPANY SECRETARY & COMPLIANCE OFFICER

### Poorvi Jain

Shop No. 327, Third Floor,  
Ishana The Business Hub,  
Althan Surat City 395017  
Gujarat India

**Tel No:** +91 99 9866 5650

**Email:** [info@reetprojects.com](mailto:info@reetprojects.com)

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

## CHIEF FINANCIAL OFFICER

Kaushal Kashyap Desai  
Shop No. 327, Third Floor,  
Ishana The Business Hub,  
Althan Surat City 395017  
Gujarat India

**Tel No:** +91 99 9866 5650

**Email:** [info@reetprojects.com](mailto:info@reetprojects.com)

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

*Note: Investors can contact our Company Secretary and Compliance Officer, the Lead Manager or the Registrar to the Issue, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode etc.*

## INVESTOR GRIEVANCES

All Issue related grievances relating to the ASBA process and UPI payment mechanism may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The applicant should give full details such as name of the sole or first applicant, ASBA Form Number, Applicant DP ID, Client ID, UPI ID, PAN, date of the ASBA Form, address of the applicant, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Applicant and ASBA Account number (for Applicants other than Retail Investors using the UPI Mechanism) in which the amount equivalent to the Application Amount was blocked or the UPI ID in case of Retail Investor using the UPI Mechanism.

Further, the investors shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents/ information mentioned above. All grievances relating to Applications submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Applicants.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Applicants whose application has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. In terms of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and

SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 SCSBs are required to compensate the investor immediately on the receipt of complaint. Further, post offer the lead manager is required to compensate the investor for delays in grievance redressal from the date on which the grievance was received until the actual date of unblock.

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

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
<b>FEDEX SECURITIES PRIVATE LIMITED</b> B 7, 3 <sup>rd</sup> Floor, Jay Chambers, Dayaldas Road, Vile Parle (East), Mumbai - 400 057, Maharashtra, India <b>Tel No:</b> +91 8104985249 <b>Contact Person:</b> Saipan Sanghvi <b>Email Id:</b> <a href="mailto:mb@fedsec.in">mb@fedsec.in</a> <b>Website:</b> <a href="http://www.fedsec.in">www.fedsec.in</a> <b>Investor Grievance Email:</b> <a href="mailto:mb@fedsec.in">mb@fedsec.in</a> <b>SEBI Registration Number:</b> INM000010163	<b>KFIN TECHNOLOGIES LIMITED</b> Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana <b>Tel No:</b> +91 40 6716 2222 <b>Fax No:</b> N.A. <b>E-mail Id:</b> <a href="mailto:reetprojects.ipo@kfintech.com">reetprojects.ipo@kfintech.com</a> <b>Investor Grievance Email Id :</b> <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> <b>Website:</b> <a href="http://www.kfintech.com">www.kfintech.com</a> <b>Contact Person:</b> M Murali Krishna <b>SEBI Registration No:</b> INR000000221
LEGAL ADVISOR TO THE ISSUE	BANKERS TO THE ISSUE / REFUND BANK / SPONSOR BANK
<b>Vidhigya Associates, Advocates</b> 501, 5th Floor, Jeevan Sahakar Building Sir P M Road, Homji Street Fort, Mumbai - 400 001 <b>Tel. No:</b> +91 8424030160 <b>Email:</b> <a href="mailto:rahul@vidhigyaassociates.com">rahul@vidhigyaassociates.com</a> <b>Contact Person:</b> Rahul Pandey	[ ● ] [ ● ] <b>Tel No:</b> + [ ● ] <b>Fax No:</b> + [ ● ] <b>E-mail Id:</b> [ ● ] <b>Website:</b> [ ● ] <b>Contact Person:</b> [ ● ]
BANKERS TO THE COMPANY	STATUTORY AUDITOR
<b>ICICI Bank Limited</b> <b>Address:</b> Four Point, shop no 58 to 60, VIP Road, Vesu, Surat-395007, Gujarat <b>Tel No:</b> +91 9909013130 <b>E-mail Id:</b> <a href="mailto:naresh.khiraiya@icicibank.com">naresh.khiraiya@icicibank.com</a> <b>Contact Person:</b> Naresh Khiraiya  <b>Akhand Anand Co-Op Bank Limited</b> <b>Address:</b> Shop no 1 to 4, Ground Floor, Kamla Textile Market, B/s Golden Plaza, Ring Road, Surat-395002, Gujarat <b>Tel No:</b> 0261-2351500 <b>Fax No:</b> N.A. <b>E-mail Id:</b> <a href="mailto:ringroadbranch@aacbl.in">ringroadbranch@aacbl.in</a> <b>Website:</b> <a href="http://www.akhandanandbank.com">www.akhandanandbank.com</a> <b>Contact Person:</b> Ashish K Vyas	<b>M/s VCAS &amp; Co</b> <b>Address:</b> 141, 1 <sup>st</sup> Floor, Kamal Park 2, Beside Little flower school, Hirabaug to Kalakunj mandir road, Varachha road, Surat 395006 <b>Tel No:</b> 9601377890 <b>E-mail Id:</b> <a href="mailto:vcasandco@gmail.com">vcasandco@gmail.com</a> <b>Contact Person:</b> Jagdish Vaishnav <b>Membership No:</b> 139060 <b>Firm Registration No.</b> 123372W <b>Peer Reviewed No.:</b> 015194

#### FILING THE DRAFT PROSPECTUS / PROSPECTUS

This Draft Prospectus is being filed with the SME Platform of BSE Limited (“SME Platform”). The Draft Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Issue Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Prospectus along with the documents required to be filed under Section 26 of the Companies Act, 2013 shall be filed to the RoC Office situated at ROC Bhavan, Opposite Rupal park society, Behind Ankur bus stop, Naranpura, Ahmedabad 380013, India.

## **DESIGNATED INTERMEDIARIES**

### **Self-Certified Syndicate Banks (“SCSBs”)**

The list of SCSBs notified by SEBI for the ASBA process is available at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches of the SCBs with which an ASBA Applicant (other than UPI Applicant using the UPI Mechanism), not Applying through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Application Forms, is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>, or at such other websites as may be prescribed by SEBI from time to time.

### **SCSBs and mobile applications enabled for UPI Mechanism**

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, Retail Individual Applicant using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI, UPI Applicants applying using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI, which may be updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI Mechanism is provided as ‘Annexure A’ for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and is also available on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> for SCSBs and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43> for mobile applications or at such other websites as may be prescribed by SEBI from time to time.

### **Syndicate SCSB Branches**

In relation to Applications (other than Applications by Anchor Investors and RIIs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the members of the Syndicate is available on the website of the SEBI ([www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35)) and updated from time to time or any such other website as may be prescribed by SEBI from time to time.

### **Registered Brokers**

Applicants can submit ASBA Forms in the Issue using the stock broker network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), as updated from time to time

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

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI, and updated from time to time. For details on RTA, please refer <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. The link to the list of RTAs is also provided on the websites of the Stock Exchanges at [www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx](http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx) and [www.nseindia.com/products/content/equities/ipos/asba\\_procedures.html](http://www.nseindia.com/products/content/equities/ipos/asba_procedures.html) respectively, as updated from time to time

### **Collecting Depository Participants (“CDP”)**

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

website of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and as updated from time to time.

### **Brokers to the Issue**

All members of the recognized stock exchanges would be eligible to act as Brokers to the Issue.

### **IPO GRADING**

Since the issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, there is no requirement of appointing an IPO Grading agency.

### **CREDIT RATING**

This being an Issue of Equity Shares, credit rating is not required.

### **DEBENTURE TRUSTEES**

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

### **GREEN SHOE OPTION**

No Green Shoe Option is contemplated under this Issue.

### **BROKERS TO THE ISSUE**

All members of the recognized stock exchanges would be eligible to act as Brokers to the Issue.

### **MONITORING AGENCY**

As per regulation 262(1) of the SEBI ICDR Regulations, the requirement of Monitoring Agency is not mandatory if the Issue size is below ₹ 10,000 Lakh. Since the Issue size is only of upto ₹ 535.20 Lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

### **TYPE OF ISSUE**

The present Issue is considered to be 100% Fixed Price Issue.

### **APPRAISING ENTITY**

No appraising entity has been appointed in respect of any objects of this Issue.

### **EXPERT**

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

Our Company has received written consent dated December 01, 2023, from M/s. VCAS & Co., Chartered Accountants, Statutory Auditors, holding a valid peer review certificate from ICAI, to include their name as required under Section 26 (5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Prospectus, 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 Auditors, and in respect of their (i) examination report dated December 1, 2023 relating to the Restated Financial Information; and (ii) the statement of possible special tax benefits dated December 12, 2023 included in this Draft Prospectus and such consent has not been withdrawn as on the date of this Draft Prospectus.

Our Company has received written consent dated December 11, 2023 from Punit Patel, Chartered Engineer, in relation to the projects of our Company and written consent dated December 12, 2023 from M/s Lanakapati and Company, Chartered Accountants, in relation to the master title certificates issued in relation to land vested with our Company.

However, the term “expert” and consent thereof does not represent an expert or consent within the meaning under the U.S. Securities Act.

## UNDERWRITERS

Our Company and Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated [●] and pursuant to the terms of the underwriting agreement, obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated their intention to underwrite following number of specified securities being issued through this Issue.

Name, Address, Telephone, Facsimile, and Email of the Underwriters	Indicated number of Equity Shares to be Underwritten	Amount Underwritten (₹ in Lakhs)	% of the total Issue size Underwritten
[●] [●] Tel No: +91 [●] Fax No: [●] Contact Person: [●] Email Id: [●] Website: [●] Investor Grievance Email: [●] SEBI Registration Number: [●]	[●]	[●]	[●]
<b>TOTAL</b>	[●]	[●]	[●]

*\*Includes 96,000 Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.*

In the opinion of the Board of Directors of our Company, the resources of the above-mentioned Underwriter are sufficient to enable them to discharge their underwriting obligations in full.

## CHANGE IN THE STATUTORY AUDITOR DURING LAST 3 YEARS

There has been no change in the auditor since incorporation of the Company.

## WITHDRAWAL OF THE ISSUE

Our Company in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue any time after the Issue Opening Date but before the allotment of Equity Shares, a public notice will be issued by our Company within two (2) Working Days of such withdrawal, providing reasons for not proceeding with the Issue. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared, and the Stock Exchange will also be informed promptly. The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs and Sponsor Bank (in case of RII's using the UPI Mechanism), to unblock the ASBA Accounts within one (1) working Day from the day of receipt of such instruction.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the Final Listing and Trading Approvals of the Stock Exchange with respect to the Equity Shares issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) the registration of Prospectus with RoC.

If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will file a fresh Draft Prospectus/ Prospectus with the Stock Exchange where the Equity Shares may be proposed to be listed.

## TYPE OF ISSUE

The present issue is considered to be 100% Fixed Price Issue.



## MIGRATION TO MAIN BOARD

As per the provisions of the Chapter IX of the SEBI ICDR Regulations, our Company may migrate to the main board of BSE from the SME Platform of BSE (BSE SME) on a later date subject to the terms of migration provided by BSE.

## DETAILS OF MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company and the Lead Manager has entered into Market Making Agreement dated [●] with the following Market Maker to fulfill the obligations of Market Making for this Issue:

Name	[●]
Address	[●]
Tel no	[●]
Fax no	[●]
Email id	[●]
Website	[●]
Investor Grievance Id	[●]
Contact person	[●]
Sebi Registration no	[●]
Market Making Registration No.	[●]

In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Lead Manager and the Market Maker (duly registered with BSE Limited to fulfil the obligations of Market Making) dated [●] to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares issued in this Issued.

[●], registered with SME Platform of BSE Limited will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three (3) years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI (ICDR) Regulations.

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, as amended from time to time and the circulars issued by the BSE Limited and SEBI regarding this matter from time to time.

### Following is a summary of the key details pertaining to the Market Making arrangement:

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. The spread (difference between the sell and buy quote) shall not be more than 10% or as specified by the Stock Exchange from time to time and the same shall be updated in Prospectus. Further, the Market Maker(s) shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
2. The prices quoted by the Market Maker shall be in compliance with the Market Maker Spread requirements and other particulars as specified or as per the requirements of SME Platform of BSE Limited and SEBI from time to time
3. The minimum depth of the quote shall be ₹ 1.00 Lakh. However, the investors with holdings of value less than ₹ 1.00 Lakh shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that they sell their entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of ₹ 30/- per share the minimum application lot size is 4,000 Equity Shares thus minimum depth of the quote shall be ₹ 120,000 until the same, would be revised by BSE SME.
4. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Equity Shares of market maker in our Company reaches to 25% or upper limit (including the 1.45% of Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker(s) under this Issue over and above 25% equity shares would not be taken into consideration of computing the threshold of 25% of the Issue. As soon as the Equity Shares of Market Maker in our Company reduce to 24% of the Issue Size, the Market Maker will resume providing 2-way quotes.

5. There shall be no exemption/threshold on downside. However, in the event the Market Maker(s) exhausts his inventory through market making process, the Stock Exchange may intimate the same to SEBI after due verification.
6. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
7. There would not be more than five market makers for a script at any point of time. These would be selected on the basis of objective criteria to be evolved by the Exchange which would include capital adequacy, net worth, infrastructure, minimum volume of business etc. The Market Maker(s) may compete with other market maker for better quotes to the investors. At this stage, [●] is acting as the sole Market Maker.
8. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the company will be placed in Special Pre-Open Session (SPOS) and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity shares on the Stock Exchange.
9. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market for instance due to system problems, any other problem. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non- controllable reasons would be final.
10. The shares of our Company will be traded in continuous trading session from the time and day our company gets listed on SME Platform of BSE Limited and the Market Maker will remain present as per the guidelines mentioned under BSE Limited and SEBI circulars.
11. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time
12. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:
  - In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue Price.
  - Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the SME Exchange Platform.

Sr. No.	Market Price slab (in ₹)	Proposed spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

13. There will be special circumstances under which the Market Maker(s) may be allowed to withdraw temporarily / fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
14. The Market Maker shall have the right to terminate said arrangement by giving a three months' notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).
15. In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another



Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018. Further our Company and the Lead Manager reserve the right to appoint other Market Maker either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Maker does not exceed five (5) or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our Registered Office from 11.00 a.m. to 5.00 p.m. on working days.

16. **Risk containment measures and monitoring for Market Makers:** BSE Limited will have all margins, which are applicable on the BSE main board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
17. **Punitive Action in case of default by Market Makers:** BSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
18. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
19. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for Market Maker(s) during market making process has been made applicable, based on the Issue Size and as follows:

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size)
Up to 20 Crore	25%	24%
20 to 50 Crore	20%	19%
50 to 80 Crore	15%	14%
Above 80 Crore	12%	11%

20. The Marker Maker may also be present in the opening call auction, but there is no obligation on him to do so.
21. The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI/ BSE Limited from time to time.

All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

On the first day of listing, there will be a pre-open session (call auction) and there after trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity Shares on the Stock Exchange.

## CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Draft Prospectus and after giving effect to the Issue is set forth below:

(Amount ₹ in lakhs except share data)

Sr. No.	Particulars	Aggregate Nominal Value	Aggregate value at Issue Price
<b>A.</b>	<b>AUTHORISED EQUITY SHARE CAPITAL</b>		
	70,00,000 Equity Shares of face value of ₹10.00/- each	700.00	-
<b>B.</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE</b>		
	48,33,368 Equity Shares of face value of ₹10.00/- each	483.34	-
<b>C.</b>	<b>PRESENT ISSUE IN TERMS OF THIS DRAFT PROSPECTUS *</b>		
	Upto 17,84,000 Equity Shares of ₹10.00/- each for cash at price of ₹ 30/- per share	178.40	535.20
	<b>Which comprises:</b>		
	<b>Market Maker Reservation portion:</b> Reservation for Market Maker up to 96,000 Equity Shares of ₹ 10.00/- each for cash at price of ₹ 30 /- will be available for allocation to Market Maker	9.60	28.80
	<b>Net Issue to the Public:</b> Net Issue to the Public up to 16,88,000 Equity Shares of ₹10.00/- each for cash at price of ₹ 30 /- per share	168.88	506.40
	<b>Of which:**</b>		
	<b>Allocation to Retail Individual Investor:</b> Up to 8,44,000 Equity Shares of face value of ₹ 10.00/- each fully paid up for a cash price of ₹ 30/- per Equity Share i.e. 50% of the Net Issue shall be available for allocation Retail Individual Investors	84.40	253.20
	<b>Allocation to Other than Retail Individual Investors:</b> Up to 8,44,000 Equity Shares of face value of ₹ 10.00/- each fully paid up for a cash price of ₹ 30/- per Equity Share i.e. 50% of the Net Issue shall be available for allocation to other than Retail Individual Investors	84.40	253.20
<b>D.</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE</b>		
	Upto 66,17,400 Equity Shares of face value of ₹ 10.00 each		661.74
<b>E.</b>	<b>SECURITIES PREMIUM ACCOUNT</b>		
	Before the Issue (as on date of this Draft Prospectus)		Nil
	After the Issue		356.80

\*The present Issue has been authorized pursuant to a resolution of our Board of Directors dated November 5, 2023 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Extraordinary General Meeting of the members held on December 01, 2023.

\*\*Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spillover from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

### Class of Shares

Our Company has only one class of share capital i.e., Equity Shares of ₹ 10.00/- each only. All Equity Shares issued are fully paid up. Our Company does not have any outstanding convertible instruments as on the date of this Draft Prospectus.

### NOTES TO THE CAPITAL STRUCTURE

#### 1. Details of changes in Authorized Share Capital of the Company since incorporation:

Particulars of change	Date of shareholders' meeting
The Authorised Share Capital of our Company is ₹ 15,00,000/- consisting of 1,50,000 Equity Shares of face value of ₹ 10.00 /- each.	On Incorporation
Increase in Authorised Capital from ₹ 15,00,000/- consisting of 1,50,000 Equity Shares to ₹3,50,00,000/- consisting of 35,00,000 Equity Shares of face value of ₹ 10.00/- each.	April 15, 2023
Increase in Authorised Capital from ₹3,50,00,000/- consisting of 35,00,000 Equity Shares to ₹7,00,00,000/- consisting of 70,00,000 Equity Shares of face value of ₹ 10.00/- each.	June 01, 2023

## 2. Equity Share Capital history of our Company

The following is the history of Equity Share Capital of our Company:

Date of Allotment/ Issue	Number of Equity Shares allotted	Face value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment	Cumulative no. of Equity Shares	Cumulative Paid Up Equity Shares Capital (₹)
On Incorporation	1,50,000	10.00	10.00	Cash <sup>^</sup>	Subscription to MOA <sup>(i)</sup>	1,50,000	15,00,000
April 26, 2023	20,14,570	10.00	10.00	Other cash than	Conversion of loan into equity <sup>(ii)</sup>	21,64,570	2,16,45,700
May 11, 2023	54,175	10.00	57.00	Cash	Preferential allotment <sup>(iii)</sup>	22,18,745	2,21,87,450
June 7, 2023	7,86,667	10.00	30.00	Other cash than	Conversion of loan into equity <sup>(iv)</sup>	30,05,412	3,00,54,120
June 8, 2023	18,27,956	10.00	NIL	Bonus	Bonus Issue <sup>(v)</sup>	48,33,368	4,83,33,680

<sup>^</sup> Equity Shares allotted against outstanding capital accounts of the partners of the erstwhile partnership firm namely, M/s. Reet Projects, pursuant to conversion thereof to a public limited company

### i. List of allottees who were allotted Equity Shares of face value ₹ 10 each pursuant to initial subscription to the MoA are as follows:

Sr. No.	Name	No. of Equity Shares
1.	Hardik Ajitbhai Desai	67,500
2.	Kavita Hardik Desai	67,500
3.	Reet Hardik Desai	7,500
4.	Nirav Manoj kumar Desai	3,750
5.	Priti Nirav Desai	3,000
6.	Kaushal Kashyap Desai	375
7.	Amrish Manoj Desai	375
<b>Total</b>		<b>1,50,000</b>

### ii. List of allottees who were allotted Equity Shares of face value ₹ 10 each pursuant to conversion to loan to equity are as follows:

Sr. No.	Name	No. of Equity Shares
1.	Hardik Ajitbhai Desai	11,41,820
2.	Kavita Hardik Desai	8,22,750
3.	Reet Hardik Desai	50,000
<b>Total</b>		<b>20,14,570</b>

iii. List of allottees who were allotted Equity Shares of face value ₹ 10 each pursuant to preferential Allotment are as follows:

Sr. No.	Name	No. of Equity Shares
1.	Mr. Bharatkumar Mohanlal Desai	6,000
2.	Mrs. Chetna Mukesh Naik	4,000
3.	Mr. Mukesh Ishwarlal Naik	4,000
4.	Mr. Ankit Jitendra Patel	4,000
5.	Mrs. Himashree Amrish Desai	4,000
6.	Mrs. Khushi Vijaykumar Gotecha	18,000
7.	Mr. Kaushal Kashyap Desai	4,175
8.	Mrs. Priti Nirav Desai	2,000
9.	M/s. Deepak Arvindkumar Soni HUF	8,000
<b>Total</b>		<b>54,175</b>

iv. List of allottees who were allotted Equity Shares of face value ₹ 10 each pursuant to conversion to loan to equity are as follows:

Sr. No.	Name	No. of Equity Shares
1.	M/s Nirav Holdings	6,66,667
2.	Hardik Ajitbhai Desai	1,20,000
<b>Total</b>		<b>7,86,667</b>

v. List of allottees who were allotted Equity Shares of face value ₹ 10 each pursuant to Bonus Issue are as follows:

Sr. No.	Name	No. of Equity Shares
1.	Hardik Ajitbhai Desai	8,08,521
2.	Kavita Hardik Desai	5,41,469
3.	M/s Nirav Holdings	4,05,481
4.	Reet Hardik Desai	34,973
5.	Khushi Vijaykumar Gotecha	10,948
6.	Dipak Arvindkumar Soni HUF	4,866
7.	Nirav Desai	2,281
8.	Bharatkumar Mohanlal Desai	3,649
9.	Priti Nirav Desai	3,041
10.	Kaushal Kashyap Desai	2,767
11.	Chetna Mukesh Naik	2,433
12.	Mukesh Ishwarlal Naik	2,433
13.	Ankit Jitendra Patel	2,433
14.	Himashree Amrish Desai	2,433
15.	Amrish Manoj Desai	228
<b>Total</b>		<b>18,27,956</b>

#### Issue of Equity Shares for consideration other than Cash or out of revaluation reserves.

Our Company has not issued any Equity Shares out of revaluation of reserves since its incorporation.

The details of Issue of Equity Shares for consideration other than Cash are as follows:-

Date of Issue/ Allotment	No. of Equity shares Allotted	Face Value (₹)	Issue Price (₹)	Reason for Allotment	Name of Allottees	No. of Equity Shares Allotted	Benefits Accrued
April 26, 2023	20,14,570	10.00	10.00	Conversion of Loan	Hardik Ajitbhai Desai	11,41,820	Reduction in borrowings

				into Equity	Kavita Hardik Desai	8,22,750	of the Company
					Reet Hardik Desai	50,000	
June 7, 2023	7,86,667	10.00	30.00	Conversion of Loan into Equity	M/s Nirav Holdings	6,66,667	Reduction in borrowings of the Company
					Hardik Ajitbhai Desai	1,20,000	
June 8, 2023	18,27,956	10.00	NIL	Bonus	Hardik Ajitbhai Desai	8,08,521	Capitalization of Reserve and Surplus
					Kavita Hardik Desai	5,41,469	
					M/s Nirav Holdings	4,05,481	
					Reet Hardik Desai	34,973	
					Khushi Vijaykumar Gotecha	10,948	
					Dipak Arvindkumar Soni HUF	4,866	
					Nirav Desai	2,281	
					Bharatkumar Mohanlal Desai	3,649	
					Priti Nirav Desai	3,041	
					Kaushal Kashyap Desai	2,767	
					Chetna Mukesh Naik	2,433	
					Mukesh Ishwarlal Naik	2,433	
					Ankit Jitendra Patel	2,433	
					Himashree Amrish Desai	2,433	
					Amrish Manoj Desai	228	

#### Issue of specified securities at a price lower than the Issue Price in the last one year

Except as mentioned below, our Company has not issued any Equity Shares at a price which is lower than the Issue Price during a period of one year preceding the date of this Draft Prospectus.

Date of Issue/ Allotment	No. of Equity shares Allotted	Face Value (₹)	Issue Price (₹)	Reason for Allotment	Name of Allottees	No. of Shares Allotted	Benefits Accrued
April 26, 2023	20,14,570	10.00	10.00	Conversion of Loan into Equity	Hardik Ajitbhai Desai	11,41,820	reduction in borrowings of the Company
					Kavita Hardik Desai	8,22,750	
					Reet Hardik	50,000	

					Desai		
June 8, 2023	18,27,956	10.00	NIL	Bonus	Hardik Ajitbhai Desai	8,08,521	Capitalization of Reserves and Surplus
					Kavita Hardik Desai	5,41,469	
					Nirav Holdings	4,05,481	
					Reet Hardik Desai	34,973	
					Khushi Vijaykumar Gotecha	10,948	
					Dipak Arvindkumar Soni HUF	4,866	
					Nirav Desai	2,281	
					Bharatkumar Mohanlal Desai	3,649	
					Priti Nirav Desai	3,041	
					Kaushal Kashyap Desai	2,767	
					Chetna Mukesh Naik	2,433	
					Mukesh Ishwarlal Naik	2,433	
					Ankit Jitendra Patel	2,433	
					Himashree Amrish Desai	2,433	
					Amrish Manoj Desai	228	

### 3. Issue of equity shares pursuant to schemes of arrangement

Our Company has not issued or allotted any equity shares pursuant to schemes of arrangement approved under Sections 230-234 of the Companies Act, 2013.

4. Our Company has not re-valued its assets and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves except as mentioned below.
5. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees, and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
6. The Issue Price has been determined by our Company in consultation with the Lead Manager.
7. As on the date of this Draft Prospectus, our Company does not have any Preference Share Capital.
8. Our Company has no outstanding convertible instruments as on the date of this Draft Prospectus.

### 9. Shareholding Pattern of our Company

The table below represents the shareholding pattern of our Company in accordance with Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as on the date of this Draft Prospectus.

**10. Shareholding Pattern of our Company is as follows:**

The table below represents the current Shareholding pattern of our Company as on the date of this Draft Prospectus:

Category (I)	Category of Shareholder (II)	No. of Shareholders (III)	No of fully paid-up equity shares held (IV)	No of partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total No of Shares held (VII = IV + V + VI)	Shareholding as a % of total No. of Shares (calculated as per SCRR, 1957) (As a % of (A + B + C2) (VIII)	Number of Voting Rights held in each Class of securities (IX)		No of underlying outstanding convertible securities (incl. Warrants) (X)	Shareholding as a % assuming full convertible securities (as a % of diluted share capital (As a % of (A + B + C2) (XI = VII + X)	Number of Locked in shares (XII)		No. of shares Pledged or Otherwise Encumbered (XIII)		No. of Equity shares held in Demat Form (XIV)
								No of voting Right	Total as % of (A+B+C)			No (a)	As a % of total shares held (b)	No (a)	As a % of total shares held (b)	
<b>A</b>	<b>Promoter and Promoter Group*</b>	6	<b>47,48,253</b>	--	--	<b>47,48,253</b>	<b>98.24</b>	<b>47,48,253</b>	<b>98.24</b>	--	--	--	--	--	--	<b>47,48,253</b>
	<b>Promoter</b>	3	<b>46,41,708</b>	--	--	<b>46,41,708</b>	<b>96.03</b>	<b>46,41,708</b>	<b>96.03</b>	--	--	--	--	--	--	<b>46,41,708</b>
	Hardik Ajitbhai Desai	--	21,37,841	--	--	21,37,841	44.23	21,37,841	44.23	--	--	--	--	--	--	21,37,841
	Kavita Hardik Desai	--	14,31,719	--	--	14,31,719	29.62	14,31,719	29.62	--	--	--	--	--	--	14,31,719
	Nirav Holdings	--	10,72,148	--	--	10,72,148	22.18	10,72,148	22.18	--	--	--	--	--	--	10,72,148
	<b>Promoter Group</b>	3	<b>1,06,545</b>	--	--	<b>1,06,545</b>	<b>2.20</b>	<b>1,06,545</b>	<b>2.20</b>	--	--	--	--	--	--	<b>1,06,545</b>
	Reet Hardik Desai	--	92,473	--	--	92,473	1.91	92,473	1.91	--	--	--	--	--	--	92,473
	Priti Nirav Desai	--	8,041	--	--	8,041	0.17	8,041	0.17	--	--	--	--	--	--	8,041
	Nirav Manoj Kumar Desai	--	6,031			6,031	0.12	6,031	0.12	--	--	--	--	--	--	6,031
<b>B</b>	Public	9	85,115	--	--	85,115	1.76	85,115	1.76	--	--	--	--	--	--	85,115
<b>C</b>	Non-Promoter Non-Public	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
<b>C1</b>	Shares Underlying DRs	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
<b>C2</b>	Shares held by Employee Trusts	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
	<b>Total (A+B+C)</b>	<b>15</b>	<b>48,33,368</b>	--	--	<b>48,33,368</b>	<b>100</b>	<b>48,33,368</b>	<b>100</b>	--	--	--	--	--	--	<b>48,33,368</b>

Note:

- As on the date of this Draft Prospectus 1 Equity Share holds 1 vote
- PAN of the Shareholders will be provided by our Company prior to Listing of Equity Shares on the Stock Exchange.
- Our Company will file shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI Listing Regulations, one day prior to the listing of the Equity Shares. The Shareholding pattern will be uploaded on the website of SME platform of BSE Limited before commencement of trading of such equity shares.

11. The share holding pattern of our Promoter and Promoter Group before and after the Issue is set forth below:

Particulars	Pre-Issue		Post-Issue*	
	Number of Shares	Percentage (%) holding	Number of Shares	Percentage (%) holding
<b>Promoters (A)</b>				
Hardik Ajitbhai Desai	21,37,841	44.23	[●]	[●]
Kavita Hardik Desai	14,31,719	29.62	[●]	[●]
M/s Nirav Holdings	10,72,148	22.18		
<b>Total (A)</b>	<b>46,41,708</b>	<b>96.03</b>	<b>[●]</b>	<b>[●]</b>
<b>Promoter Group (B)</b>				
Reet Hardik Desai	92,473	1.91	[●]	[●]
Priti Nirav Desai	8,041	0.17		
Nirav Manoj Kumar Desai	6,031	0.12		
<b>Total (B)</b>	<b>1,06,545</b>	<b>2.20</b>	<b>[●]</b>	<b>[●]</b>
<b>Total (A+B)</b>	<b>47,48,253</b>	<b>98.24</b>	<b>[●]</b>	<b>[●]</b>

\*Subject to Basis of Allotment

12. Except as mentioned below, none of our Key Management Personnel hold Equity Shares in our Company as on the date of filing of this Draft Prospectus:

Sr. No.	Name of the Key Managerial Personnel	No. of Equity Shares (Face Value of ₹ 10 each)	Percentage of Pre-Issue Paid up Share Capital share capital (%)
1.	Hardik Ajitbhai Desai	21,37,841	44.23
2.	Kavita Hardik Desai	14,31,719	29.62
3.	Kaushal Kashyap Desai	7,317	0.15
	<b>Total</b>	<b>35,76,877</b>	<b>74.00</b>

13. Details regarding major shareholders:

a) List of shareholders holding 1% or more of the paid-up capital of our Company as on date of this Draft Prospectus:

Sr. No.	Particulars	No. of Equity Shares (Face Value of ₹ 10 each)	Percentage of Pre-Issue Paid up Share Capital share capital (%)
1.	Hardik Ajitbhai Desai	21,37,841	44.23
2.	Kavita Hardik Desai	14,31,719	29.62
3.	M/s Nirav Holdings	10,72,148	22.18
4.	Reet Hardik Desai	92,473	1.91
	<b>Total</b>	<b>47,34,181</b>	<b>97.94</b>

b) List of shareholders holding 1% or more of the paid-up capital of our Company two (2) years prior to the date of this Draft Prospectus:

Not applicable since the Company was incorporated on March 31, 2023

c) List of shareholders holding 1% or more of the paid-up capital of, our Company one (1) year prior to the date of this Draft Prospectus:

Not applicable since the Company was incorporated on March 31, 2023

d) List of shareholders holding 1% or more of the paid-up capital of our Company ten (10) days prior to the date of this Draft Prospectus:



Sr. No.	Name of the Key Managerial Personnel	No. of Equity Shares (Face Value of ₹ 10 each)	Percentage of Pre-Issue Paid up Share Capital share capital (%)
1.	Hardik Ajitbhai Desai	21,37,841	44.23
2.	Kavita Hardik Desai	14,31,719	29.62
3.	Nirav Holdings	10,72,148	22.18
4.	Reet Hardik Desai	92,473	1.91
	<b>Total</b>	<b>47,34,181</b>	<b>97.94</b>

14. Our Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of this Draft Prospectus.

#### 15. Details of our Promoters' Shareholding

As on the date of this Draft Prospectus, our Promoters Hardik Ajitbhai Desai, Kavita Hardik Desai and Nirav Holdings holds 46,41,708 Equity Shares, constituting 96.03% of the pre- issued, subscribed and paid-up Equity Share capital of our Company.

##### a) Capital Build-up of our Promoters

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature Allotment	% of pre Issue equity share capital	% of post Issue equity share capital*
<b>Hardik Ajitbhai Desai</b>							
On Incorporation	67,500	10	10	Cash^	Subscription to MOA	1.40	[●]
April 26, 2023	11,41,820	10	10	Other than cash	Conversion of loan into equity	23.62	[●]
June 7, 2023	1,20,000	10	30	Other than cash	Conversion of loan into equity	2.48	[●]
June 8, 2023	8,08,521	10	Nil	NA	Bonus Issue	16.73	[●]
<b>Total</b>	<b>21,37,841</b>	--	--	--	--	<b>44.23</b>	<b>[●]</b>
<b>Kavita Hardik Desai</b>							
On Incorporation	67,500	10	10	Cash^	Subscription to MOA	1.40	[●]
April 26, 2023	8,22,750	10	10	Other than cash	Conversion of loan into equity	17.02	[●]
June 8, 2023	5,41,469	10	Nil	NA	Bonus Issue	11.20	[●]
<b>Total</b>	<b>14,31,719</b>	<b>10</b>	--	--	--	<b>29.62</b>	<b>[●]</b>
<b>M/s Nirav Holdings</b>							
June 7, 2023	6,66,667	10	30	Other than cash	Conversion of loan into equity	13.79	[●]
June 8, 2023	4,05,481	10	Nil	NA	Bonus Issue	8.39	[●]
<b>Total</b>	<b>10,72,148</b>	<b>10</b>	--	--	--	<b>22.18</b>	<b>[●]</b>
<b>Grand Total</b>	<b>46,41,708</b>	<b>10</b>				<b>96.03</b>	<b>[●]</b>

^ Equity Shares allotted against outstanding capital accounts of the partners of the erstwhile partnership firm namely, M/s. Reet Projects, pursuant to conversion thereof to a public limited company

\*Subject to finalization of Basis of Allotment

16. All the Equity Shares allotted and held by our Promoters were fully paid at the time of allotment itself. Further, none of the Equity Shares held by our Promoters are subject to any pledge.

17. The average cost of acquisition of or subscription to Equity Shares by our Promoters are set forth in the table below:

Name of the Promoters	No. of Equity Shares held	Average cost of Acquisition (in ₹) *
Hardik Ajitbhai Desai	21,37,841	7.34
Kavita Hardik Desai	14,31,719	6.22
M/s Nirav Holdings	10,72,148	18.65

\*As certified by statutory auditor M/s VCAS & Co., Chartered Accountants, pursuant to their certificate dated December 12, 2023

18. We hereby confirm that:

- None of the members of the Promoter(s), Promoter Group, Directors and their immediate relatives have purchased or sold any Equity shares of our Company within the last six months from the date of this Draft Prospectus, except as stated in “**Capital Structure - History of the Equity Share Capital**”
- There has been no acquisition, sale or transfer of Equity Shares by our Promoter Group and/or Director of the Company and their relative during last 6 months preceding the date of filing of this Draft Prospectus.

19. No financing arrangements have been entered by the members of the Promoter Group, the Directors or their relatives for the purchase by any other person of the securities of our Company other than in the normal course of business of the financing entity during a period of six months preceding the date of filing of this Draft Prospectus.

## 20. Details of Promoters’ Contribution and Lock-in for Three Years

Pursuant to the Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of at least 20% of the post Issue Equity Share capital of our Company held by our Promoters shall be locked-in for a period of three years from the date of Allotment in this Issue. As on date of this Draft Prospectus, our Promoters holds 46,41,708 Equity Shares constituting 96.03% of the post Issue Issued, Subscribed and Paid-up Equity Share Capital of our Company, which are eligible for Promoters’ Contribution.

Our Promoters have granted consent to include such number of Equity Shares held by him as may constitute of the post issue Equity Share capital of our Company as Promoters’ Contribution and has agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters’ Contribution from the date of filing of this Draft Prospectus until the commencement of the lock-in period specified above. Details of the Equity Shares forming part of Promoters’ Contribution and his lock-in details are as follows:

Promoters	Date of Allotment/ transfer/ made fully paid up	Nature of acquisition	Number of Equity Shares	Face Value per Equity Share (₹)	Issue price per Equity Share (₹)	% Of Pre-Issue Equity Share Capital	% Of Post-Issue Equity Share Capital	Lock-in Period
Hardik Ajitbhai Desai	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Kavita Hardik Desai	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Nirav Holdings	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
<b>Total</b>	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

The Minimum Promoters’ Contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as ‘**Promoter**’ under the SEBI ICDR Regulations. All the Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoters’ Contribution under Regulation 237 of the SEBI (ICDR) Regulations, 2018. In this computation, as per Regulation 237 of the SEBI (ICDR) Regulations, our Company confirms that the Equity Shares locked-in do not, and shall not, consist of:

- In this computation, as per Regulation 237 of the SEBI ICDR Regulations, our Company confirms that the Equity Shares which are being locked-in as Minimum Promoters’ Contribution do not consist of:

- i. Equity Shares acquired during the three (3) years preceding the date of filing of this Draft Prospectus for consideration other than cash and revaluation of assets or capitalisation of intangible assets involved in such transactions or resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of our Company or from bonus issue against Equity Shares which are ineligible for computation of minimum Promoters' contribution;
  - ii. Equity Shares acquired by our Promoter(s) during the preceding one (1) year, at a price lower than the price at which Equity Shares are being Issued to the public in the Issue;
  - iii. The Equity Shares held by the Promoter(s) that are subject to any pledge or any other form of encumbrance
  - iv. Equity Shares allotted to our Promoter(s) during the preceding one (1) year, at a price lower than the price at which Equity Shares are being Issued to the public in the Issue, upon conversion of a partnership firm or a limited liability partnership into the Company in the past one (1) year and such allotment is not against the capital existing in such firms for a period of more than one year on a continuous basis.
- ii. As on the date of this Draft Prospectus, the Equity Shares held by our Promoters are in dematerialised form.

#### **21. Equity Shares locked-in for one year other than Minimum Promoters' Contribution.**

Pursuant to regulation 238(b) and 239 of the SEBI (ICDR) Regulations, other than the Equity Shares held by our Promoters, which will be locked-in as minimum Promoters' contribution for three years, all pre-Issue [ ● ] Equity Shares shall be subject to lock-in for a period of one year from the date of Allotment in this Issue.

#### **22. Transferability of Locked in Equity Shares**

- a) In terms of Regulation 243 of SEBI ICDR Regulations, the Equity Shares held by Promoters prior to the Issue and locked in as per Regulation 238 of the SEBI (ICDR) Regulations may be transferred to another promoter(s) or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with the transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
- b) Further, pursuant to Regulation 243 of SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 239 of SEBI ICDR Regulations, along with the Equity Shares proposed to be transferred, provided that lock-in on such Equity Shares will continue for the remaining period with the transferee and such transferee shall not be eligible to transfer such Equity Shares till the lock-in period stipulated under SEBI ICDR Regulations has ended, subject to compliance with SEBI Takeover Regulations, as applicable.

#### **23. Pledge of Locked in Equity Shares**

Pursuant to Regulation 242 of the SEBI (ICDR) Regulations, the locked-in Equity Shares held by our Promoters can be pledged with any scheduled commercial bank or public financial institution or systematically important non-banking finance company or a housing finance company as collateral security for loans granted by them, provided that:

- a) if the equity shares are locked-in in terms of clause (a) of regulation 238, the loan has been granted to the company for the purpose of financing one or more of the objects of the issue and pledge of equity shares is one of the terms of sanction of the loan;
- b) if the specified securities are locked-in in terms of clause (b) of regulation 238 and the pledge of specified securities is one of the terms of sanction of the loan.

Provided that such lock-in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock-in period stipulated in these regulations has expired.

#### **24. Inscription or recording of non-transferability**

In terms of Regulation 241 of the SEBI (ICDR) Regulations, our Company confirms that certificates of Equity Shares which are

subject to lock in shall contain the inscription “Non-Transferable” along with the specified lock- in period on the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

25. As on date of this Draft Prospectus, our Company has 15 shareholders.
26. As on the date of filing of this Draft Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle our Promoter(s) or any shareholders or any other person any option to acquire our Equity Shares after this Issue.
27. As on the date of this Draft Prospectus, none of the shares held by our Promoter / Promoter Group are subject to any pledge.
28. This Issue is being made through Fixed Price Issue.
29. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Draft Prospectus until the Equity Shares have been listed or application money unblocked on account of failure of Issue.
30. Except in the ordinary course of business and in compliance with applicable laws, our Company does not have any intention or proposal to alter its capital structure within a period of 6 (six) months from the date of opening of the Issue by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares whether preferential or bonus, rights or further public issue basis.
31. Neither our Company, our Promoter(s), our Directors and the Lead Manager have entered into any buy-back and/or standby and/or similar arrangements for the purchase of Equity Shares being offered through the Issue from any person.
32. All transactions in Equity Shares by our Promoters and members of our Promoter Group between the date of filing of this Draft Prospectus and the date of closing of the Issue shall be reported to the Stock Exchange within 24 hours of such transactions.
33. Prior to this Issue, our Company has not made any public issue or rights issue to public at large.
34. Neither our Company nor any entities forming part of our Promoter Group has issued any equity shares in the past to more than 49 investors in a single issuance of shares or to more than 200 investors in a single financial year, which is in violation of:
  - a) Section 67(3) of Companies Act, 1956; or
  - b) relevant section(s) of Companies Act, 2013, including Section 42 and the rules notified thereunder; or
  - c) the SEBI ICDR Regulations; or
  - d) the SEBI (Disclosure and Investor Protection) Guidelines, 2000, as applicable.
35. Our Company has not re-valued its assets and we do not have any revaluation reserves till date.
36. As per RBI regulations, OCBs are not allowed to participate in this Issue.
37. Our Promoters and the members of our Promoter Group shall not participate in this Issue.
38. There are no Equity Shares against which depository receipts have been issued.
39. Our Company has not raised any bridge loans against the proceeds of the Issue.
40. Our Company shall ensure that there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
41. As on date of this Draft Prospectus, there are no partly paid-up equity shares and all the Equity Shares of our Company are fully paid up. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants shall be issued fully paid-up equity shares.
42. As on the date of this Draft Prospectus, the Lead Manager and their respective associates (determined as per the definition of ‘associate Company’ under Section 2(6) of the Companies Act, 2013) do not hold any Equity Shares in our Company. The Lead

Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in advisory or investment banking transactions with our Company for which they may in the future receive customary compensation.

43. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled “***Our Management***” beginning on page **Error! Bookmark not defined.** of this Draft Prospectus.
44. Our Company shall comply with such disclosure and accounting norms as may be specified by BSE, SEBI and other regulatory authorities from time to time.
45. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under “***Basis of Allotment***” in the chapter titled “***Issue Procedure***” on page 228 of this Draft Prospectus. In case of over- subscription in all categories the allocation in the Offer shall be as per the requirements of Regulation 253 (2) of SEBI ICDR Regulations, as amended from time to time.
46. An over-subscription to the extent of 1% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 1% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter(s) and subject to 3-year lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.

## OBJECT OF THE ISSUE

The Issue comprises a fresh issue of up to 17,84,000 Equity Shares by our Company aggregating up to ₹ 535.20 Lakhs ("Fresh Issue/ Issue").

Our Company proposes to utilize the Net Proceeds from the Issue towards the following objects:

1. Funding our working capital requirements; and
  2. General corporate purposes
- (Collectively referred to as "**Objects**")

We believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the BSE SME.

The main objects clause and the objects ancillary to the main objects clause as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by our Company in the Issue. The fund requirement and its deployment are based on estimates made by our management and such estimates have not been subjected to appraisal by any bank or financial institution.

## NET PROCEEDS

The details of the proceeds from the Issue are set out in the following table:

Particulars	Estimated Amount
Gross proceeds of the Fresh Issue <sup>#</sup>	Upto 535.20
Less: Issue related expenses	[●]

<sup>#</sup>To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the Stock Exchange

## UTILIZATION OF NET PROCEEDS

Particulars	Amount (₹ in Lakhs) *
Funding our working capital requirements	Upto 347.75
General corporate purposes <sup>#</sup>	[●]
<b>Total</b>	[●]

<sup>#</sup> The amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the Issue.

## SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF NET PROCEEDS

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

(₹ in Lakhs)

Particulars	Amount to be funded from Net Proceeds	Estimated utilisation of Net Proceeds in the	
		Financial year ended March 31, 2024	Financial year ended March 31, 2025
Funding our working capital requirements	Upto 347.75	Upto 200.00	Upto 147.75
General corporate purposes*	[●]	[●]	[●]
<b>Net Proceeds of the issue</b>	[●]	[●]	[●]

<sup>\*</sup>To be finalised upon determination of Issue Price and updated in the Prospectus. The amount shall not exceed 25% of the Gross Proceeds.

We propose to deploy the entire Net Proceeds towards the Objects of the Issue by the end of the Financial Year 2024 and Financial Year 2025 and in the manner as specified in the table above. However, if the Net Proceeds are not completely utilised for the Objects of the Issue stated above by the end of Financial Year 2024 and Financial Year 2025 such amounts will be utilised (in part or full) in the next

financial year or subsequent periods towards the aforementioned Objects of the Issue, as determined by us, in accordance with applicable law.

The deployment of funds indicated above is based on management estimates, current circumstances of our business, current and valid quotations from suppliers, prevailing market conditions, which are subject to change, and other commercial and technical factors. The deployment of funds described herein has not been appraised by any bank or financial institution or any other independent agency. We may have to revise our funding requirements and deployment from time to time on account of various factors, such as financial and market conditions, competition, business and strategy and interest/exchange rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling the proposed utilisation of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law. For further details of factors that may affect these estimates, please refer to chapter titled **“Risk Factors”** on beginning on page 24 of this Draft Prospectus.

In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be done through internal accruals through cash flows from our operations and debt. In case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the objects of the Issue, we may explore a range of options including utilizing our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls.

We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business strategy and external factors such as market conditions, the COVID – 19 pandemic, competitive environment and interest or exchange rate fluctuations and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure, implementation schedule and funding requirements, including the expenditure for a particular purpose, at the discretion of our management, subject to compliance with the applicable laws. Subject to applicable laws, in the event of any increase in the actual utilisation of funds earmarked for the purposes set forth above, such additional funds for a particular activity may be financed by surplus funds including from internal accruals and any additional equity and/or debt arrangements from existing and future lenders, subject to compliance with applicable law. Subject to applicable law, if the actual utilisation towards any of the Objects is lower than the proposed deployment, such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds from the Fresh Issue in accordance with Regulation of the SEBI (ICDR).

In the event the Net Proceeds are not completely utilised for the objects stated above by the end of Financial Year 2025 such amounts will be utilised (in part or full) in subsequent periods, as determined by our Company, in accordance with applicable law. In case of a shortfall in raising requisite capital from the Net Proceeds, business considerations may require us to explore a range of options including utilizing our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Issue. In the event, the Net Proceeds are not utilized (in full or in part) for the objects of the Issue during the period stated above due to factors such as (i) the timing of completion of the Issue; (ii) market conditions outside the control of our Company; and (iii) any other economic, business and commercial considerations, the remaining Net Proceeds shall be utilised (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws.

For further details on the risks involved in our proposed fund utilization see **“Risk Factor”** beginning on page 24 of this Draft Prospectus.

### **Means of Finance**

Fund requirements for the Objects are proposed to be met from the Net Proceeds and our internal accruals. Accordingly, we confirm that there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations 2018 and Clause 9(C) of Part A of Schedule VI of the SEBI ICDR Regulations 2018 through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the Issue or through existing identifiable internal accruals.

In case of shortfall in the Net Proceeds or any increase in the actual utilisation of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals and/ or availing further borrowings. Subject to applicable law, if the actual utilisation towards the Objects, including utilization towards Issue expense, is lower than the proposed deployment, such balance

will be used for general corporate purposes to the extent that the total amount be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with SEBI ICDR Regulations.

## DETAILS OF OBJECTS OF THE ISSUE

### 1. Funding our working capital requirements

The Company's business is working capital intensive and the Company avails majority of its working capital requirement in the ordinary course of its business from its internal accruals.

Set forth below are the current assets and working capital requirement of our Company for the period ended June 15, 2023 and for the Fiscal 2023, Fiscal 2022 and Fiscal 2021 as per the Restated Financial Statement and as certified by M/s. VCAS & Co, Chartered Accountant and Statutory Auditor of our Company by way of their certificate dated December 12, 2023. For details of the working capital facilities availed by us, see **"Financial Indebtedness"** on page 200 of this Draft Prospectus.

(₹ in Lakhs)

Sr. No.	Particulars	For the period ended June 15, 2023	As at March 31, 2023 (Restated)	As at March 31, 2022 (Restated)	As at March 31, 2021 (Restated)
<b>I</b>	<b>Current assets</b>				
	Trade receivables	20.22	15.47	15.47	59.96
	Inventories	131.48	116.59	104.84	127.75
	Short Term Loans & Advances	127.70	61.97	15.44	0.00
	Other Current Assets	7.34	4.00	0.00	0.00
	<b>Total Current Assets (A)</b>	<b>286.74</b>	<b>198.03</b>	<b>135.75</b>	<b>187.71</b>
<b>II</b>	<b>Current liabilities</b>				
	Trade payables	0.00	0.00	0.00	0.00
	Other Current Liabilities	1.60	8.34	78.21	52.06
	Short term provisions	1.55	3.35	0.16	0.13
	<b>Total current liabilities (B)</b>	<b>3.15</b>	<b>11.69</b>	<b>78.37</b>	<b>52.19</b>
	<b>Net working capital (A – B)</b>	<b>283.59</b>	<b>186.33</b>	<b>57.38</b>	<b>135.52</b>
<b>III</b>	<b>Sources of funds</b>				
	Borrowings	0.00	163.46	16.54	54.27
	Internal accruals / Equity	283.59	22.87	40.84	81.25
	<b>Total Means of Finance</b>	<b>283.59</b>	<b>186.33</b>	<b>57.38</b>	<b>135.52</b>

\*As certified by M/s. VCAS & Co., Chartered Accountants through their report dated December 12, 2023

# Cash and cash equivalents have not been considered as part of the current assets in the computation of net working capital requirements and current maturities of long-term borrowings is not considered as part of short-term borrowing

For further details, please refer to **"Restated Financial Statement"** beginning on page 149.

### Expected working capital requirements

The estimates of the working capital requirements for the Financial Year ended March 31, 2024 and Financial Year ended March 31, 2025 has been prepared based on the management estimates of current and future financial performance. The projection has been prepared using set of assumptions that include assumptions about future events and management's action that are not necessarily expected to occur. On the basis of our existing working capital requirements and estimated working capital requirements, our Board pursuant to its resolution dated December 12, 2023 has approved the projected working capital requirements for Financial Year ended March 31, 2024 and March 31, 2025 with the assumptions and justifications for holding levels, and the proposed funding of such working capital requirements, as set forth below:



(₹ in lakhs)

Sr. No.	Particulars	As at March 31, 2025 (Projected)	As at March 31, 2024 (Estimated)
<b>I</b>	<b>Current assets</b>		
	Trade receivables	52.94	26.47
	Inventories	946.25	331.48
	Short Term Loans & Advances	105.88	52.94
	Other Current Assets	13.23	6.62
	<b>Total Current Assets (A)</b>	<b>1,118.30</b>	<b>417.50</b>
<b>II</b>	<b>Current liabilities</b>		
	Trade payables	-	-
	Other Current Liabilities	247.04	123.52
	Short term provisions	13.23	6.62
	<b>Total current liabilities (B)</b>	<b>260.28</b>	<b>130.14</b>
	<b>Net working capital (A – B)</b>	<b>858.02</b>	<b>287.36</b>
<b>III</b>	<b>Sources of funds</b>		
	Borrowings	-	-
	Long term borrowings	697.03	87.36
	Internal accruals / Equity	147.75	200
	<b>Total Means of Finance</b>	<b>858.02</b>	<b>287.36</b>

**Assumptions for our estimated working capital requirement:**

(in days)

Particulars	Holding Levels (March 31, 2025)	Holding Levels (March 31, 2024)	Holding Levels (April 01, 2023 to June 15, 2023)	Holding Levels (March 31, 2023)	Holding Levels (March 31, 2022)	Holding Levels (March 31, 2021)
	<b>Projected</b>	<b>Estimated</b>	<b>Actual*</b>	<b>Actual*</b>	<b>Actual*</b>	<b>Actual*</b>
Trade Receivable	60	60	123	70	179	137
Inventories	1,072	751	800	529	1,211	293
Short Term Loans & Advances	120	120	777	281	178	-
Other Current Assets	15	15	45	18	-	-
<b>Total Current Assets (A)</b>	<b>1,267</b>	<b>946</b>	<b>1,745</b>	<b>898</b>	<b>1,568</b>	<b>430</b>
<b>Current Liabilities (excluding borrowings and income tax liabilities)</b>						
Trade payables	0	0	-	-	-	-
Other Current Liabilities	280	280	10	38	904	119
Short term provisions	15	15	9	15	2	1
<b>Total current liabilities (B)</b>	<b>295</b>	<b>295</b>	<b>19</b>	<b>53</b>	<b>906</b>	<b>120</b>
<b>Working Capital Cycle (A-B)</b>	<b>972</b>	<b>651</b>	<b>1,726</b>	<b>844</b>	<b>663</b>	<b>310</b>

\*As certified by M/s. CVAS &amp; Co., Chartered Accountants through their report dated December 12, 2023

The table below sets forth the key assumptions for our working capital projections:

S. No.	Particulars	Rationale
1.	Inventories	The holding levels of trade receivables were at 293 days in Fiscal 2021, 1211 days in Fiscal 2022 and 529 days in Fiscal 2023. Considering the nature of business, the inventories mainly comprise of trading stock being, land and constructed premise and work-in-process. We have assumed that the Company will construct row houses around 70 units spread over a land area of 7,354 sq. mtr. The construction cost and utilities and other costs is estimated to be ₹ 815.70 lakhs* which would be incurred over the Fiscal 2024 and Fiscal 2025. Accordingly, the inventory days are estimated at 751 for Fiscal 2024 and 1072 for Fiscal 2025, respectively.
2.	Trade receivables	Trade receivables primarily comprises of receivables from buyer of the property. The operating revenue of the Company includes revenue from sale of plots, revenue from construction work and revenue from sale of row houses. Considering the nature of the business the receivables are on higher levels such as 137 days, 179 days and 70 days for Fiscal 2021, Fiscal 2022 and Fiscal 2023, respectively.  However, the Company plan to rationalise and improve its receivable days to 60 days for Fiscal 2025 and Fiscal 2025. This is also due to change the revenue mix, including rental income.
3.	Short-term loans and advances	Short-term loans and advances primarily comprise of advance to suppliers. Since, the Company is engaged in construction activities the income and expenses are booked over the period of the project. Further, the Company is required to pay in advance for some of the critical construction materials. The short-term loans and advance is 178 days in Fiscal 2022, 281 days in Fiscal 2023 and 777 days for the period ended June 15, 2023, which would rationalise by end of the Fiscal.  Further, for the Fiscal 2024 and Fiscal 2025 short-term loans and advances are estimated at 120 days.
5.	Current Liabilities	Other current liabilities include advance received from customers. Subject to booking of income based on the completion of construction, the amount received from customers are accounted under advance from customers.  Other current liabilities were 119 days, 904 days and 38 days for Fiscal 2021, Fiscal 2022 and Fiscal 2023. We have assumed that the current liabilities would be around 280 days for Fiscal 2024 and Fiscal 2025.

\* As certified by Punit Patel Chartered Engineer

## 2. General Corporate Expenses

The Net Proceeds will first be utilized for the Object set out above, post which, our Company proposes to deploy the balance Net Proceeds aggregating to ₹ [●] Lakhs towards general corporate purposes, subject to such amount not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise the Net Proceeds, includes but are not restricted to strategic initiatives, meeting funding requirements for expansion of our business operations and growth opportunities, strengthening marketing capabilities and brand building exercises, providing security deposits and cash collaterals and for meeting exigencies, repayment of debt, working capital requirements, expenses of our Company, as applicable and any other purpose, as may be approved by the Board or a duly constituted committee thereof subject to compliance with Companies Act and other applicable laws. Our Company's management shall have flexibility in utilising surplus amounts, if any. In addition to the above, our Company may utilise the Net Proceeds towards other expenditure, as may be considered expedient, and as approved periodically by our Board or a duly constituted committee thereof, subject to compliance with necessary provisions of the Companies Act and the SEBI Listing Regulations.

### Issue Expense

The expenses of this Issue include, among others, underwriting and Issue management fees, intermediaries' fees, printing and stationery expenses, advertisement expenses and legal fees etc. The details of Issue expenses are tabulated below:

(₹ in Lakhs)

Activity *	Estimated Expenses (₹ in Lakhs)	As a % of total estimated issue related expenses	As a % of the total issue size
Lead Manager Fees	5.00	[ ● ]	[ ● ]
Fees payable to Registrar, Legal and Other Advisory Services, Advertising and marketing Expenses, Printing and Distribution of issue stationery, Brokerage, Selling, Commission and upload fees	0.00	[ ● ]	[ ● ]
Regulators including Stock Exchange	0.00	[ ● ]	[ ● ]
Others, if any (including Underwriting Commission, Market making, advisory fees, depositories, marketing fees etc.)	1.00	[ ● ]	[ ● ]
<b>Total estimated issue related expenses</b>	0.00	[ ● ]	[ ● ]

\*excluding applicable taxes

\*As on date of this Draft Prospectus, the fund deployed out of internal accruals as on June 15, 2023 is ₹ 5 Lakhs towards issue expenses vide certificate dated December 12, 2023 received from M/S VCAS &amp; Co., Chartered Accountants and the same will be recouped out of issue expenses.

## Notes

- Selling commission payable to the SCSBs on the portion for Retail Individual Investors. Non-Institutional Investors, which are directly procured by the SCSBs, would be as follows

Portion for Retail Individual Applicants*	₹ [ ● ] of the Amount Allotted*(plus applicable taxes)
Portion for Non-Institutional Applicants*	₹ [ ● ] of the Amount Allotted*(plus applicable taxes)

\* Amount allotted is the product of the number of Equity Shares Allotted and the Issue Price. The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of BSE.

Notwithstanding anything contained above in this clause the total selling commission payable to the SCSBs on the portion for Retail Individual Investors. Non-Institutional Investors, which are directly procured by the SCSBs and in case if the total selling commission payable exceeds Rs 1 lakh (plus applicable taxes) then the total selling commission payable using UPI Mechanism will be paid on pro-rata basis.

- No uploading/ processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs on the portion for Retail Individual Applicants and Non-Institutional Applicants which are procured by the members of the Syndicate/ sub-Syndicate/ Registered Broker/ CRTAs/ CDPs and submitted to SCSB for blocking, would be as follows:

Portion for Retail Individual Applicants	₹ [ ● ] per valid application (plus applicable taxes)
Portion for Non-Institutional Applicants	₹ [ ● ] per valid application (plus applicable taxes)

- The processing fees for applications made by Retail Individual Applicants using the UPI Mechanism would be as follows:

Members of the Syndicate/ RTAs/ CDPs (uploading charges)	₹ [ ● ] per valid application (plus applicable taxes)
Sponsor Bank-[ ● ] Bank	₹ [ ● ] per valid application* (plus applicable taxes). The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars and other applicable law

\*For each valid application by respective Sponsor Bank

Notwithstanding anything contained above in this clause the total Uploading charges/ Processing fees payable to Members of the Syndicate/ RTAs/ CDPs for applications made by RIIs (up to ₹200,000), Non-Institutional Applicants (for an amount more than ₹200,000 and up to ₹500,000) using the UPI Mechanism and in case if the total uploading charges/ processing fees exceeds Rs 1 lakh (plus applicable taxes) then uploading charges/ processing fees using UPI Mechanism will be paid on pro-rata basis.

- Selling commission on the portion for Retail Individual Applicants and Non-Institutional Applicants which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, CRTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the Registered Brokers which are Members of the Syndicate (including their Sub-Syndicate Members) would be as follows:

Portion for Retail Individual Applicants*	₹ [ ● ] of the Amount Allotted*(plus applicable taxes)
Portion for Non-Institutional Applicants*	₹ [ ● ] of the Amount Allotted*(plus applicable taxes)

\* Amount allotted is the product of the number of Equity Shares Allotted and the Issue Price

Uploading charges payable to Members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the applications made by RIBs using 3-in-1 accounts and Non-Institutional Applicants which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts, would be as follows: ₹10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs Bidding charges payable to the Registered Brokers, CRTAs/ CDPs

Bidding charges payable to the Registered Brokers, CRTAs/ CDPs on the portion for RIBs and Non-Institutional Applicants which are directly procured by the Registered Brokers or CRTAs or CDPs and submitted to SCSB for processing, would be as follows:

Portion for Retail Individual Applicants*	₹[ ● ] per valid application (plus applicable taxes)
Portion for Non-Institutional Applicants*	₹[ ● ] per valid application (plus applicable taxes)

\*Based on valid applications

Notwithstanding anything contained above the total uploading/ bidding charges/Selling commission payable to the SCSBs payable/Processing fees payable to the SCSBs under this clause will not exceed ₹1 lakh (plus applicable taxes) and in case if the total uploading/ bidding charges exceeds Rs 1 lakh (plus applicable taxes) then uploading charges will be paid on pro-rata basis.

The Selling Commission payable to the Syndicate/ Sub-Syndicate Members will be determined on the basis of the application form number/ series, provided that the application is also bid by the respective Syndicate/ Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number/ series of a Syndicate/ Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate/ Sub-Syndicate Member. Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the portion for RIBs and Noninstitutional Applicants which are procured by them and submitted to SCSB for blocking, would be as follows: ₹10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs.

The selling commission and bidding charges payable to Registered Brokers the CRTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of BSE.

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Escrow and Sponsor Bank Agreement. Further, the processing fees for applications made by UPI Applicants using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021

## BASIS OF ISSUE PRICE

The Issue Price of ₹ 30/- per Equity Share is determined by our Company, in consultation with the Lead Manager on the basis of the following qualitative and quantitative factors. The face value of the Equity Share is ₹10.00/- per Equity Share and Issue Price is ₹ 30/- per Equity Share. The Issue Price is 3.00 times the face value.

Investors should refer Chapters / Chapter titled “*Risk Factors*”, “*Restated Financial Statements*”, “*Management Discussion and Analysis of Financial Condition and Results of Operations*” and “*Business Overview*” beginning on page 24, **Error! Bookmark not defined.**, 187 and 109 respectively of this Draft Prospectus to get an informed view before making an investment decision.

### Qualitative Factors

We believe the following business strengths allow us to successfully compete in the industry:

1. Experienced Promoters and Management Team;
2. Operation methodology;
3. Quality Assurance and Standards; and
4. Locational advantage.

For further details, please see the paragraph titled “*Our Competitive Strengths*” in the Chapter titled “*Business Overview*” beginning on page **Error! Bookmark not defined.** of this Draft Prospectus.

### Quantitative Factors

Information presented below relating to the Company is based on the Restated Financial Statements. Some of the quantitative factors which form the basis or computing the price, are as follows:

#### 1) Basic and Diluted Earnings Per Share (EPS)

Year / Period ended		
	Basic EPS and Diluted EPS	Weights
March 31, 2021*	NA*	
March 31, 2022*	NA*	
March 31, 2023*	0.47	1
<b>Weighted Average</b>	0.47	
June 15, 2023**	0.05	

\*The Company was incorporated on March 31, 2023 pursuant to conversion of partnership firm

\*\*Not annualised

#### Note.

- The face value of each Equity Share is Rs. 10.
- Basic and diluted Earnings per share calculations are in accordance with Indian GAAP and Accounting Standard as applicable and based on the Restated Financial Statement of our Company.
- Basic and Diluted EPS = Net Profit (Loss) after tax as restated attributable to Equity Shareholders / weighted average no. of equity shares outstanding during the year (Post effect of bonus) / period as per Restated Financial Statement
- Weighted Average EPS = Aggregate of Year wise weighted EPS divided by the Aggregate weights i.e [(EPS \*Weights) for each year / Total Weights]
- The above statement should be read with significant accounting policies and notes on Restated Financial Information as appearing in the Restated Financial Statements.
- On June 8, 2023 our Company issued bonus in the ratio of 0.61 Equity Shares for every 1 share held to the existing shareholders as fully paid bonus shares. For calculating the Weighted Average Number of Equity Shares for EPS above, these bonus shares have been considered in all the periods reported.

#### 2) Price to Earnings (P/E) ratio in relation to Issue Price ₹ 30/- per Equity Share of ₹ 10 each fully paid up

Particulars	P/E ratio
P/E ratio based on Basic & Diluted EPS for FY 2022-23	[●]
<b>Industry Peer Group P/E ratio</b>	
Highest	680.96
Lowest	23.20
Average	453.25

Source: BSE Website

### 3) Return on Net worth (RoNW)

Return on Net Worth (RoNW) as per restated financial statements (Standalone)

Year Ended	RONW (%)	Weight
March 31, 2021	NA	
March 31, 2022	NA	
March 31, 2023	40.55%	
<b>Weighted Average</b>	40.55%	
June 15, 2023	0.25%	

Note:

- 1) The figures disclosed above are based on the Restated Financial Statement of our Company. Return on Net worth has been calculated as per the following formula:
- 2) Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as restated / Net worth as restated as at year end.
- 3) Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.
- 4) Net worth is aggregate value of the paid-up share capital of the Company and other equity, excluding revaluation reserves if any, as per Restated Financial Information.

### 4) Net Asset Value (NAV)

Particulars	Pre-Bonus (₹ Per Share)	Post- Bonus (₹ Per Share)
Net Asset Value per Equity Share as of March 31, 2023	20.45	[●]
Net Asset Value per Equity Share after IPO	[●]	[●]
Issue Price per equity share	[●]	[●]

Net Asset Value per Equity Share has been calculated as net worth, as restated, as at year ended March 31, 2023 / Number of outstanding equity shares as at year ended March 31, 2023.

Note: The figures disclosed above are based on the Restated Financial Statement of our Company

Net Asset Value has been calculated as per the following formula:

NAV =  $\frac{\text{Restated Net Worth of Equity Shareholders}}{\text{Outstanding number of Equity shares outstanding during the year / period}}$

### 5) Comparison with industry peers

Company Name	CMP	Face Value	Total Revenue	EPS	NAV (₹ per share)	P/E	RONW
Reet Projects Limited	30*	10	80.51	0.47	1.16	63.83	40.55%
<b>Peer Companies</b>							
Kesar India Limited	1627.50	10	1,543.34	2.39	54.30	680.96	4.09%
AMJ Land Holdings Limited	38.52	2	3949.08	1.66	31.73	23.20	5.01%
Ratnabhumi Developers Limited	111.45	10	22.86	0.17	25.55	655.59	5.05%

\*Issue Price of our Company is considered as CMP

Source: All the financial information for listed industry peers mentioned above is on a standalone basis (except Ratnabhumi Developers Limited) and is sourced from the filings made with stock exchanges for the Financial Year ending March 31, 2023.

**Notes:**

- Considering the nature and size of the business of our Company the peers are not strictly comparable. However, above company is included for broad comparison.*
- The figures for the Company are based on the restated standalone financial statements for the year ended March 31, 2023.*
- The figures for the peer group are for the year ended March 31, 2023 and are based on their respective financial statements filed with the Stock Exchanges.*
- NAV is computed as the closing net worth divided by the closing outstanding number of equity shares. Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding Revaluation Reserves) and as attributable to the owners of the Company.*
- P/E Ratio for the peer has been computed based on the closing market price of respective equity shares as on December 12, 2023 sourced from website of Stock Exchange as divided by the Basic/diluted EPS as applicable.*
- RoNW is computed as net profit after tax (excluding comprehensive income), as attributable to the owners of the Company divided by closing net worth. Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding Revaluation Reserves) and as attributable to the owners of the Company.*

For further details, please refer chapter titled “**Risk Factors**” beginning on page24 of this Draft Prospectus and the financials of the Company including important profitability and return ratios, as set out in the chapter titled “**Restated Financial Statements**” beginning on page 149 of this Draft Prospectus to have more informed view about the investment proposition. The Face Value is ₹10.00/- per Equity Share and the Issuer Price ₹ 30/- has been determined by the Issuer in consultation with the Lead Manager and is justified by the company in consultation with the Lead Manager on the basis of above information.

## 6) Key Performing Indicators

The table below sets forth the details of KPIs that our Company considers have a bearing for arriving at the basis for Issue Price. The key financial and operational metrics set forth above, have been approved and verified by the Audit Committee pursuant to its resolution dated December 12, 2023. Further, the Audit Committee has on December 12, 2023 taken on record that other than the key financial and operational metrics set out below, our Company has not disclosed any other key performance indicators during the three years preceding this Draft Prospectus with its investors. The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help it in analyzing the growth of various verticals in comparison to our Company’s listed peers, and other relevant and material KPIs of the business of our Company that have a bearing for arriving at the Basis for Issue Price have been disclosed below. Additionally, the KPIs have been certified by way of certificate dated December 12, 2023 issued by VCAS & Co., Chartered Accountants, who hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The certificate dated December 12, 2023 issued by VCAS & Co., Chartered Accountants, has been included in the chapter titled ‘**Material Contracts and Documents for Inspection – Material Documents**’ on page 269 of this Draft Prospectus.

The Applicants can refer to the below-mentioned KPIs, being a combination of financial and operational KPIs, to make an assessment of our Company’s performances and make an informed decision.

A list of our KPIs for the period ended June 15, 2023 and Fiscal 2023, Fiscal 2022 and Fiscal 2021 is set out below:

Metrics	For the period ended June 15, 2023*	Fiscal 2023 <sup>#</sup>	Fiscal 2022 <sup>#</sup>	Fiscal 2021 <sup>#</sup>
<b>Financial</b>				
Revenue from operations <sup>(1)</sup>	12.49	80.51	31.59	159.40
Growth in revenue from operations (%) <sup>(2)</sup>	NA*	154.86%	-80.18%	NA
Gross Profit <sup>(3)</sup>	27.38	61.00	8.68	76.27
Gross Profit Margin(%) <sup>(4)</sup>	219.20%	75.77%	27.49%	47.85%
EBITDA <sup>(5)</sup>	1.79	12.90	1.39	1.57
EBITDA Margin(%) <sup>(6)</sup>	14.36%	16.03%	4.40%	0.99%
PAT <sup>(7)</sup>	1.25	9.27	0.54	0.52
PAT Margin <sup>(8)</sup>	13.61%	15.32%	1.95%	0.32%



RoE(%) <sup>(9)</sup>	0.25%	40.55%	1.33%	0.64%
RoCE(%) <sup>(10)</sup>	0.34%	5.89%	0.55%	0.31%
Debt Equity ratio <sup>(11)</sup>	0.01	8.17	1.92	1.35
<b>Key working capital parameters (in days)</b>				
Working Capital Days <sup>(12)</sup>	1,671	845	663	310
Inventory Days <sup>(13)</sup>	779	529	1,211	293
Trade Receivable Days <sup>(14)</sup>	120	70	179	137

\*KPIs and metrics for the period are not annualized. Growth rate from Financial Year ended March 31, 2023 to period ended June 15, 2023 is not disclosed as the periods are not comparable

#Financials of partnership firm Reet Projects.

Notes:

1. Revenue from Operations means the revenue from operations as appearing in the Restated Consolidated Financial Information.
2. Growth in revenue from operations (%) is calculated as a percentage of revenue from operations of the relevant period/year minus revenue from operations of the preceding period/year, divided by revenue from operations of the preceding period/year.
3. Gross Profit is calculated as revenue from operations less cost of materials consumed, changes in inventories of finished goods and work-in-progress.
4. Gross Profit Margin refers to the percentage margin derived by dividing Gross Profit by Revenue from Operations.
5. EBITDA is calculated as restated profit / (loss) for the period / year, plus finance costs, total taxes, and depreciation and amortisation expense.
6. EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.
7. Profit after Tax means restated profit / (loss) for the period/year as appearing in the Restated Consolidated Financial Information.
8. Profit after Tax Margin refers to the percentage margin derived by dividing Profit after Tax by Revenue from Operations.
9. Return on Equity (%) refers to restated profit for the year/period attributable to equity shareholders of our Company divided by Average Equity for the year/period. Average Equity is calculated as average of the total equity attributable to the equity shareholders of our Company at the beginning and ending of the year/period.
10. Return on Capital Employed is calculated as earnings before interest and taxes divided by Capital Employed. -Earnings before interest and tax is calculated as restated profit / (loss) for the period / year plus total tax expense / (credit) plus finance costs. - Capital Employed is calculated as total equity plus total borrowings minus intangible assets.
11. Debt Equity ratio is calculated as total borrowings divided.
12. Working Capital Days refers to trade receivables days plus inventory days plus short-term loan and advances and other current assets minus trade payables days, other current liabilities and short-term provisions.
13. Inventory days have been calculated as inventory divided by cost of goods sold multiplied by 74 (to annualize) for the month period ended June 15, 2023 and 365 days for the complete fiscal years.
14. Trade Receivables days have been calculated as Trade Receivables divided by revenue from operations multiplied by 74 (to annualize) for the month period ended June 15, 2023 and 365 days for the complete fiscal years.

The above KPIs of our Company have also been disclosed, along with other key financial and operating metrics, in '**Business Overview**' and '**Management's Discussion and Analysis of Financial Condition and Results of Operations**' beginning on pages 109 and 185, respectively of this Draft Prospectus. All such KPIs have been defined consistently and precisely in '**Definitions and Abbreviations – Conventional and General Terms and Abbreviations**' on page 2 of this Draft Prospectus.

Our Company shall continue to disclose the KPIs disclosed hereinabove in this section on a periodic basis, at least once in a year (or for any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares, or until the utilization of Issue Proceeds, whichever is later, on the Stock Exchanges pursuant to the Issue, or for such other period as may be required under the SEBI ICDR Regulations.

#### Explanation for the KPI metrics

KPI	Explanations
Revenue from Operations (₹ in Lakhs)	Revenue from Operations is used by our management to track the revenue profile of our business and in turn helps assess the overall financial performance of our Company and size of our business
Growth in revenue from operations (%)	Growth in Revenue from operations provides information regarding the growth of our business for the respective period.



Gross Profit (₹ in Lakhs)	Gross Profit provides information regarding the profits from manufacturing of products and sale of services by our Company.
Gross Profit Margin (%)	Gross Profit Margin is an indicator of the profitability on sale of products manufactured and services sold by our Company.
EBITDA (₹ in Lakhs)	EBITDA provides information regarding the operational efficiency of our business.
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
PAT (₹ in Lakhs)	Profit after tax provides information regarding the overall profitability of our business.
PAT Margin (%)	PAT after tax Margin is an indicator of the overall profitability and financial performance of our business.
Return on Equity (“RoE”) (%)	RoE provides how efficiently our Company generates profits from shareholders’ funds.
Return on Capital Employed (“RoCE”) (%) <sup>(12)</sup>	ROCE provides how efficiently our Company generates earnings from the capital employed in our business.
Net Debt / EBITDA Ratio	It represents how many years it would take for our Company to pay back its debt if net debt and EBITDA are held constant.
Debt Equity ratio	This gearing ratio compares shareholders’ equity to company debt to assess the company's amount of leverage and financial stability.
Working Capital Days	Working capital days indicates the working capital requirements of our Company in relation to revenue generated from operations, it defines the number of days taken by the company for converting the purchase to collection.
Inventory Days	Inventory Days provides number of days in which inventory turnaround in particular period / year.
Trade Receivable Days	Trade Receivable Days is the number of days that a customer invoice is outstanding before it is collected.
Trade Payable Days	Trade Payable Days is the number of days that a company takes to pay its bills and invoices to its trade creditors.

#### Comparison of KPIs based on additions or dispositions to our business

Except for the acquisition of the partnership pursuant to the conversion the said firm into Company, our Company has not made any additions or dispositions to its business during the financial years ended March 31, 2020, 2021 and 2022 or during the period ended June 15, 2023.

#### 7) Comparison with industry peers

While our listed peers (mentioned below), like us, operate in the same industry and may have similar offerings or end use applications, they derive significant portion of revenue. Our business may be different in terms of differing business models (for example –focus on Business Support Services which might not be an area of focus for our listed peers), different product verticals serviced or focus areas or different geographical presence.

Particulars	Kesar India Limited			AMJ Land Holdings Limited			Ratnabhumi Developers Limited		
	March 31, 2023	March 31, 2022	March 31, 2021	March 31, 2023	March 31, 2022	March 31, 2021	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from operations <sup>(1)</sup>	1518.62	841.17	NA	3534.2	2869.48	1120.58	21.63	15.90	405.70
Growth in Revenue from Operations <sup>(2)</sup>	80.54%	NA	NA	23%	156%	NA	36%	-96%	NA
EBITDA <sup>(3)</sup>	133.94	533.1	NA	1332.03	1392.35	834.32	739.9	271.77	108.69
EBITDA Margin% <sup>(4)</sup>	8.82%	63.38%	NA	37.69%	48.52%	74.45%	3420.71%	1709.25%	26.79%
PAT	78.34	362.97	NA	708.93	900.82	442.53	23.39	16.86	81.63
PAT Margin % <sup>(5)</sup>	5.16%	43.15%	NA	20.06%	31.39%	39.49%	108.14%	106.04%	20.12%

Particulars	Kesar India Limited			AMJ Land Holdings Limited			Ratnabhumi Developers Limited		
	March 31, 2023	March 31, 2022	March 31, 2021	March 31, 2023	March 31, 2022	March 31, 2021	March 31, 2023	March 31, 2022	March 31, 2021
Net Worth <sup>(6)</sup>	1916.97	284.79	NA	14617.23	14145.26	11456.47	3500.71	3477.32	3,460.24
Capital Employed <sup>(9)</sup>	2112.81	499.49	NA	15063.88	14123.29	12131.55	4519.59	4182.28	3,515.78
RoE% <sup>(7)</sup>	4.09%	127.45%	NA	5.01%	7.00%	4.17%	0.67%	-	31.67
RoCE % <sup>(8)</sup>	5.02%	82.50%	NA	5.15%	7.23%	6.88%	5.05%	3.86%	0.06%

(1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.

(2) Growth in Revenue from Operations (%) is calculated as Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.

(3) EBITDA is calculated as Profit before tax + Depreciation & amortisation + Finance Cost - Other Income.

(4) EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.

(5) PAT Margin (%) is calculated as PAT for the period/year divided by revenue from operations.

(6) Net worth is aggregate value of the paid-up equity share capital of the Company and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, excluding revaluation reserves if any, as per Restated Financial Information.

(7) Return on Equity (%) refers to restated profit for the year/period attributable to equity shareholders of our Company divided by Net worth attributable to the owners of the company as per the standalone financial statement.

(8) Return on Capital Employed is calculated as earnings before interest and taxes divided by Capital Employed.

-Earnings before interest and tax is calculated as restated profit / (loss) for the period / year plus total tax expense / (credit) plus finance costs.

-Capital Employed is calculated as total equity plus total borrowings minus intangible assets as per the standalone financial statement.

## 8) Weighted average cost of acquisition

- a) The price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on the primary/ new issue of Equity Shares or convertible securities (excluding Equity Shares issued under the ESOP Scheme and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid up share capital of our Company in a single transaction or multiple transactions combined together over a span of rolling 30 days (“**Primary Transactions**”)

Except as mentioned below, there has been no issuance of Equity Shares excluding shares issued under ESOP/ESOS and issuance of bonus shares other than Equity Shares issued during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

Date of Allotment	No. of Equity Shares allotted	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Allotment	Nature of Consideration	Total Consideration (₹ in lakhs)
On Incorporation	1,50,000	10.00	10.00	Conversion of loan into equity <sup>(ii)</sup>	Cash*	15.00
April 26, 2023	20,14,570	10.00	10.00	Preferential allotment <sup>(iii)</sup>	Other than cash	201.46
May 11, 2023	54,175	10.00	57.00	Conversion of loan into equity <sup>(iv)</sup>	Cash	30.88
June 7, 2023	7,86,667	10.00	30.00	Conversion of loan into equity <sup>(ii)</sup>	Other than cash	236.00
<b>Weighted average cost of acquisition (WACA)</b>						<b>16.08</b>

\* Equity Shares allotted against outstanding capital accounts of the partners of the erstwhile partnership firm namely, M/s. Reet Projects, pursuant to conversion thereof to a public limited company

- b) The price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on the secondary sale / acquisition of Equity Shares or convertible securities involving any of the Promoter, members of the Promoter Group or

*Shareholders with rights to nominate directors during the 18 months preceding the date of filing of this Draft Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Secondary Transactions”).*

There have been no secondary sale / acquisitions of Equity Shares, where the Promoter, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

- c) ***Since there are transactions to report under (a) and (b) therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoters / Promoter Group entities or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), not older than 3 years prior to the date of this certificate irrespective of the size of transactions is not applicable:***

*Note: The above details have been certified by VCAS & Co., Chartered Accountants by their certificate dated December 12, 2023. The acquisition price is Nil since the Equity Shares were allotted pursuant to a bonus issue. For details, please refer to chapter titled “Capital Structure – Equity Share capital history of our Company” on page 64 of this Draft Prospectus.*

*#There have been no secondary transactions in Equity Shares of our Company (i.e., secondary transactions where our Promoter, members of our Promoter Group and/or Shareholders of our Company having the right to nominate director(s) on the Board of Directors of the Company, are a party to the transaction), during the three years prior to the date of this Draft Prospectus.*

d) **Weighted average cost of acquisition and Issue Price**

Type of Transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Issue Price**
I. Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity / convertible securities), excluding shares issued under an employee stock option plan / employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of this Draft Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.	₹ 16.08*	[●] times
II. Weighted average cost of acquisition for last 18 months for secondary sale/acquisition of shares equity/convertible securities, where promoter/ promoter group entities or shareholder(s) having the right to nominate director(s) in the Board area party to the transaction, during the 18 months preceding the date of filing of this Draft Prospectus, where either acquisition nor sale is equal to or more than five percent of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	NA*	[●] times
III. Since there are no such transactions to report to under (I) and (II) above, the information has been disclosed for price per share of our Company based on the last five primary or secondary transactions where our Promoter/members of our Promoter Group or Shareholder(s) having the right to nominate director(s)	NA*	[●] times

Type of Transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Issue Price**
on the Board of our Company, are a party to the transaction, during the three years prior to the date of filing of this Draft Prospectus irrespective of the size of the transaction, is as below.		
<b>Type of transactions</b>	<b>WACA (in ₹)</b>	<b>Issue Price (in ₹)</b>
a) WACA of Equity Shares based on primary issuances undertaken during the three immediately preceding years	<b>₹ 16.08*</b>	[●] times
b) WACA of Equity Shares based on secondary transactions under taken during the three immediately preceding years	<b>NA^</b>	[●] times

\*Certified by statutory auditor M/s. VCAS & Co., Chartered Accountants, pursuant to their certificate dated December 12, 2023

\*\* To be updated at Prospectus stage.

#### 9) The Issue Price is 3.00 times of the face value of the Equity Shares.

The Issue Price of ₹ 30 has been determined by our Company in consultation with the LM and is justified in view of the above qualitative and quantitative parameters.

The trading price of Equity Shares could decline due to factors mentioned in **“Risk Factors”**, on page 24, of this Draft Prospectus and you may lose all or part of your investments, Bidders should read the above-mentioned information along with **“Business Overview”**, **“Management’s Discussion and Analysis of Financial Position and Results of Operations”** and **“Restated Financial Statements”** on pages 109, 185, and 149, respectively of this Draft Prospectus, to have a more informed view before making an investment decision..

## STATEMENT OF TAX BENEFITS

To,  
The Board of Directors,  
Reet Projects Limited (Formerly known as Orbit Corporation & Reet Projects)  
Shop No. 327, Third Floor,  
Ishana The Business Hub, Althan,  
Surat, Gujarat – 395017

Dear Sir,

**Subject: Statement of possible tax benefits ('the Statement') available to Reet Projects Limited (formerly known as Orbit Corporation & Reet Projects) ('the Company') and its shareholders prepared in accordance with Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2018, as amended ('the Regulation')**

We hereby confirm that the enclosed Annexure 1 and 2 (together "the Annexures"), prepared by the Company, provides the possible tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 ('the Act') as amended by the Finance Act 2023, circular and notifications issued from time to time, i.e. applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25, the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 ("GST Act"), as amended by the Finance Act 2023 circular and notifications issued from time to time, i.e., applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25, presently in force in India (together, the "Tax Laws"). Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and / or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

1. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering.
2. We do not express any opinion or provide any assurance as to whether:
  - i) the Company or its shareholders will continue to obtain these benefits in future;
  - ii) the conditions prescribed for availing the benefits have been / would be met with; and
  - iii) the revenue authorities/courts will concur with the views expressed herein.
3. The contents of the enclosed Annexures are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.
4. No assurance is given that the revenue authorities/ Courts will concur with the view expressed herein. Our views are based on existing provisions of law and its implementation, which are subject to change from time to time. We do not assume any responsibility to updates the views consequent to such changes.
5. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.
6. This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the

Draft Prospectus /Prospectus in connection with the proposed issue of equity shares and is not be used, referred to or distributed for any other purpose without our written consent.

**For M/s VCAS & Co.**

**Chartered Accountants**

**Firm Registration Number: 123372W**

**Sd/-**

**CA Jagdish Vaishnav**

**Partner**

**Membership Number: 139060**

**UDIN: 23139060BGTMDN8105**

Place : Surat

Date : December 12, 2023

## **ANNEXURE 1 TO THE STATEMENT OF TAX BENEFITS**

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

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

#### **A. SPECIAL TAX BENEFITS TO THE COMPANY**

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

#### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER**

The Shareholders of the Company are not entitled to any special tax benefits under the Act

#### **Note:**

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. 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.

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the Draft Prospectus /Prospectus.

## **ANNEXURE 2 TO THE STATEMENT OF TAX BENEFITS**

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

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

### **A. SPECIAL TAX BENEFITS TO THE COMPANY**

The Company is not entitled to any special tax benefits under the GST Act.

### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER**

The Shareholders of the Company are not entitled to any special tax benefits under the GST Act

**Note:**

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant indirect tax law benefits and does not cover any direct tax law benefits or benefit under any other law.

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the Draft Prospectus /Prospectus.



## SECTION V: ABOUT THE COMPANY

### INDUSTRY OVERVIEW

*Industry publications are prepared based on information as at specific dates and may no longer be current or reflect current trends. The information in this section is also derived from extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. The information has not been independently verified by us, the Lead Manager, or any of our or their respective affiliates or advisors. The data may have been re-classified by us for the purposes of presentation.*

*Accordingly, investment decisions should not be based on such information. For additional details, including the disclaimers associated with the Industry Report, see “Certain Conventions, Presentation of Financial, Industry and Market Data” on page 15 of this Draft Prospectus.*

### INDIAN REAL ESTATE 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.

### ADVANTAGE INDIA

#### 1. INCREASING INVESTMENTS

- Driven by increasing transparency and returns, there's a surge in private investment in the sector.
- According to Savills, Investments in India's real estate sector in the second quarter of 2022, stood at US\$ 704 million.
- FDI in the sector (including construction development & activities) stood at US\$ 55.18 billion from April 2000 – September 2022.

#### 1. ROBUST DEMAND

- According to Savills India, real estate demand for data centres is expected to increase by 15-18 million sq. ft. by 2025.
- The sale of luxury homes in India increased by 130% in the first half of 2023 compared to the corresponding period of the previous year.
- 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.

#### 2. ATTRACTIVE OPPORTUNITIES

- Indian real estate developers operating in the country's major urban centres are poised to achieve a significant feat in 2023, with the completion of approximately 558,000 homes.
- 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 >₹ 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 ₹ 3.8 lakh crore (US\$ 50 billion), is seeking to invest an additional ₹ 1.7 lakh crore (US\$ 22 billion) by 2030.

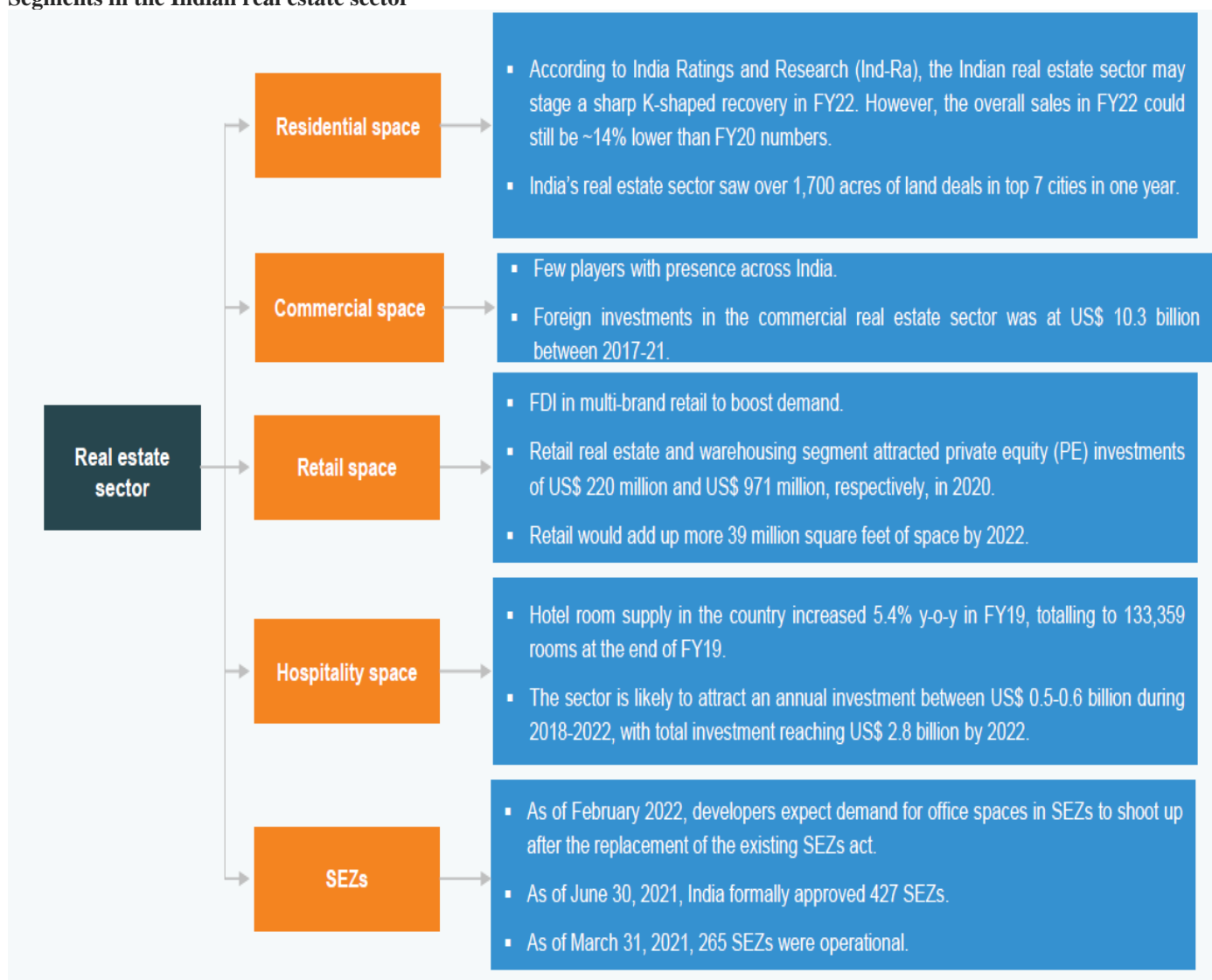
### 3. POLICY SUPPORT

- 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%.
- Under Union Budget 2021-22, tax deduction up to ₹ 1.5 lakh (US\$ 2069.89) on interest on housing loan, and tax holiday for affordable housing projects have been extended until the end of fiscal 2021-22.

(Source: Real Estate Industry Analysis - November Report– Indian Brand Equity Foundation

([www.ibef.org](http://www.ibef.org))

#### Segments in the Indian real estate sector

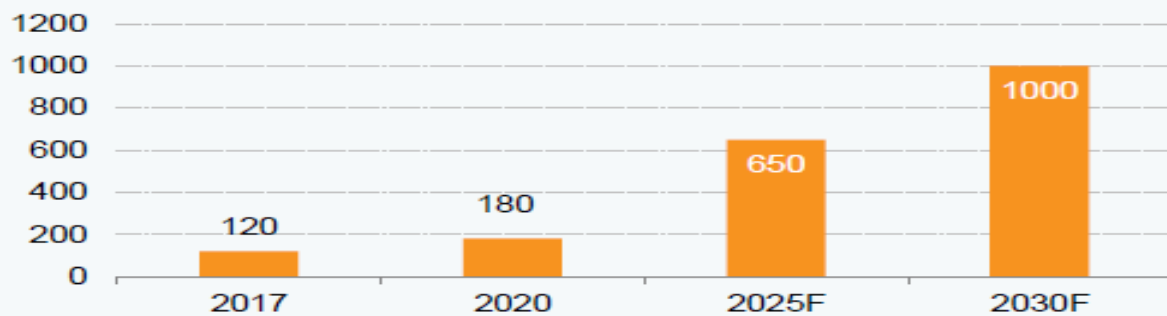


#### INDIAN REAL ESTATE IS A LARGE, GROWING MARKET

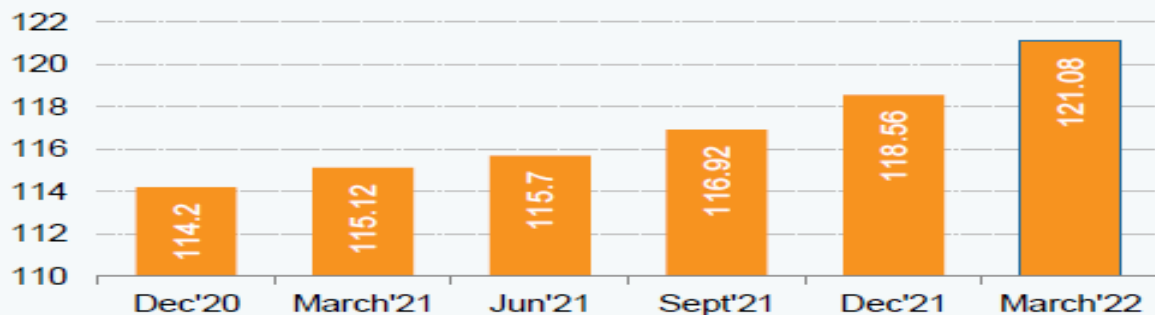
- Real estate sector in India is expected to reach US\$ 1 trillion in market size by 2030, up from US\$ 200 billion in 2021. India's real estate market is estimated to increase at a CAGR of 19.5% during 2017- 2028. The market is forecast to reach US\$ 650 billion, representing 13% of India's GDP by 2025.
- India's real estate sector is expected to expand to US\$ 5.8 trillion by 2047, contributing 15.5% to the GDP from an existing share of 7.3%, a joint report by Knight Frank and National Real Estate Development Council said.

- Fresh real estate launches across India's top seven cities grabbed a 41% share in the first quarter of 2023 (January-March), marking an increase from the 26% recorded in the same period four years ago. Out of approximately 1.14 lakh units sold across the top seven cities in the first quarter of 2023, over 41% were fresh launches.
- In the second quarter of 2022, India's real estate sector experienced price growth of 5.6%.
- Increasing share of real estate in the GDP would be supported by increasing industrial activity, improving income level and urbanisation.
- 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)
  - Demonetisation
  - PR for foreign investors

**Market size of real estate in India (US\$ billion)**



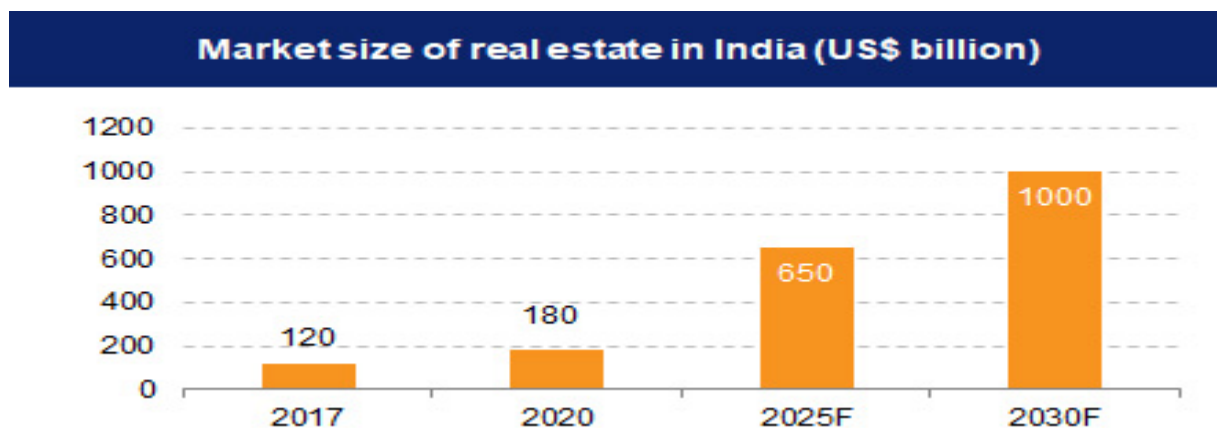
**NHB India Housing Price Index\***



## MARKET SIZE

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

India's real estate sector saw over 1,700 acres of land deals in the top 7 cities in 1 year. Foreign investments in the commercial real estate sector were at US\$ 10.3 billion from 2017-21. As of February 2022, Developers expect demand for office spaces in SEZs to shoot up after the replacement of the existing SEZs act.



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

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

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

In 2020, the manufacturing sector accounted for 24% of office space leasing at 5.7 million square feet. SMEs and electronic component manufacturers leased the most between Pune, Chennai and Delhi NCR, followed by auto sector leasing in Chennai, Ahmedabad and Pune. The 3PL, e-commerce and retail segments accounted for 34%, 26% and 9% of office space leases, respectively. Of the total PE investments in real estate in Q4 FY21, the office segment attracted 71% share, followed by retail at 15% and residential and warehousing with 7% each.

In the first half of 2022, office absorption in the top 7 cities stood at 27.20 million Sq. ft. Between July 2021-September 2021, a total of 55,907 new housing units were sold in the eight micro markets in India (59% YoY growth).

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

In 2021-22, the commercial space is expected to record increasing investments. For instance, in October 2021, Chintels Group announced to invest ₹ 400 crore (US\$ 53.47 million) to build a new commercial project in Gurugram, covering a 9.28 lakh square feet area.

According to the Economic Times Housing Finance Summit, about 3 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.

## **DEMAND FOR RESIDENTIAL SPACE EXPECTED TO GROW SHARPLY**

### **1. Scenario**

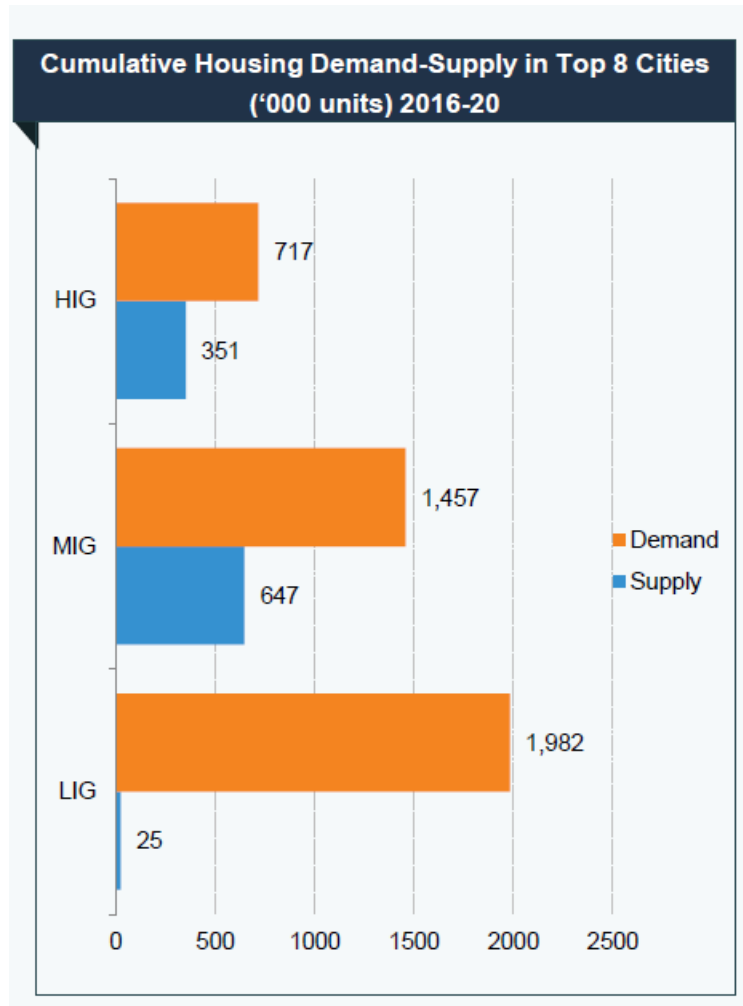
- A localised and fragmented market presents opportunity for consolidation with only few large pan-India players like DLF.
- More foreign players might enter the market as FDI norms have eased.
- Furthermore, norms on land acquisitions is expected to be relaxed.

### **2. Key Drivers**

- Rapid urbanisation.
- Growth in population.
- Rise in the number of nuclear families.
- Easy availability of finance.
- Repatriation of NRIs and HNIs.
- Rise in disposable income.

### **3. Notable Trends**

- 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.
- Between July 2021 and September 2021, a total of 55,907 new housing units were sold in the eight micro markets in India (59% YoY growth).
- In the third quarter of 2021 (between July 2021 and September 2021), new housing supply stood at ~65,211 units, increased by 228% YoY across the top eight cities compared with ~19,865 units launched in the third quarter of 2020.
- In the review period, Ahmedabad registered the highest growth in average costs of flats, with average cost rising to ₹ 3,300-3,500 (US\$ 44.11-US\$ 46.78) per square foot, an increase of 8% YoY. The YoY growth in the weighted average price was followed by Hyderabad at 6%, Delhi NCR at 5%, Pune and Bengaluru at 4%, Mumbai and Chennai at 3% and Kolkata at 2%.



### **METROS DRIVING DEMAND FOR COMMERCIAL SPACE**

#### **1. Scenario**

- Few large developers with a pan-India presence dominate the market.
- Operating model has shifted from sales to lease and maintenance.
- By 2023, commercial space is expected to reach at 50 msf mainly driven by sectors - IT-BPO, pharma, engineering and manufacturing.
- In 2022, office absorption in the top 7 cities stood at 38.25 million Sq. ft.

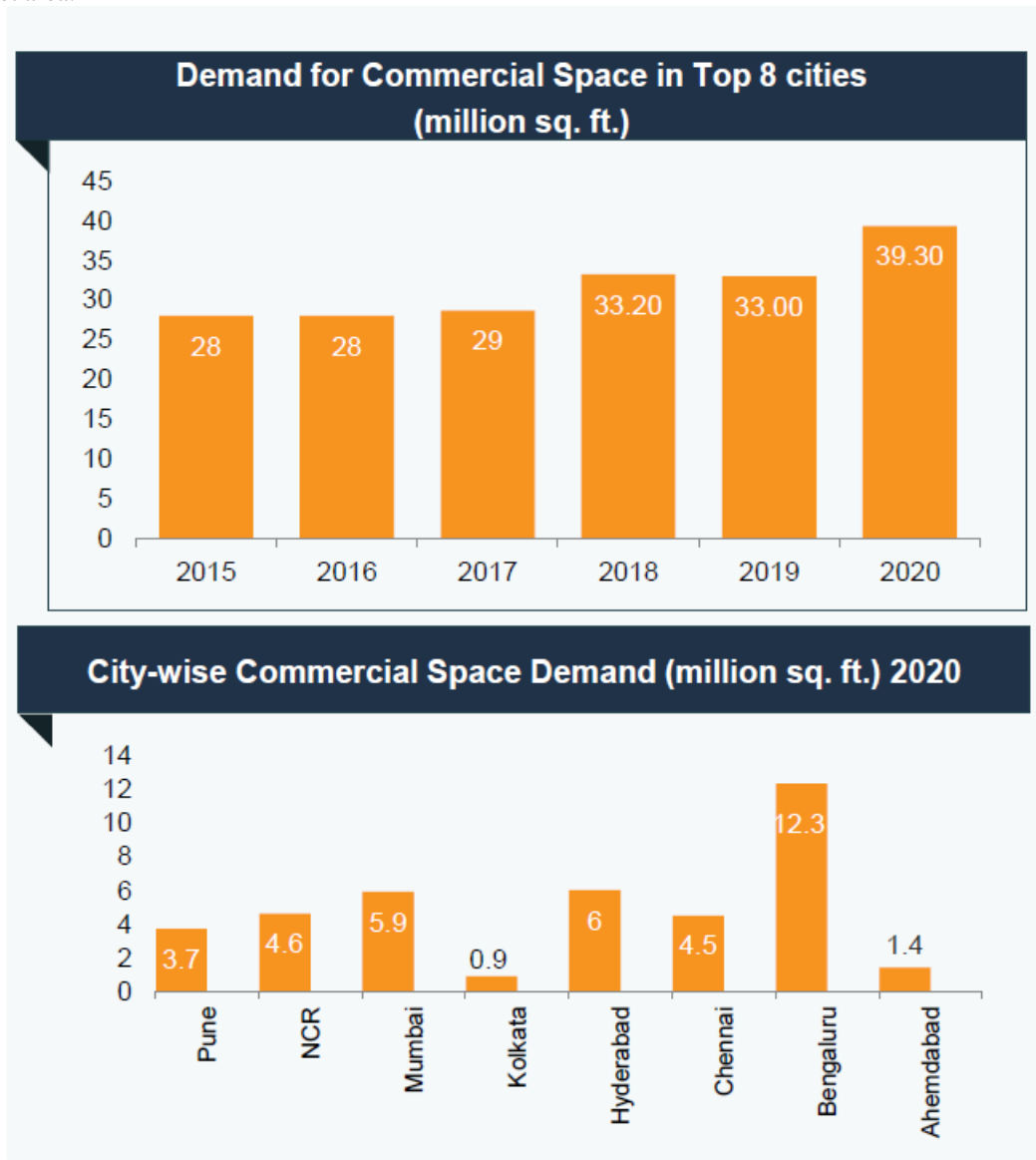
#### **2. Key Drivers**

- Rapid growth in service sectors: IT/BPM, BFSI and Telecom.
- Rising demand from MNCs.
- Demand for office space in tier II cities.

#### **3. Notable Trends**

- Pune led the gross leasing volumes in Q1 2023, accounting for 20% share, followed by Mumbai, Delhi-NCR, and Bengaluru with shares of around 19%, 18%, and 14%, respectively.
- A recent study revealed that around 52% of NRIs consider investing in commercial real estate to diversify their portfolio in Indian real estate segment.
- The transactions of commercial real estate doubled and reached 1.5 million sq. ft. in Q1 of 2023.

- In 2021-22, the commercial space is expected to record increasing investments. For instance, in October 2021, Chintels Group announced to invest ₹ 400 crore (US\$ 53.47 million) to build a new commercial project in Gurugram, covering a 9.28 lakh square feet area.



## INVESTMENTS/DEVELOPMENTS

Indian real estate sector has witnessed high growth in the recent times with rise in demand for office as well as residential spaces. According to Colliers India, a property consultant, institutional investments in the Indian real estate sector are expected to increase by 4% to reach ₹ 36,500 crore (US\$ 5 billion) in 2021, driven by rising interest of investors towards capturing attractive valuations amid the pandemic. According to a recent report by Colliers India, private equity investments in Indian real estate reached US\$ 2.9 billion in the first half of 2021, which was a >2x increase from the first half in 2020.

Exports from SEZs reached ₹ 7.96 lakh crore (US\$ 113.0 billion) in FY20 and grew ~13.6% from ₹ 7.1 lakh crore (US\$ 100.3 billion) in FY19.

In July 2021, the Securities and Exchange Board of India lowered the minimum application value for Real Estate Investment Trusts from ₹ 50,000 (US\$ 685.28) to ₹ 10,000-15,000 (US\$ 137.06 - US\$ 205.59) to make the market more accessible to small and retail investors. FDI in the sector (including construction development & activities) stood at US\$ 55.18 billion from April 2000-September 2022.

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

Between January-July 2022, private equity investment inflows into the real estate sector in India stood at US\$ 3.27 billion. Home sales volume across seven major cities in India surged 113% YoY to reach ~62,800 units in the third quarter 2021, from 29,520 units in the same period last year, signifying healthy recovery post the strict lockdown imposed in the second quarter due to the spread of COVID-19 in the country.

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 ₹ 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.

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 is 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 ₹ 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 Q4 FY21 over Q4 FY20. Private market investor, Blackstone, which has significantly invested in the Indian real estate sector (worth ₹ 3.8 lakh crore (US\$ 50 billion) is seeking to invest an additional ₹ 1.7 lakh crore (US\$ 22 billion) by 2030.

In 2021, working remotely is being adopted at a fast pace and demand for affordable houses with ticket size below ₹ 40-50 lakh is 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.

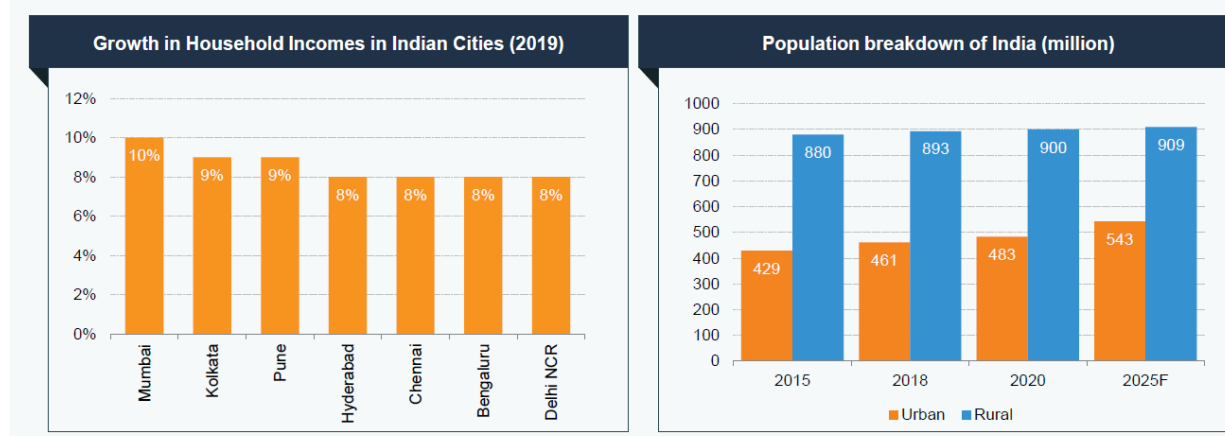
In January 2021, SOBHA Limited's wholly owned subsidiary, Sabha Highrise Ventures Pvt. Ltd. acquired 100% share in Annalakshmi Land Developers Pvt. Ltd.



## REAL ESTATE BEING DRIVEN BY POLICIES AND GROWING ECONOMY

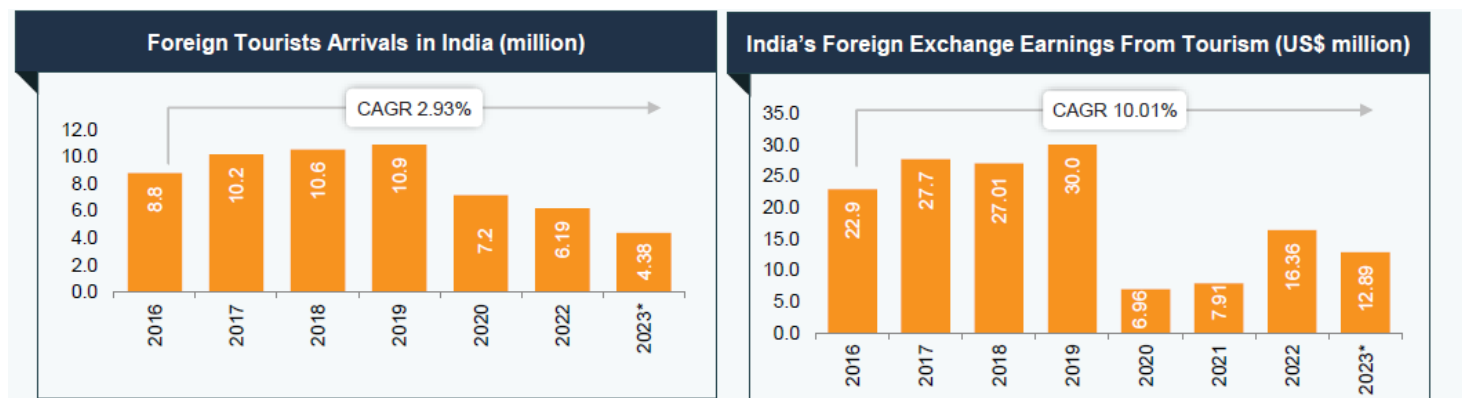


## ECONOMIC GROWTH ALONG WITH GROWING URBANIZATION IS BOOSTING REAL ESTATE DEMAND



- 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 463 million in 2020.
- Rising income and employment opportunities have led to more urbanisation and more affordability for real estate in cities.

## RISING TOURIST NUMBERS BOOSTING THE HOSPITALITY SECTOR



- Foreign Tourist Arrivals (FTAs) in 2022 were 6.19 million.
- FTAs during April-June 2023 were 4,380,239 while in June 2023 were 648,008.
- Foreign Tourist Arrivals (FTA) during January, 2023 was 868,160 (Provisional) and February, 2023 was 865,779.
- India's tourism and hospitality industry is anticipated to touch US\$ 418.9 billion by 2022.
- During 2022, India earned US\$ 16.36 billion in foreign exchange from tourism.
- The Medical Tourism Index for 2021 placed India in the 10th position owing to affordability, accessibility and quality medical facilities.
- The growing inflow from tourists is expected to provide a fillip to the hospitality sector.
- As of November 2021, Wyndham Hotels & Resorts operated about 9,000 hotels across ~95 countries and further expanded presence in India with
  - the addition of four new hotels in Jaipur, Varanasi, Mohali and Udaipur, reaching a total of 50 hotels in the country
- Hilton planned to add 18 hotels pan India by 2021, along with 15 operational hotels under its brands—Hampton, Hilton Garden Inn, Conrad, Hilton Hotels & Resorts and DoubleTree by Hilton. On October 22, 2020, Hilton launched its first DoubleTree by Hilton brand in Jaipur, Rajasthan.
- In November 2020, Taj Group partnered with the real estate company Ambuja Neotia Group to launch three new hotels—two in Kolkata and one in Patna.
- In November 2020, Accor, a leading hospitality group, announced to launch seven new properties in India by 2022.

## GOVERNMENT INITIATIVES



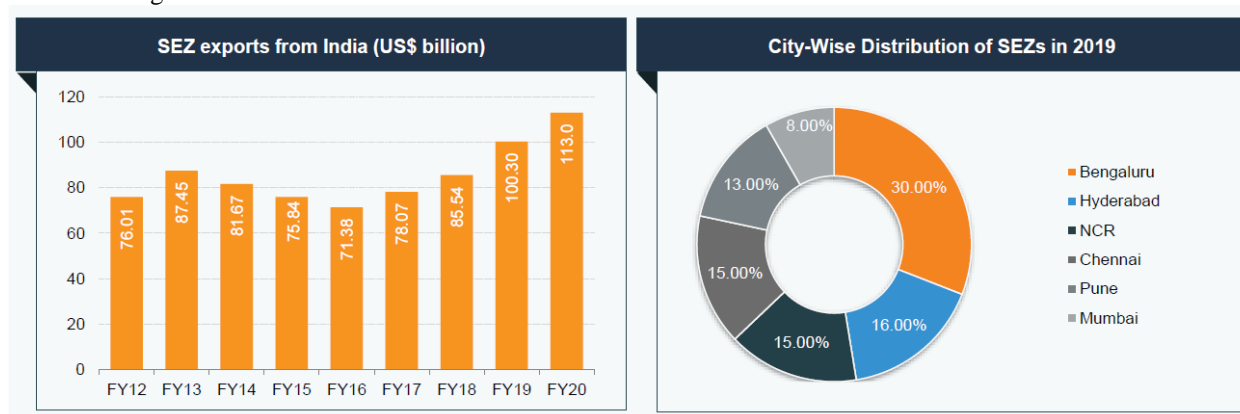
Government of India along with the governments of respective States has taken several initiatives to encourage development in the sector. The Smart City Project, with a plan to build 100 smart cities, is a prime opportunity for real estate companies. Below are some of the other major Government initiatives:

- In 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 is 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 ₹ 1.5 lakh (US\$ 2069.89) on interest on housing loan, and tax holiday for affordable housing projects have been extended until the end of fiscal 2021-22.
- The Atmanirbhar Bharat 3.0 package announced by Finance Minister Mrs. Nirmala Sitharaman in November 2020 included income tax relief measures for real estate developers and homebuyers for primary purchase/sale of residential units of value (up to ₹ 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 has approved the setting up of ₹ 25,000 crore (US\$ 3.58 billion) alternative investment fund (AIF).
- Government has created an Affordable Housing Fund (AHF) in the National Housing Bank (NHB) with an initial corpus of ₹ 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 January 31, 2021, India formally approved 425 SEZs, of which 265 were already operational. Most special economic zones (SEZs) are in the IT/ BPM sector.

## SEZs EMERGING AS AN EXTENSION OF REAL ESTATE BUSINESS

- 100% FDI permitted for developing townships within SEZs with residential areas, markets, playgrounds, clubs, recreation centres, etc.
- Exports from SEZs reached ₹ 7.96 lakh crore (US\$ 113.0 billion) in FY20 and grew ~13.6% from ₹ 7.1 lakh crore (US\$ 100.3 billion) in FY19.
- 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.



## GOVERNMENT POLICIES ARE HELPING THE REAL ESTATE SECTOR PROSPER

### 1. The Reserve Bank of India (RBI) policy

- 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.

### 2. Housing for economically weaker section

- On July 09, 2020, Union Cabinet approved the development of Affordable Rental Housing Complexes (AHRCs) for urban migrants and poor as a sub-scheme under Pradhan Mantri Awas Yojana - Urban (PMAY-U).
- 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).

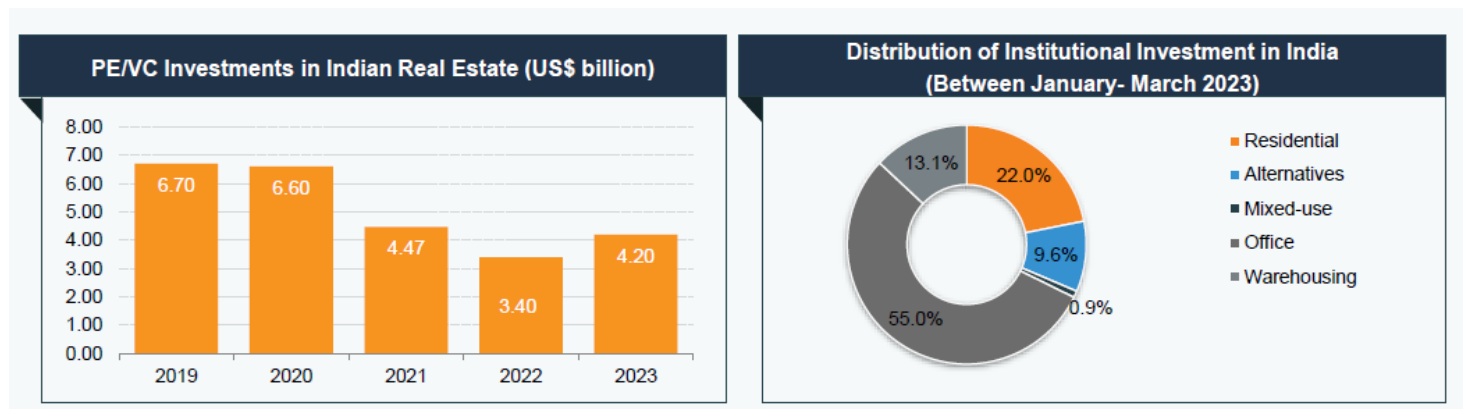
### 3. FDI

- The Government has allowed 100% FDI for townships and settlements development projects.
- Provision for reduction in minimum capitalisation for FDI investment from US\$ 10 million to US\$ 5 million to boost urbanisation.
- In January 2018, the Government allowed 100% FDI in single-brand retail trading and construction development without Government approvals.
- Indian real estate was expected to attract a substantial amount of FDI, with US\$ 8 billion capital infusion by FY22.

### 4. Land Acquisition Bill

- In December 2014, the Government passed an ordinance amending the Land Acquisition Bill.
- This ordinance is intended to speed up the process for industrial corridors, social infra, rural infra, housing for the poor and defence capabilities.

## 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 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 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 ₹ 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 ₹ 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 ₹ 3,694 crore (US\$ 50 billion) of market value in the real estate sector. The company anticipates investing >₹ 1,625 crore (US\$ 22 billion) in the next 10 years.

### Niche sectors expected to provide growth opportunities

#### 1. Flex Space Segment

- India's flexible space stock is 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.

#### 2. Healthcare

- The healthcare market was expected to reach US\$ 372 billion by 2022.
- India needs to add 2 million hospital beds to meet the global average of 2.6 for every 1,000 people.

#### 3. Senior citizen housing

- Emergence of nuclear families and growing urbanisation have given rise to several townships that are developed to take care of the elderly.

- The segment in India can reach US\$ 7.7 billion in market size by 2030 according to a study by the Ministry of Commerce and Industry.

#### **4. Smaller office spaces**

- As work from home and office has become the new normal, many companies are now shifting to smaller workspaces.
- This transition is now helping revive the real estate economy that has come to a stand still in the last six months due to COVID-19.

#### **5. Service apartments**

- Growth in the number of tourists has resulted in demand for service apartments.
- This demand is likely to grow and presents opportunity for the unorganised sector.

#### **6. Hotels**

- FTAs in India is expected to reach 15.3 million by 2025, which is expected to lead to an increase in demand for hotels.
- Spiritual tourism is one of the biggest untapped markets for domestic travel; nearly 60% of domestic tourism in India is religion-based.

### **Top cities to contribute to growth**

#### **1. Ahmedabad**

- Upcoming office space likely to boost hospitality segment.

#### **2. Bengaluru**

- Corporate clients expected Bengaluru to provide steady growth to room demand.

#### **3. Chennai**

- Emerging as promising commercial destination with Chennai-Bengaluru Industrial Corridor - likely to witness strong demand.

#### **4. Hyderabad**

- Room demand is expected to be driven by commercial and office space projects in the city.

#### **5. Kolkata**

- Projects like Light Rail Transport System, Monorail, Eco-Park, and Airport expansion are likely to boost travel, which will result in increase in demand for the hotel industry.

#### **6. Mumbai**

- Improved infrastructure, new airport terminal and upcoming airport in Navi Mumbai is expected to drive hotel industry's growth.

#### **7. NCR:**

- In FY23, Delhi-NCR received 32% of the total private equity (PE) investment in the real estate sector.

#### **8. Pune:**

- IT parks are attracting global players and increasing traffic. New business units are likely to increase business conferences and events, which in turn will boost the demand for hotels.

### **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 ₹ 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 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 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.

## BUSINESS OVERVIEW

This chapter 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 chapter titled “*Risk Factors*” and “*Restated Financial Information*” and the chapter titled “*Management Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page nos. 24, 149 and 187 respectively, of this Draft Prospectus. Unless the context otherwise requires, in relation to business operations, in this chapter of this Draft Prospectus, all references to “*we*”, “*us*”, “*our*” and “*our Company*” are to Reet Projects Limited as the case may be.

### OVERVIEW

Our Company was originally formed as a partnership firm in the name and style of “M/s. Orbit Corporation” vide partnership deed dated April 29, 2014 which was reconstituted on February 11, 2019, August 8, 2022 and February 16, 2023. The name of the partnership firm was changed to “M/s. Reet Projects” with the consent of the partners. Later on, the firm was converted into a public limited company under same style as “Reet Projects Limited” under the Companies Act, 2013 vide certificate of incorporation dated March 31, 2023 issued by Assistant Registrar of Companies, Central Registration Centre, bearing Corporate Identification Number U41001GJ2023PLC139730.

Main object of our Company is to undertake real estate development & construction, primarily in the business of developing and constructing of Projects such as Residential & Commercial Plotting, residential, commercial and industrial buildings, colonies, mills and factory's buildings, workshop's building, etc.

We are primarily operating in Bharuch district of Gujarat and are focused on development of plot, construction of row houses, bungalows, residential & commercial projects. Further our Company is currently focusing on opportunities to build a brand in real estate sector. Our Company intends to take advantage of the opportunities that are available in the real estate sector, especially in Bharuch and the nearby areas. Our operations will cover all aspects of real estate development, from the identification and acquisition of land, the planning, execution and marketing of our projects, maintenance and management of our completed developments etc. Our Company may also enter into project specific joint ventures or partnerships with other companies to grow its business.

Our Company focus on developing projects on land or sell plotted lands held by the Company as stock-in-trade and by entering into memorandum of understanding for project management, marketing and branding development services with parties for development of projects. We are working continuously to strengthen our infrastructure, enhance our presence and build capabilities to execute bigger and better projects in future.

We believe that the area in and around Bharuch has major residential concentration owing to its proximity to the Dahej GIDC, which has over 170 companies. We believe that with the expansion of the companies in the GIDC, we could see an influx of population around these areas and further these companies will face major challenge in accommodating their employees within a reasonable distance to reduce the time and cost in travel. Bharuch is at a distance of around 45 kilometers and would therefore witness residential development within its radius.

### *Land Reserves*

We have developed and sold plots of land of around 944.44 sq. mts., 2214.34 sq. mts and 4194.56 sq. mts. during the Fiscal 2023, Fiscal 2022 and Fiscal 2021 and 743.49 sq. ft during the period ended June 15, 2023. These plots were located at Kadodara, Dahej, Gujarat.



The revenue breakup as per Restated Financial Statements is as under:

Particulars	Reet Projects Limited ("the Company")		M/s. Reet Projects ("Partnership firm")					
	As on June 15, 2023		As on March 31, 2023		As on March 31, 2022		As on March 31, 2021	
	(₹ in lakhs)	Area / No. of units sold	(₹ in lakhs)	Area / No. of units sold	(₹ in lakhs)	Area / No. of units sold	(₹ in lakhs)	Area / No. of units sold
Revenue from Sale of Plots	12.49	743.49 Sq. mts.	7.00	272.51	29.59	2214.34 Sq. mts.	33.10	3143.52 Sq. mts.
Revenue from Construction Work	0.00	NA	2.51	NA	2.00	NA	0.00	NA
Revenue from Sale of Row House	0.00	NA	71.00	3 units on 671.93 Sq. mts. of plot land	0.00	NA	126.30	7 units on 1051.04 sq mts. area of plot of land
<b>Total</b>	<b>12.59</b>		<b>80.51</b>		<b>31.59</b>		<b>159.40</b>	

(As per certificate issued by M/s Lankapati & Company, Chartered Accountants vide their certificate dated December 12, 2023.)

### Financial performance

(₹ in lakhs)

Particulars	Reet Projects Limited ("the Company")	M/s. Reet Projects ("Partnership firm")		
	Period ended June 15, 2023	Fiscal 2023	Fiscal 2022	Fiscal 2021
Revenue from Operations	12.49	80.51	31.59	159.40
EBITDA <sup>(1)</sup>	1.78	12.89	1.35	1.51
EBITDA Margin (%) <sup>(2)</sup>	14.26	16.00	4.27	0.94
Restated profit for the period / year	1.25	9.27	0.54	0.52



Particulars	Reet Projects Limited ("the Company")	M/s. Reet Projects ("Partnership firm")		
	Period ended June 15, 2023	Fiscal 2023	Fiscal 2022	Fiscal 2021
Restated profit for the period / year Margin (%) <sup>(3)</sup>	10.03	11.51	1.71	0.32
Return on Average Equity ("RoE") (%) <sup>(4)</sup>	0.25	40.53	1.32	0.63
Return on Capital Employed ("RoCE") (%) <sup>(5)</sup>	0.34	5.88	0.51	0.27
Net Debt / EBITDA Ratio	2.25	14.51	58.13	73.04

Notes:

<sup>(1)</sup> EBITDA is calculated as restated profit for the period / year plus tax expense plus depreciation and amortization plus finance costs plus exceptional items.

<sup>(2)</sup> EBITDA Margin is calculated as EBITDA divided by revenue from operations

<sup>(3)</sup> Restated profit for the period / year margin is calculated as restated profit for the period / year divided by revenue from operations.

<sup>(4)</sup> RoAE is calculated as Net profit after tax divided by Average Equity.

<sup>(5)</sup> RoCE is calculated as Earnings before interest and taxes (EBIT) divided by Capital Employed

## PROJECTS

We have certain land parcels located at Kadodara, Dahej at Gujarat. As of November 30, 2023, the total land reserves owned by our Company is 16020.49 sq. ft. The below table sets forth certain key operational information relating to our Company's projects as of November 30, 2023.

Location	Ownership status	Project Type	Area (Sq. mts.)	% of Total land bank Reserve
Survey No.400, Kadodara, Vaghra, Dist. Bharuch	Owned	residential units	8833.16	55.14
Survey No.2312, 2313,2314,2315 Orbit Housing Society, Kadodara, Vaghra, Dist. Bharuch	Owned	residential units	2091.33	13.05
Survey No.417 Kadodara, Vaghra, Dist. Bharuch	Owned	Commercial and residential units	5096	31.81
<b>Total</b>			<b>16020.49</b>	

(As per certificate issued by M/s Lankapati & Company, Chartered Accountants vide their certificate dated December 12, 2023 .)



## **COMPETITIVE STRENGTHS**

We believe the following competitive strengths contribute to our success and position us well for future growth:-

### ***Experienced Promoters and Management Team***

Our Promoters are experienced in the industry in which we are operating and has been responsible for the growth of our operations and financial performance. Our Promoter, Mr. Hardik Desai leads the Company with his vision. He is having an adequate experience in the line of the business undertaken by the Company and look after the strategic as well as day to day business operations. The strength and entrepreneurial vision of our Promoter and management have been instrumental in driving our growth and implementing our strategies. We believe that the experience of our management team and it's in depth understanding of the real estate market in the region will enable us to continue to take advantage of both current and future market opportunities.

### ***Operation methodology***

We focus on the overall management of our projects, including land acquisition, project conceptualization and marketing. We work with service providers which enable us to access third party design, project management and construction expertise. We also associate with other third-party architects, project management consultants, contractors and international property consultants.

### ***Quality Assurance and Standards***

We believe in providing our customers the best possible service of better quality. Quality standards followed right from the beginning were stringent, and adhere during the process of construction of projects. We are very particular from usage of right quality of material for construction. Our dedicated efforts towards the quality of material have helped us gain a competitive advantage over others. We believe that our quality construction has earned us goodwill from our customers.

### ***Locational advantage***

We believe that the area in and around Bharuch has major residential concentration owing to its proximity to the Dahej GIDC, which has over 170 companies. We believe that with the expansion of the companies in the GIDC, we could see an influx of population around these areas and further these companies will face major challenge in accommodating their employees within a reasonable distance to reduce the time and cost in travel. Bharuch is at a distance of around 45 kilometers and would therefore witness residential development within its radius.

## **OUR BUSINESS STRATEGY**

### ***Increase geographical presence***

Our Projects have been currently located in Bharuch region of Gujarat. Going forward we plan to establish increase our presence in the Bharuch district and other regions of Gujarat followed by executing projects in other major cities of the country. Our emphasis is on expanding the scale of our operations as well as growing our geographical presence, which we believe will provide attractive opportunities to grow our business and revenues.

### ***Strengthen Presence in the Land Development Category***

We decided to venture into this vertical as we have significant land holding have a quick turnaround time and faster returns. We further intend to leverage our in-depth knowledge of these sub markets and continue to focus our expansion plans across different price points and customer segments. Further, we plan to strengthen our presence in development side of the value chain by acting as the developer / contractor for building of row houses by our customer who have purchased the plot of land from us. We would like to gradually act as in depended developer in our focus area of row houses, where we believe the value proposition is significant.

### ***Attracting and retaining the highest quality professionals.***

In service industry people are the most valuable asset of the company and the reputation of the company will be built up by the management team. The dedication of the employees, professional skill, integrity and technical analytical mind results in success and growth of business. The well informed, technically and professionally qualified employee will help the clients to take correct decision

and thereby we can retain the clients and increase our clientele through mouth publicity of our Company. We intend to continue to seek out talent to further enhance and grow our business.

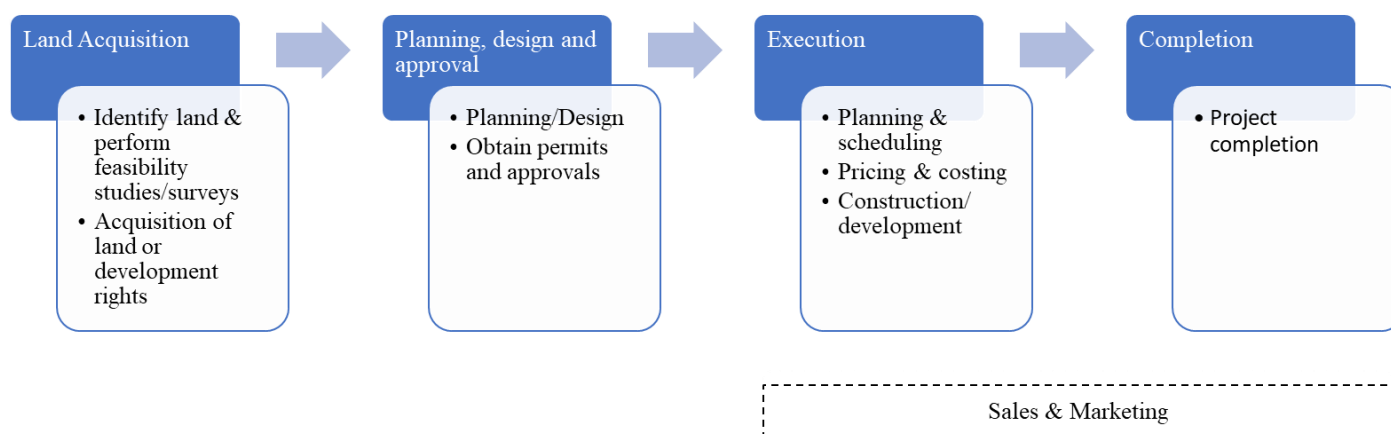
### ***Focus on Defined Target Segments***

We plan our projects to appeal to well defined target segments already existing within the markets. We intend to design and price our projects to appeal to the varying demographic models in the cities in which we construct our projects and to focus on segments where demand outstrips supply, such as for competitively priced residences with a large number of amenities. As such, we intend to offer all categories of premium, classic and value projects, which will provide amenities and pricing designed to appeal to whichever demographic a particular project is best suited. We intend primarily to focus on end purchasers and institutional investors, which we believe leads to a more stable sales model. We believe the residential market will continue to grow faster than other segments of the real estate sector.

### ***Enter into short term lease arrangement***

We also plan to explore the rental space where by our Company would construct row house, residential and commercial premise or as banquet halls which we would let out on a short-term basis. We believe that renting on short term lease would help us to exploit our unsold inventories on a commercially viable basis, while at the same time retaining the assets to be sold in future with any value appreciation. Further, developing of plots specifically with an object to earn rental yield is a sustainable business model. This model would also help us to leverage the yield and also to mortgage the project in future to develop additional such projects.

## **KEY PROCESS FOR PROJECT DEVELOPMENT**



## **BRIEF DESCRIPTION OF THE BUSINESS PROCESS-**

### ***Land Identification and Feasibility Analysis***

The profitability of our business is dependent on our land acquisition costs and our growth is dependent on the availability of land for our future development. We acquired land for our currently completed, ongoing and planned projects when land prices were generally lower than prevailing market prices. We undertake the initial screening on the basis of a pre-approved criteria which includes key factors such as salability and growth, cost and development potential, land status, site's accessibility from nearby roads and major thoroughfares and the availability of utility infrastructure, such as electric transmission facilities, telephone lines and water system.

### ***Design and Planning***

We collaborate with architects and consultants for our projects. Our team is responsible for budgeting, planning, contracting and tracking the timely execution and completion of projects. In addition, we may also engage other external consultants for reviewing designs as proposed by our inhouse consultants and other agencies. The work performed by these third parties must comply with specifications provided by us and, in all cases, is subject to our review. We emphasise the use of advanced technologies such as computer aided design software to ensure optimization of costs and space. The design includes master-planning, landscaping and phasing of development with orientation of structures. At the conceptual design stage, detailed analysis is done to evaluate criteria such as structural design and layout,

subsoil conditions, geological data, building selection, site egress and access to arrive at the optimal design and orientation of our projects. The final decision on the conceptualization of each project and the development of each property is made by our Director.

#### *Regulatory Approvals and Project Execution*

The project planning and execution process commences with the obtaining of requisite statutory and regulatory approvals including environmental approvals, the approval of building plans, layout plans and occasionally approvals for conversion of agricultural land to commercial or residential land. We have to obtain the necessary approvals and certificates for the construction and development of our projects. We seek to ensure that we control the quality of construction, develop construction know-how, and realise synergies in procuring construction materials from our raw material suppliers and equipment and other efficiencies. We place significant emphasis on cost management and monitor our projects to ensure that time and costs remain within the budgeted amount. We believe we have good relationships with our raw material suppliers, from whom we procure material such as cement, ready mix concrete and steel, among others.

#### *Project launch and Marketing*

We market our projects through our internal team, and through external brokers and consultants. We maintain a database consisting of our existing customers, referrals and leads we have generated through marketing efforts. We employ various marketing approaches depending on the project type. These include launch events, corporate presentations, internet marketing, direct and indirect marketing. We typically follow a pre-sale model, whereby we offer units for sale prior to completion. Sales generally are conducted by the staff on the project site, as well as through third party brokers and referrals. Upon booking of a unit, we typically receive a certain percentage of the purchase price as booking advance at the time of booking a particular unit and the remainder through periodic payments linked to certain other construction milestones while the project is being developed.

#### *Construction*

For execution of the project, we majorly rely on external contractors for the construction of projects. Our Company looks at the experience of the proposed subcontractor in similar works done by them and also the financial soundness of the party.

#### *Project Completion and handover of plots*

We transfer title to the customer upon completion of development of the land and after execution of the definitive agreement with the customer. We transfer the title of the land to our customer who in-turn can construct their residential row house or they can appoint us to undertake the construction activities.

### **COMPETITION**

We face competition from various national and regional real estate developers. As we focus on developing land in the rural region within the tier III and tier II cities, we face competition mainly from local developers and plot owners who operate on an unorganized basis.

### **EMPLOYEES**

As of November 30, 2023, our Company had 7 (seven) permanent employees. The breakdown of our employees by function is summarized in the following table:

Sr. No.	Departments	As of November 30, 2023
1	Directors & KMP	2
2	Finance & Legal	2
3.	Administration & general management	3
	<b>Total</b>	<b>7</b>

### **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 endeavour to achieve no accidents at our project sites through employment of internal safety professionals and adherence to our internal policy in this regard. We believe that accidents and occupational health hazards can be significantly reduced through systematic analysis, risks control mechanisms and training of management, employees, contractors and the labour force.

As a real estate developer in India, we are subject to various municipal environmental laws and regulations. Our operations are also subject to inspection by government officials with regard to various environmental issues.

## **INFORMATION TECHNOLOGY**

We use information technology systems to enhance our performance and efficiency. We have fully implemented the Far Vision application across the various business functions in our Company to integrate systems among our departments, including engineering and accounting, and are also in the process of implementing a customer relationship management software. We believe that this system will allow us to streamline our processes while enhancing our monitoring and control functions.

## **REVENUE**

The revenue as per Restated Standalone Financial Statements is as under:

(₹ in lakhs)

Revenue	June 15, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from Sale of Plots	12.49	7.00	29.59	33.10
Revenue from Construction Work	0	2.51	2.00	0.00
Revenue from Sale of Row House	0	71.00	0.00	126.30
<b>Total</b>	<b>12.59</b>	<b>80.51</b>	<b>31.59</b>	<b>159.40</b>

(As per certificate issued by M/s VCAS, Chartered Accountant vide their certificate dated December 12, 2023.)

## **OUR JOINT VENTURES, DEVELOPMENTS AND COLLABORATIONS**

As on the date of this Draft Prospectus, we have not entered into any joint ventures and technical or other collaboration.

## **EXPORT OBLIGATION**

Our Company does not have any export obligation as on date.

## **INSURANCE**

For a discussion of certain risks relating to our insurance coverage, see chapter “**Risk Factors**” beginning on page 24 of this Draft Prospectus.

## **UTILITIES AND INFRASTRUCTURE FACILITIES**

### ***Infrastructure Facilities***

Our registered office are well equipped with computer systems, internet connectivity, other communications equipment, security, drainage, lighting, sanitation, emergency services and other facilities, which are required for our business operations to function smoothly.

### ***Materials***

As timely supply of materials is one of the most crucial elements of project execution, we have a pool of competent vendors to supply the required materials with the desired specifications. We also procure materials locally from near the project site. We also do quality checks of the materials supplied. Stringent norms are adhered to while enrolling new vendors, who are selected based on their capabilities.

### ***Power***

The construction projects are not power intensive. Power is required at site for running various machineries and equipment and also for lighting. Generally, power requirement is met at site through normal distribution channel and is generally sourced from local bodies

### ***Water***

The Company meets its water requirement largely by largely by procuring it from the local sources.

### ***Fuel***

We require fuels such as diesel for operation of DG Sets. We source the same through local vendors.


## **OUR PROPERTIES:**

### ***Immovable Property***

Following are the properties owned / leased by the Company

Sr. No.	Details of the Property	Usage	Rights	Owner	Consideration/Lease Rental/ License Fees (₹.)
1.	Shop No. 327, Third Floor, Ishana, The Business Hub, Althan, Surat City, Surat-395017 Gujarat India	Registered Office	No objection consent to use the Property	Hardik Ajitbhai Desai	NIL

### ***Intellectual Property***

Sr. No.	Particulars of the mark	Word/ Label mark	Applicant	Application No. & Date	Issuing Authority	Class	Status
1.		Device	Reet Projects Limited	5923139 & May 4, 2023	Registrar of Trademark	37	Accepted &Advertised

For risk associated with our intellectual property please see, "**Risk Factors**" on page 24 of this Draft Prospectus.

## KEY INDUSTRY REGULATIONS AND POLICIES

*The following description is a summary of certain sector specific laws and regulations in India, which are applicable to us. The information detailed in this section has been obtained from publications available in the public domain. The regulations and their descriptions set out below may not be exhaustive and are only intended to provide general information to the applicants and are neither designed nor intended to substitute for professional legal advice. Judicial and administrative interpretations are subject to modification or clarification by subsequent legislative, judicial or administrative decisions. Our Company is engaged in the business of real estate development. Since its business involves developing and plotting of land, it is governed by a number of legislations regulating substantive and procedural aspects of the acquisition of, and transfer of land. For the purposes of executing our projects, we may be required to obtain licenses and approvals at various stages. These licenses and approvals depend upon the prevailing laws and regulations and may be obtained from the relevant state and/ or local governing bodies such as the Municipal Corporation, the Municipal Council, the Village Panchayat the Development Authority, the Environmental Department, the Pollution Control Board, etc. For information regarding regulatory approvals obtained by our Company, see "**Government and Other Approvals**" on page 204 of this Draft Prospectus. The following is an overview of some of the important laws and regulations, which are relevant to our business as a real estate developer.*

### **A. Key Regulations governing our Business.**

#### ***Transfer of Property Act, 1882 ("TP Act")***

The TP Act deals with the various methods in which transfer of property including transfer of immovable property or any interest in relation to that property, between individuals, firms and companies takes place. This mode of transfer between individuals, firms etc. is governed by the provisions of the TP Act, as opposed to the transfer of property or interest by the operation of law. The transfer of property as provided under the TP Act, can be through the mode of sale, gift and exchange while an interest in the property can be transferred by way of a lease or mortgage. The TP Act stipulates the general principles relating to the transfer of property including among other things identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property.

#### ***Registration Act, 1908 ("Registration Act")***

The Registration Act requires the compulsory registration of certain documents, including relating to the conveyance of immovable property. A document must be registered within four months from the date of its execution and must be registered with the sub-registrar, within whose sub-district the whole or some portion of the property is situated. A document will not affect the property comprised in it, nor be treated as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance under the TP Act or as collateral), unless it has been registered.

#### ***Indian Stamp Act, 1899 ("Stamp Act")***

The Stamp Act requires stamp duty to be paid on all instruments specified in Scheduled 1 of the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped, cannot be admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments that are not sufficiently stamped or not stamped at all by the collector and he may impose a penalty of the amount of the proper stamp duty, or the amount of deficient portion of the stamp duty payable.

#### ***Indian Easements Act, 1882 ("Easement Act")***

The Easement Act codifies easements in India, including the nature of easements as continuous or discontinuous and apparent or non-apparent. Under the Easement Act, an easement may be imposed by any person in the circumstances and to the extent to which he may transfer his interest in the property. Once an easement is obtained, a person may enjoy the property in respect of which it is granted. An easement is a right which the owner or occupier of land possesses for the beneficial enjoyment of that land and which permits him to do or to prevent something from being done, in or upon, other land not his own.

Under the Easements Act, a license is defined as a right to use property without any interest in favour of the licensee. The period and incident may be revoked and grounds for the same may be provided in the license agreement entered in between the licensee and the licensor.

### ***Indian Contract Act, 1872***

Indian Contract Act codifies the way we enter into a contract, execute a contract, implementation of provisions of a contract and effects of breach of a contract. The Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced as amended from time to time. It determines the circumstances in which promise made by the parties to a contract shall be legally binding on them. It is the essential Act which is being used for each and every commercial transaction.

### ***Negotiable Instruments Act, 1881***

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honored by their bankers and returned unpaid. Section 138 of the Act creates statutory offence in the matter of dishonor of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two years, or with fine which may extend to twice the amount of the cheque, or with both.

### ***The Companies Act, 2013***

The Companies Act primarily regulates the formation, financing, functioning, and restructuring of separate legal entity as companies. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial, and managerial aspects of companies. The provisions of the Act state the eligibility, procedure, and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law lays down transparency, corporate governance, and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

## **B. Employee and Labour Related Legislations**

The various labour and employment related legislation that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include, among others, the following: (i) Contract Labour (Regulation and Abolition) Act, 1970; (ii) Relevant state specific shops and commercial establishment legislations; (iii) Employees' Provident Funds and Miscellaneous Provisions Act, 1952; (iv) Employees' State Insurance Act, 1948; (v) Minimum Wages Act, 1948; (vi) Payment of Bonus Act, 1965; (vii) Payment of Gratuity Act, 1972; (viii) Payment of Wages Act, 1936; (ix) Maternity Benefit Act, 1961; (x) Apprenticeship Act, 1961; (xi) Equal Remuneration Act, 1976; (xii) Employees' Compensation Act, 1923; and (xiii) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

In order to rationalize and reform labour laws in India, the Government has enacted the following codes, which will be brought into force on a date to be notified by the Central Government:

### ***Code on Wages, 2019***

The Code on Wages regulates and amalgamates wage and bonus payments and subsumes four existing laws namely –the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. The Central Government has notified certain provisions of the Code on Wages, mainly in relation to the constitution of the central advisory board.

### ***Code on Social Security, 2020***

The Code on Social Security amends and consolidates laws relating to social security, and subsumes various social security related legislations, inter alia including the Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, Building and Other Construction Worker's Welfare Cess Act, 1996 and the Payment of Gratuity Act, 1972. It governs the constitution and functioning of social security organisations such as the Employee's Provident Fund Organisation and the Employee's State Insurance Corporation, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees may suffer, among others.



### ***The Occupational Safety, Health and Working Conditions Code, 2020***

The Occupational Safety, Health and Working Conditions Code consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment. It replaces 13 old central labour laws including the Factories Act, 1948, Contract Labour (Regulation and Abolition) Act, 1970, the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996 and the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979.

### ***Shops and Establishments Legislations***

Under the provisions of local shops and establishments legislations applicable in different states, commercial establishments are required to be registered. Such legislations regulate the working and employment conditions of workers employed in shops and commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

## **C. Intellectual Property Laws**

### ***The Trademarks Act, 1999 ("Trademarks Act")***

Under the Trademarks Act, a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trademark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewals.

## **D. Foreign Investment Regulations**

The foreign investment in India is governed, among others, by the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("FEMA Rules") and the consolidated FDI policy (effective from October 15, 2020) issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion ("FDI Policy")), each as amended. Further, the Reserve Bank of India has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 on October 17, 2019 which regulates mode of payment and remittance of sale proceeds, among others. The FDI Policy and the FEMA Rules prescribe inter alia the method of calculation of total foreign investment (i.e. direct foreign investment and indirect foreign investment) in an Indian company.

### ***Foreign Trade (Development and Regulation) Act, 1992 ("FTDRA"), the Foreign Trade (Regulation) Rules, 1993 ("FTRR") and the Foreign Trade Policy 2015-2020 ("Foreign Trade Policy")***

The FTDRA provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India. The FTDRA empowers the Central Government to formulate and amend the foreign trade policy. The FTDRA prohibits any person from making an import or export except under an Importer-exporter Code Number ("IEC") granted by the director general or any other authorised person in accordance with the specified procedure. The IEC may be suspended or cancelled if the person who has been granted such IEC contravenes, amongst others, any of the provisions of the FTDRA, or any rules or orders made thereunder, or the foreign policy or any other law pertaining to central excise or customs or foreign exchange. The FTDRA also prescribes the imposition of penalties on any person violating its provisions. The FTRR prescribes the procedure to make an application for grant of a license to import or export goods in accordance with the foreign trade policy, the conditions of such license, and the grounds for refusal of a license. The FTDRA empowers the Central Government to, from time to time, formulate and announce the foreign trade policy. The Foreign Trade Policy came into effect in 2017 and requires all importers and exporters to obtain an IEC. Further, pursuant to the policy, the Director General of Foreign Trade may impose prohibitions or restrictions on the import or export of certain goods, for reasons including the protection of public morals, protection of human, animal or plant life or health, and the conservation of national resources. The Foreign Trade Policy also prescribes restrictions on imports or exports in relation to specific countries, organisations, groups, individuals or products. The Foreign Trade Policy also provides for various schemes, including the export promotions capital goods scheme and duty exemption/remission schemes. India's current Foreign Trade Policy (2015-20) (as extended until September 30, 2022 and thereafter, extended till March 31, 2023) envisages helping exporters leverage benefits of GST, closely monitoring export performances, increasing

ease of trading across borders, increasing realization from India's agriculture-based exports and promoting exports from MSMEs and labour-intensive sectors.

***Foreign Exchange Management Act, 1999 ("the FEMA") and Rules and Regulations thereunder***

Export of goods and services outside India is governed by the provisions of the Foreign Exchange Management Act, 1999, read with the applicable regulations. The Foreign Exchange Management (Export of goods and services) Regulations, 2000 have been superseded by the Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 ("Export of Goods and Services Regulations 2015") issued by the RBI on January 12, 2016 (last amended on June 23, 2017). The RBI has also issued a Master Circular on Export of Goods and Services. The export is governed by these Regulations which make various provisions such as declaration of exports, procedure of exports as well as exemptions.

**E. Other Applicable Laws**

***The Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act")***

The MSMED Act, was enacted to promote and enhance the competitiveness of Micro, Small and Medium Enterprise ("MSME"). A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951. The Government, in the Ministry of Micro, Small and Medium Enterprises has issued a notification dated June 1, 2020 revising definition and criterion and the same came into effect from July 1, 2020. The notification revised the definitions as "Micro enterprise", where the investment in plant and machinery or equipment does not exceed one crore rupees and turnover does not exceed five crore rupees; "Small enterprise", where the investment in plant and machinery or equipment does not exceed ten crore rupees and turnover does not exceed fifty crore rupees; "Medium enterprise", where the investment in plant and machinery or equipment does not exceed five crore and turnover does not exceed two hundred and fifty crore rupees.

***Municipality Laws***

State governments are empowered to endow municipalities with such powers and authority as may be necessary to enable them to perform functions in relation to permitting the carrying on of trade and operations. Accordingly, State governments have enacted laws authorizing municipalities to regulate use of premises, including regulations for issuance of a trade license to operate, along with prescribing penalties for non-compliance.

***Shops and Establishments Legislations***

Under the provisions of local shops and establishments legislations applicable in different states, commercial establishments are required to be registered. Such legislations regulate the working and employment conditions of workers employed in shops and commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

***Taxation Laws***

The tax related laws that are applicable to our Company include the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017 and the relevant state legislations for goods and services tax.

***Professional Tax***

Professional tax is a state level tax which is imposed on income earned by way of profession, trade, calling or employment. At present, professional tax is imposed only in Karnataka, Bihar, West Bengal, Andhra Pradesh, Telangana, Maharashtra, Tamil Nadu, Gujarat, Assam, Kerala, Meghalaya, Odisha, Tripura, Madhya Pradesh, and Sikkim.

***The Insolvency and Bankruptcy Code, 2016 (the "Code")***

The Insolvency and Bankruptcy Code, 2016 cover Insolvency of companies, Limited Liability partnerships (LLPs), unlimited liability partnerships, and individuals. The IBC 2016 has laid down a collective mechanism for resolution of insolvencies in the country by maintaining a delicate balance for all stakeholders to preserve the economic value of the process in a time bound manner. The code empowers any creditor of a Corporate Debtor (CD), irrespective of it being a Financial Creditor (FC) or Operational Creditor (OC) or

secured or unsecured creditor, or the Corporate Debtor itself, to make an application before the Adjudicating Authority (AA) to initiate Corporate Insolvency Resolution Process (CIRP) against a Corporate Debtor, at their discretion, in the event of there being a default by the Corporate Debtor in payment of their dues for an amount as specified from time to time. On initiation of the Said CIRP, a resolution to be sought for the company within a time bound time period of 180 days

#### **Other Laws**

In addition to the above, our Company is required to comply with the provisions of the Prevention of Corruption Act, 1988, Rent Control Act, Information technology act and other applicable laws and regulations imposed by the Central and State Governments and other authorities for its day-to-day operations.

## HISTORY AND CERTAIN CORPORATE MATTERS

### HISTORY AND BACKGROUND

Our Company was originally formed as a partnership firm in the name and style of “M/s. Orbit Corporation” vide partnership deed dated April 29, 2014 which was reconstituted on February 11, 2019, August 8, 2022 and February 16, 2023. The name of the partnership firm was changed to “M/s. Reet Projects” with the consent of the partners vide deed of partnership dated February 16, 2023. Later on, the firm was converted into a public limited company under same style as “Reet Projects Limited” under the Companies Act, 2013 vide certificate of incorporation dated March 31, 2023 issued by Assistant Registrar of Companies, Central Registration Centre, bearing Corporate Identification Number U41001GJ2023PLC139730.

For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major vendors and suppliers, please refer the chapter titled “**Business Overview**”, “**Industry Overview**”, “**Our Management**”, “**Restated Financial Statements**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on pages 109, 95, 126, 149 and 185 respectively of this Draft Prospectus.

### CHANGES IN REGISTERED OFFICE OF OUR COMPANY.

There has been no change in the Registered Office of our Company since inception till the date of this Draft Prospectus.

The registered office of the Company is situated at Shop No. 327, Third Floor, Ishana the Business Hub, Althan Surat City 395017 Gujarat India.

### MAIN OBJECTS OF OUR COMPANY

The Main Objects clause of the Company as per the Memorandum of Association is as under:

1. To Develop and build housing & Commercial projects and other ancillary activities Viz. Builders, Real estate land developers, land development, brokers, promoters, organizers, supervisors, contractors, purchasers of land, sale of land, roads, bridges, or any other infrastructure, of all kinds and types of residential and / or commercial property, units, flats, houses, shops, open plots etc. and to sell the same or in parts on ownership basis and / or to give on rental or lease basis, to develop the land in any other manner.
2. To carry on in India or elsewhere the business as traders, merchants, wholesalers, retailers, liasioners, stockiest, distributors, importers, exporters, intermediaries, middle men, brokers, suppliers, indentors, C & F agents, commission agents, selling agents, or otherwise to exchange, load unload, handle, deal in all types of machinery equipments, components, goods, articles, thing, products, commodities, consumables, accessories, spare parts, ingredients, systems, substances, instruments, chemicals. Devices, fittings, tools, dies, jigs, compounds, raw materials, by-products, semifinished products, materials, wastes, residues, appliances, stores, preparations, mixtures, vehicles, agro based products, grains, cattle feed, textile based products and other items used in any industry, commerce, transport, public welfare needs, defense, aviation, agriculture, construction, power, transmission, pollution or in any other field.
3. To lend, invest or otherwise employ or deal with money belonging to or entrusted to the Company in securities and shares or other movable or immovable property with or without security upon such terms and in such manner as may be thought proper from time to time.

### AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION (MOA)

Since incorporation, the following amendments have been made to the MoA:

Date of Shareholder’s Resolution	Clause	Particulars
April 15, 2023	Capital Clause	Increase in Authorised Capital from ₹ 15,00,000/- consisting of 1,50,000 Equity Shares to ₹ 3,50,00,000/- consisting of 35,00,000 Equity Shares of face value of ₹ 10.00/- each.
	Object Clause	Clause III (A)of MOA is altered by addition of clause III (A) (2) and III (A) (3):

Date of Shareholder's Resolution	Clause	Particulars
		<ol style="list-style-type: none"> <li>1. To Develop and build housing &amp; Commercial projects and other ancillary activities Viz. Builders, Real estate land developers, land development, brokers, promoters, organizers, supervisors, contractors, purchasers of land, sale of land, roads, bridges, or any other infrastructure, of all kinds and types of residential and / or commercial property, units, flats, houses, shops, open plots etc. and to sell the same or in parts on ownership basis and / or to give on rental or lease basis, to develop the land in any other manner.</li> <li>2. To carry on in India or elsewhere the business as traders, merchants, wholesalers, retailers, liasioners, stockiest, distributors, importers, exporters, intermediaries, middle men, brokers, suppliers, indentors, C &amp; F agents, commission agents, selling agents, or otherwise to exchange, load unload, handle, deal in all types of machinery equipments, components, goods, articles, thing, products, commodities, consumables, accessories, spare parts, ingredients, systems, substances, instruments, chemicals. Devices, fittings, tools, dies, jigs, compounds, raw materials, by-products, semifinished products, materials, wastes, residues, appliances, stores, preparations, mixtures, vehicles, agro based products, grains, cattle feed, textile based products and other items used in any industry, commerce, transport, public welfare needs, defense, aviation, agriculture, construction, power, transmission, pollution or in any other field.</li> <li>3. To lend, invest or otherwise employ or deal with money belonging to or entrusted to the Company in securities and shares or other movable or immovable property with or without security upon such terms and in such manner as may be thought proper from time to time.</li> </ol>
June 01, 2023	Capital Clause	Increase in Authorised Capital from ₹3,50,00,000/- consisting of 35,00,000 Equity Shares to ₹ 7,00,00,000/- consisting of 70,00,000 Equity Shares of face value of ₹10.00/- each.

## MAJOR EVENTS, MILESTONES, KEY AWARDS, ACHIEVEMENTS AND ACCOLADES OF OUR COMPANY

*The following tables set forth the major events, milestones, key awards and milestones in the history of our company:*

Financial Year	Major Events
2014	Formation of Partnership Firm via partnership deed in the name and style of “M/s. Orbit Corporation
2023	Change of name of partnership firm to “M/s. Reet Projects
2023	Incorporation of a Public Limited Company in the name and style of “Reet Projects Limited” vide fresh certificate of Incorporation dated March 31, 2023.

## HOLDING / SUBSIDIARY COMPANY/ JOINT VENTURE AND ASSOCIATE

As on the date of this Draft Prospectus, our Company does not have an holding or subsidiary company or any joint venture or any Associate.

## STRATEGIC PARTNERS

Our Company does not have any strategic partners as on the date of this Draft Prospectus.

## **FINANCIAL PARTNERS**

Apart from the arrangements with bankers and lenders which our Company undertakes in the ordinary course of business, as on the date of this Draft Prospectus, our Company does not have any financial partners.

## **TIME AND COST OVERRUN IN SETTING UP OF PROJECTS**

As on the date of this Draft Prospectus, there have been no instances of time and cost overruns in setting up of our projects.

## **LOCK-OUT AND STRIKES**

There have been no instances of strikes or lock-outs at any time in our Company.

## **CAPACITY/ FACILITY CREATION, LOCATION OF PLANTS**

For details pertaining to capacity / facility creation, location of plant refers chapter titled “*Business Overview*” beginning on page 109 of this Draft Prospectus.

## **DETAILS OF LAUNCH OF KEY PRODUCTS, ENTRY IN NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS**

For details pertaining to launch of key products, entry in new geographies or exit from existing markets, please refer chapter titled “*Business Overview*” on page 109 of this Draft Prospectus.

## **DEFAULTS OR RESCHEDULING / RESTRUCTURING OF BORROWINGS OF OUR COMPANY WITH FINANCIAL INSTITUTIONS / BANKS**

As on the date of this Draft Prospectus, there have been no defaults or rescheduling/restructuring of borrowings with any of the financial institutions/banks or conversion of loans into equity in relation to our Company.

## **ACQUISITION OR DIVESTMENTS OF BUSINESS / UNDERTAKINGS, MERGERS AND AMALGAMATIONS**

There has been no acquisition of business/undertakings, mergers, or amalgamation in the last ten (10) years.

## **REVALUATION OF ASSETS**

Our Company has not revalued its assets since incorporation and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

## **SHAREHOLDERS AND OTHER MATERIAL AGREEMENTS**

There are no shareholders and other material agreements, other than those entered into in the ordinary course of business carried on or intended to be carried on by our Company.

## **CHANGES IN THE ACTIVITIES OF OUR COMPANY HAVING MATERIAL EFFECT**

Other than as mentioned in the chapters titled “*Business Overview*” and “*History and Certain Corporate Matter*” beginning on pages 109 and 122 respectively, of this Draft Prospectus, there has been no change in the activities being carried out by our Company which may have a material effect on the profits/ loss of our Company, including discontinuance of the current lines of business, loss of projects or markets and similar factors.

## **AGREEMENTS WITH KEY MANAGERIAL PERSONNEL OR A DIRECTOR OR PROMOTERS OR ANY OTHER EMPLOYEE OF THE COMPANY**

There are no agreements entered into by key managerial personnel or Directors or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

**COLLABORATION**

Our Company has not entered into any Collaboration as on the date of this Draft Prospectus.

**INJUNCTION OR RESTRAINING ORDERS**

There are no injunctions/restraining orders that have been passed against the Company.

**GUARANTEES GIVEN TO THIRD PARTIES BY PROMOTERS ISSUING ITS EQUITY SHARES**

This is a fresh issue of Equity Shares and our Promoters are not offering their Equity Shares in this Issue.

## OUR MANAGEMENT

### BOARD OF DIRECTORS DETAILS ARE AS FOLLOWS

In terms of the Articles of Association, our Company is authorised to have directors which shall not be less than 3 (three) and not more than 15 (fifteen), provided that the Company may appoint more than 15 (fifteen) directors after passing a special resolution, in accordance with the provisions of the Companies Act, 2013. As on the date of this Draft Prospectus, our Board comprises of 6 (six) Directors, including 3 (three) Executive Directors, 3 (three) Non-Executive Director of which 2 (two) are Independent Directors.

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

Name, Designation, DIN, Date of Birth, Age, Occupation, Address, Nationality, Original Date of Appointment, Change in Designation and Period of Directorship	Other Directorships as on the date of this Draft Prospectus
<p><b>Hardik Ajitbhai Desai</b></p> <p><b>Designation:</b> Chairman and Managing Director</p> <p><b>DIN:</b> 01950590</p> <p><b>Date of Birth:</b> March 12, 1976</p> <p><b>Age:</b> 47 years</p> <p><b>Occupation:</b> Business</p> <p><b>Address:</b> 403, Dream House, Near L. P. Savani School, Vesu, Canal Road, Surat City 395007, Gujarat, India.</p> <p><b>Nationality:</b> Indian</p> <p><b>Original Date of Appointment:</b> March 31, 2023</p> <p><b>Change in Designation:</b> April 15, 2023</p> <p><b>Period of Directorship:</b> For a period of 3 years with effect from April 26, 2023, shall not be liable to retire by rotation.</p>	<p><b>Public Limited Company</b> Nil</p> <p><b>Private Limited Company</b></p> <ol style="list-style-type: none"> <li>1. Reet Enterprises Private Limited</li> </ol>
<p><b>Kavita Hardik Desai</b></p> <p><b>Designation:</b> Executive Director</p> <p><b>DIN:</b> 01950591</p> <p><b>Date of Birth:</b> May 11 ,1978</p> <p><b>Age:</b> 45 years</p> <p><b>Occupation:</b> Business</p> <p><b>Address:</b> 403, Dream House, Near L. P. Savani School, Vesu, Canal Road, Surat City 395007, Gujarat, India.</p> <p><b>Nationality:</b> Indian</p> <p><b>Original Date of Appointment:</b> March 31, 2023</p> <p><b>Change in Designation:</b> N.A.</p> <p><b>Period of Directorship:</b> For a period of 5 years with effect from March 31, 2023, subject to liable to retire by rotation</p>	<p><b>Public Limited Company</b> Nil</p> <p><b>Private Limited Company</b></p> <ol style="list-style-type: none"> <li>1. Reet Enterprises Private Limited</li> <li>2. Success Canvas Education Private Limited</li> </ol>



Name, Designation, DIN, Date of Birth, Age, Occupation, Address, Nationality, Original Date of Appointment, Change in Designation and Period of Directorship	Other Directorships as on the date of this Draft Prospectus
<b>Reet Hardik Desai</b> <b>Designation:</b> Non – Executive Director <b>DIN:</b> 10097611 <b>Date of Birth:</b> August 14, 2002 <b>Age:</b> 21 Years <b>Occupation:</b> Business <b>Address:</b> 403, Dream House, Near L. P. Savani School, Vesu, Canal Road, Surat City 395007, Gujarat, India. <b>Nationality:</b> Indian <b>Original Date of Appointment:</b> March 31, 2023 <b>Change in Designation:</b> N.A. <b>Period of Directorship:</b> Shall not be liable to retire by rotation	<b>Public Limited Company</b> Nil  <b>Private Limited Company</b> Nil
<b>Nirav Manojkumar Desai</b> <b>Designation:</b> Non - Executive Director <b>DIN:</b> 08348502 <b>Date of Birth:</b> November 05, 1975 <b>Age:</b> 47 years <b>Occupation:</b> Business <b>Address:</b> B 42 1 Aroahi Plots, Part B and C Arohi Crest Road, Gala Luxuria Flats, South Bopal, Bopal, Ahmedabad-380058, Gujarat, India. <b>Nationality:</b> Indian <b>Original Date of Appointment:</b> April 15, 2023 <b>Change in Designation:</b> N.A. <b>Period of Directorship:</b> Shall be liable to retire by rotation.	<b>Public Limited Company</b> Nil  <b>Private Limited Company</b> 1.Yapan Bio Private Limited
<b>Gopal Indravadan Bhagat</b> <b>Designation:</b> Non - Executive Independent Director <b>DIN:</b> 10150825 <b>Date of Birth:</b> November 13, 1973 <b>Age:</b> 50 years <b>Occupation:</b> Business <b>Address:</b> A/703, Shobhan Residency, b/h Aagam Arcade, Vesu, Bharthana, Surat City - 395007, Gujarat India <b>Nationality:</b> Indian	<b>Public Limited Company</b> Nil  <b>Private Limited Company</b> Nil

Name, Designation, DIN, Date of Birth, Age, Occupation, Address, Nationality, Original Date of Appointment, Change in Designation and Period of Directorship	Other Directorships as on the date of this Draft Prospectus
<b>Original Date of Appointment:</b> May 07, 2023 <b>Change in Designation:</b> N.A. <b>Period of Directorship:</b> For a period of 5 years with effect from May 07, 2023, not liable to retire by rotation	
<b>Jitendra Mangabhai Warde</b> <b>Designation:</b> Non - Executive Independent Director <b>DIN:</b> 01980422 <b>Date of Birth:</b> April 01, 1978 <b>Age:</b> 45 years <b>Occupation:</b> Business <b>Address:</b> A-404, Rajhans Apple, Near Sai Tirth Residency, Palanpor, Navyug College, Surat - 395009, Gujarat India. <b>Nationality:</b> Indian <b>Original Date of Appointment:</b> May 07, 2023 <b>Change in Designation:</b> N.A. <b>Period of Directorship:</b> For a period of 5 years with effect from May 07, 2023, not liable to retire by rotation	<b>Public Limited Company</b> Nil  <b>Private Limited Company</b> Nil

#### Brief Biographies of our Directors

**Hardik Ajitbhai Desai**, aged 47 years, is the Chairman and Managing Director of our Company. He has been associated with our Company since its incorporation as a Director and Promoter. He holds a Bachelor of commerce degree from South Gujarat University. He has around 15 years of experience in the field of real estate industry. He is responsible for planning and executing the expansions and diversification of our company.

**Kavita Hardik Desai**, aged 45 years is Executive Director of our Company. She has been associated with our Company since its incorporation as a Director and Promoter. She holds a Bachelor of Arts degree from South Gujarat University. She has over 9 years of experience in the field of accounting, administration and land scaping.

**Reet Hardik Desai**, aged 21 years, is the Non - executive Director of our Company. She has been associated with our Company since its incorporation as a Director. She is pursuing Bachelor of Arts from School of Liberal Arts.

**Nirav Manojkumar Desai**, aged 47 years is one of the Non-Executive Director of our Company. He has been associated with our Company since April 15, 2023. He holds a Master of Science degree from South Gujarat University and PhD (Science) from Gujarat

University. He has over a decade of experience in the field of pharmaceuticals industry. He is also founder and Chief operating officer of Yapan Bio Private Limited.

**Gopal Indravadan Bhagat**, aged 50 years is a Non-Executive Independent Director of our Company. He has been associated with our Company since May 07, 2023. He holds a Bachelor of Arts degree from South Gujarat University. He has over 25 years of experience in banking industry.

**Jitendra Mangabhai Warde**, aged 45 years is one of the Non-Executive Independent Director of our Company. He has been associated with our Company since May 07, 2023. He has cleared his XII examination from Gujarat Secondary and Higher education board. He has around 15 years of experience in the field of Sales and Marketing in real estate industry.

#### **Relationship between our Directors and Key Managerial Personnel**

Except as mentioned below, as on the date of this Draft Prospectus, none of our directors are related to each other as per section 2(77) of the Companies Act, 2013.

Director	Other Directors	Relation
Hardik Ajitbhai Desai	Reet Hardik Desai	Daughter
Kavita Hardik Desai	Hardik Ajitbhai Desai	Spouse
Reet Hardik Desai	Kavita Hardik Desai	Mother
Reet Hardik Desai	Hardik Ajitbhai Desai	Father

#### **Details of any arrangement or understanding with major shareholders, customers, suppliers or others**

As on the date of this Draft Prospectus, our Company has no arrangement or understanding with any major shareholders, customers or suppliers and none of our Directors or members of senior management were appointed pursuant to any arrangement or understanding with any major shareholders, customers, suppliers or others.

#### **Service contracts with Directors**

Our Company do not have any service contract with the Directors pursuant to which they are entitled to any benefits upon termination of employment.

#### **Borrowing Powers of the Board**

Pursuant to our Article of Association and applicable provision of the Company Act 2013 and pursuant to the special resolution passed by the members at the EGM of the Company held on June 1, 2023, pursuant to Section 180(1)(c) and other applicable provisions of the Companies Act and rules made there under, our Board has been authorized to borrow any sum of money from time to time notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital and free reserves of our Company, provided that the total outstanding amount so borrowed shall not any time exceed the limit of 10,000 lakhs.

## Terms of Appointment & Remuneration to Executive Directors

### A. Hardik Ajitbhai Desai

Our Managing Director was appointed pursuant to a resolution dated April 15, 2023 for a term of 3 (three) consecutive years. The details of his remuneration are as set out below:

Remuneration	Details
Salary	₹ 1 lakh per month
Perquisites	0.00
Remuneration paid in FY 2022-2023	Nil

With respect to the Managing Director, Hardik Ajitbhai Desai, there is no contingent or deferred payment accrued for Fiscal 2022-23.

### B. Kavita Hardik Desai

Our Executive Director was appointed pursuant to a resolution dated April 03, 2023 for a term of 3 (Three) consecutive years. The details of her remuneration are as set out below:

Remuneration	Details
Salary	Nil
Perquisites	Nil
Remuneration paid in FY 2022-2023	Nil

With respect to the Executive Director, Kavita Hardik Desai, there is no contingent or deferred payment accrued for Fiscal 2022-23.

## Payment or benefit to Non-Executive Directors and Independent Directors of our Company

No remuneration has been paid to our Non - Executive Directors and Independent Directors during Financial year 2022-2023. Our Company does not pay any remuneration to our Non-Executive and Non-Executive Independent Directors as an annual remuneration/ commission.

Our Board of Directors have resolved in their meeting dated August 14, 2023 for payment of an amount of ₹ 2,500 per meeting as a sitting fee to all Non-Executive Directors / Independent Director / Committee Member for attending each such meeting of the Board or Committee thereof.

Except as disclosed above, no amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Draft Prospectus or is intended to be paid or given to any of our directors except the remuneration for services rendered and/or sitting fees as Directors.

*The compensation payable to our Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Section 2(54), Section 2(94), Section 188, Section 196, Section 197, Section 198 and Section 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force).*

## Shareholding of Directors in our Company

As per our AOA, our Directors are not required to hold any qualification shares.

The shareholding of our Directors in our Company as on the date of this Draft Prospectus is set forth below:

Name of Directors	Number of Equity Shares
Hardik Ajitbhai Desai	21,37,841

Name of Directors	Number of Equity Shares
Kavita Hardik Desai	14,31,719
Reet Hardik Desai	92,473
Nirav Manoj Kumar Desai	6,031
<b>Total</b>	<b>36,68,064</b>

#### **Remuneration paid or payable to our Directors by our Subsidiaries**

There is no subsidiary of our Company. Hence, none of the Directors of our Company has been paid any remuneration, including any contingent or deferred compensation accrued for Fiscal 2023.

#### **Confirmations**

None of our Directors is or was a Director of any listed companies, whose shares have been or were suspended from being traded on any stock exchanges having nationwide terminals, during the five (5) years preceding from the date of this Draft Prospectus, during their term of directorship in such company.

None of our Directors is or was, a Director of any listed companies, which has been or were delisted from any stock exchange(s), during their term of directorship in such Company.

None of our Directors have been or was identified as a wilful defaulter or Fraudulent Borrower as defined under SEBI ICDR Regulations. No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.

None of our Directors are associated with the securities market and there are no violations of securities laws committed by any of them in the past or pending against them, nor have any companies with which our director was associated have been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

None of our Directors have been declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, nor have been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.

#### **Interest of Directors**

All our Non-Executive Directors including Independent Director may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of the Board or a committee thereof and as well as to the extent of reimbursement of expenses payable to them under the Articles. Our Executive Directors deemed to be interested to the extent of remuneration payable to them pursuant to Articles of the Company and resolution approved by the Board of Directors/ Members of our Company, as the case may be, time to time for services rendered as an officer or employee of our Company. The Directors may also be deemed to be interested in the Equity Shares, if any, held by them and/or any Equity Shares that may be held by their relatives, the companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and promoters and in any dividend distribution which may be made by our Company in the future. For the shareholding of the Directors, please refer chapter titled ***"Our Management"*** on page 126 of this Draft Prospectus.

Other than our Promoter Directors, none of the other Directors have any interest in the promotion of our Company other than in the ordinary course of business.

No sum has been paid or agreed to be paid to our directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce him/her to become, or to qualify him/her as a Director, or otherwise for services rendered by him/her or by such firm or company, in connection with the promotion or formation of our Company.

Except as stated in the chapters titled ***"Business Overview"*** and ***"Restated Financial Statement"*** beginning on pages 109 and 149 of this Draft Prospectus, none of our directors have any interest in the property acquired or proposed to be acquired by our Company.

As on date of this Draft Prospectus, no loans have been availed by our Directors from our Company.

#### **Interest in land and property**

Except in the case of the registered office of the Company situated at Shop No. 327, Third Floor, Ishana the Business Hub, Althan, Surat, Gujarat, India, 395017 which is owned by our Promoter Director, Mr. Hardik Desai and he has allowed the Company to use the premises through a No objection consent, none of our Directors are interested in any property on which our company operates or acquired or proposed to be acquired by our Company.

#### **Payment of benefits (non-salary related)**

Except as disclosed above, no amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Draft Prospectus or is intended to be paid or given to any of our directors except the remuneration for services rendered and/or sitting fees as Directors.

#### **Deferred Compensation payable to Directors.**

No Director has received or is entitled to any contingent or deferred compensation.

#### **Bonus or profit-sharing for the Directors**

None of the Directors are party to any bonus or profit-sharing plan of our Company.

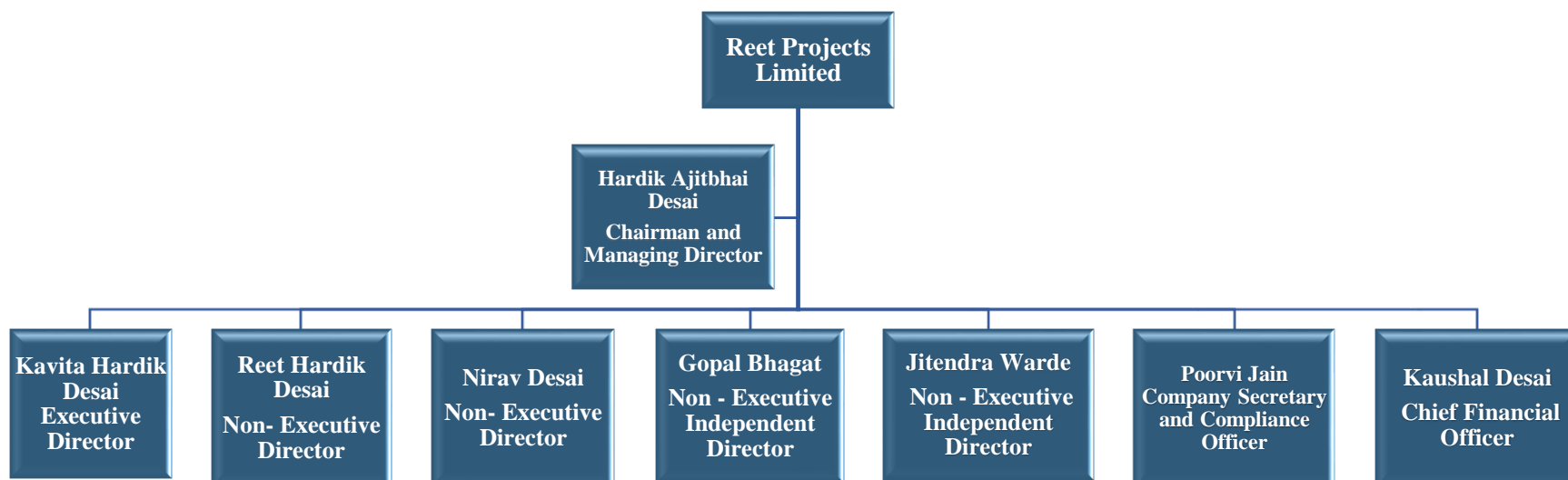
#### **Changes in the board of Directors in the last three (3) years immediately preceding the date of Draft Prospectus.**

There has been no change in the Board of Directors, except as stated below during the last three (3) years preceding the date of this Draft Prospectus.:

Sr. No	Name	Date	Reason
1	Jitendra Mangabhai Warde	May 07, 2023	Appointment as Non-Executive Independent Director
2	Gopal Indravadan Bhagat	May 07, 2023	Appointment as Non-Executive Independent Director
3	Nirav Manoj Kumar Desai	April 15, 2023	Appointment as Non-Executive Director
4	Hardik Ajitkumar Desai	April 15, 2023	Change in Designation from Executive Director to Chairman and Managing Director.
5	Kavita Hardik Desai	March 31, 2023	Appointment as Executive Director
6.	Reet Hardik Desai	March 31, 2023	Appointment as Non-Executive Director
7.	Hardik Ajitkumar Desai	March 31, 2023	Appointment as Executive Director

**Management Organization Structure:**

**The following chart depicts our Management Organization Structure:**



## Corporate Governance

In addition to the applicable provisions of the Companies Act with respect to corporate governance, provisions of SEBI Listing Regulations to the extent applicable to the entity whose shares are listed on BSE and shall be applicable to us immediately upon the listing of our Equity Shares. We are in compliance with the requirements of the applicable regulations, including SEBI Listing Regulations, SEBI regulations and the Companies Act in respect of corporate governance including constitution of the Board and committees thereof.

Our Board has been constituted in compliance with the Companies Act and SEBI Listing Regulations. The Board functions either as a full board or through various committees constituted to oversee specific functions.

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealing with our stakeholders, emphasis on communication and transparent report. We have complied with the requirements of the applicable regulations, including Regulations, in respect of Corporate Governance including constitution of the Board and its Committees. The Corporate Governance framework is based on an effective Independent Board, the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

### Constitutions of Committees

Our Board of Directors presently has three (3) committees which have been constituted in accordance with the relevant provisions of the Companies Act and SEBI Listing Regulations: (i) Audit Committee, (ii) Nomination and Remuneration Committee and (iii) Stakeholders Relationship Committee

#### (i) Audit Committee

Our Company has constituted an Audit Committee as per Section 177 and other applicable provisions of Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and applicable Clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines vide resolution passed in the meeting of our Board dated August 14, 2023. The constitution of the Audit Committee is as follows:

Name of Directors	Position in the Committee	Designation
Gopal Indravadan Bhagat	Chairperson	Non - Executive Independent Director
Jitendra Mangabhai Warde	Member	Non - Executive Independent Director
Nirav Manojkumar Desai	Member	Non - Executive Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Audit Committee.

The scope and function of the Audit Committee is in accordance with section 177 of the Companies Act. The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reason for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same must be communicated to the shareholders. The Chairman of the Audit committee must attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

#### Tenure:

The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

#### Meetings of the Committee:

The committee shall meet at least four times in a year and not more than 120 days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting.

#### Role and Powers



The Role of Audit Committee together with its powers as Part C of Schedule II of SEBI Listing Regulation, 2015 as amended and Companies Act, 2013 shall be as under:

**Role of Audit Committee**

- (1) oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - (a) matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - (b) changes, if any, in accounting policies and practices and reasons for the same;
  - (c) major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) significant adjustments made in the financial statements arising out of audit findings;
  - (e) compliance with listing and other legal requirements relating to financial statements;
  - (f) disclosure of any related party transactions;
  - (g) modified opinion(s) in the draft audit report;
- (5) reviewing, with the management, the half yearly financial statements before submission to the board for approval;
- (6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the ISSUE document / Draft Prospectus / Prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- (7) review and monitoring the auditor's independence, performance and effectiveness of audit process;
- (8) approval or any subsequent modification of transactions of our Company with related parties;
- (9) scrutiny of inter-corporate loans and investments;
- (10) valuation of undertakings or assets of our Company, wherever it is necessary;
- (11) evaluation of internal financial controls and risk management systems;
- (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) discussion with internal auditors of any significant findings and follow up there on;
- (15) the Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company;
- (16) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- (17) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (18) the Audit Committee shall have authority to investigate into any matter in relation to the items specified in section 177(4) of Companies Act 2013 or referred to it by the Board;
- (19) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (20) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (21) to review the functioning of the whistle blower mechanism;
- (22) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- (23) to oversee and review the functioning of the vigil mechanism which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases;
- (24) Audit Committee will facilitate KMP/auditor(s) of the Company to be heard in its meetings;
- (25) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding ₹100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;

- (26) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
- (27) To investigate any other matters referred to by the Board of Directors; and
- (28) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or containing into SEBI Listing Regulations 2015.

#### **Mandatory review by the Audit Committee**

The Audit Committee will mandatorily review the following:

- (1) management discussion and analysis of financial condition and results of operations;
- (2) statement of significant related party transactions (as defined by the audit committee), submitted by the management;
- (3) management letters / letters of internal control weaknesses issued by the statutory auditors;
- (4) internal audit reports relating to internal control weaknesses;
- (5) the appointment, removal and terms of remuneration of the chief internal auditor;
- (6) statement of deviations:
  - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations;
  - (b) annual statement of funds utilized for purposes other than those stated in the Issue document/ Prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations.

#### **(ii) Nomination and Remuneration Committee**

Our Company has constituted Nomination and Remuneration Committee in terms of Section 178, Schedule V and other applicable provisions of Companies Act, 2013 read with rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and applicable clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines, in the meeting of the Board of Directors held on August 14, 2023. The Nomination and Remuneration Committee presently consists of the following Directors of the Board:

Name of Directors	Position in the Committee	Designation
Jitendra Mangabhai Warde	Chairperson	Non - Executive Independent Director
Gopal Indravadan Bhagat	Member	Non - Executive Independent Director
Nirav Manojkumar Desai	Member	Non - Executive Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Stakeholder's Relationship Committee.

#### **Tenure:**

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

#### **Meetings:**

The committee shall meet as and when the need arises for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders queries; however, it shall be up to the chairperson to decide who shall answer the queries.

#### **Role of Terms of Reference:**

- (1) Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
- (2) formulation of criteria to determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of directors, key managerial personnel and other employees;
- (3) for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent

director shall have the capabilities identified in such description.

- (a) use the services of external agencies, if required;
  - (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - (c) consider the time commitments of the candidates.
- (4) formulation of criteria for evaluation of performance of independent directors and the board of directors;
  - (5) devising a policy on diversity of board of directors;
  - (6) decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors;
  - (7) Determine our Company's policy on specific remuneration package for the Managing Director /Executive Director including pension rights;
  - (8) Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose;
  - (9) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
  - (10) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
  - (11) decide the amount of Commission payable to the Whole Time Directors;
    - Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc; and
    - to formulate and administer the Employee Stock Option Scheme; and recommend to the Board all remuneration, in whatever form, payable to senior management.
  - (12) Administering, monitoring and formulating detailed terms and conditions of the employee stock option scheme, if any, of the Company;
  - (13) Reviewing and approving the Company's compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
  - (14) Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if applicable;
  - (15) Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including: (a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and (b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable; and
  - (16) Performing such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority.
  - (17) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
    - a) use the services of an external agencies, if required;
    - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and consider the time commitments of the candidates.

### (iii) Stakeholders Relationship Committee

Our Company has constituted the Stakeholders Relationship Committee in terms of Section 178 sub section (5) and other applicable provisions of Companies Act, 2013 read with Rule 6 of the Companies (Meeting of Board and its Power) Rules, 2014 and applicable clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in the meeting of Board of Directors dated August 14, 2023. The Stakeholders Relationship Committee presently consists of the following Directors of the Board:

Name of Director	Position in the Committee	Designation
Jitendra Mangabhai Warde	Chairperson	Non - Executive Independent Director
Gopal Indravadan Bhagat	Member	Non - Executive Independent Director
Nirav Manojkumar Desai	Member	Non - Executive Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Stakeholder's Relationship Committee.

**Tenure:**

The Stakeholders Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholders Relationship Committee as approved by the Board.

**Meetings:**

The Stakeholders Relationship Committee is required to meet at least once a year and report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.

**Terms of Reference:**

Redressal of shareholders' and investors' complaints, including and in respect of:

The role of Stakeholder Relationship Committee, together with its powers, is as follows:

1. Redressal of shareholders' and investors' complaints, including and in respect of:
  - i. Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized.
  - ii. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
  - iii. Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
2. Review the process and mechanism of redressal of Shareholders' /Investor's grievance and suggest measures of improving the system of redressal of Shareholders' /Investors' grievances.
3. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
4. Reviewing on a periodic basis the approval/refusal of transfer or transmission of shares, debentures or any other securities;
5. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
6. Allotment and listing of shares;
7. Review of measures taken for effective exercise of voting rights by shareholders.
8. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
9. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
10. Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities and Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time.
11. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and
12. Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

**Policy on disclosures and internal procedure for prevention of Insider Trading**

The provisions of regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the SME platform of BSE Limited. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges. The Board of Directors at their meeting held on August 14, 2023 have approved and adopted the policy for prevention of insider trading.

The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

## **Policy for determination of materiality & materiality of Related Party Transactions and on dealing with Related Party Transactions**

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on BSE SME. We shall comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on listing of Equity Shares on the BSE SME. The Board of Directors at their meeting held on August 14, 2023 have approved and adopted the policy for determination of materiality and determination of materiality of related party transactions and on dealing with related party transactions.

## **Our Key Managerial Personnel (KMP) and Senior Management Personnel (SMP)**

### **Brief Profile of Key Managerial Personnel and Senior Management Personnel:**

**Kaushal Kashyap Desai** is the Chief Financial Officer of our Company. He is associated with the Company since the incorporation, however, was designated as Chief Financial Officer on April 26, 2023. He has completed his Master of Business Administration (“MBA”) from ICFAI University. He has an experience of over 10 years in insurance industry. He is currently responsible for the accounting and finance affairs of the Company.

**Poorvi Jain** is the Company Secretary and Compliance Officer of our Company with effect from July 31, 2023. She holds Bachelor of Commerce degree from Mumbai University and is an Associate Member of the Institute of Company Secretaries of India since August 2022. She has 2 years of experience in secretarial field. She currently looks after the secretarial and compliance affairs of the Company.

### **Hardik Ajitbhai Desai, Managing Director**

For the complete profile of Hardik Ajitbhai Desai, along with details of his/her educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see section “***Our Management - Brief Biographies of our Directors***” on page 126 of this Draft Prospectus.

### **Senior Management:**

Except as disclosed above in “– Key Management Personnel” there are no other Senior Management in our Company.

### **Nature of any family relation between any of the KMPs or SMPs**

Except as mentioned below, as on the date of this Draft Prospectus, none of our KMPs or SMPs are related to each other as per section 2(77) of the Companies Act, 2013.

<b>Name of KMPs</b>	<b>Other KMPs</b>	<b>Relation</b>
Hardik Ajitbhai Desai	Kavita Hardik Desai	Spouse
Kavita Hardik Desai	Hardik Ajitbhai Desai	Spouse

### **Arrangement or understanding with major shareholders, customers, suppliers or others**

As on the date of this Draft Prospectus, our Company has no arrangement or understanding with any major shareholders, customers or suppliers or others, pursuant to which any of the Key Managerial Personnel were selected as a Key Managerial Personnel.

### Compensation paid to KMPs or SMPs during last financial year i.e., 2022-2023

For details with respect to the compensation paid to our **KMPs or SMPs** during preceding Financial Year 2022-2023 refer “**Terms and conditions of employment of our Executive Directors**” of our Company on page 126 and “**Restated Financial Statements**” on page 149 of this Draft Prospectus.

**Poorvi Jain** is the Company Secretary and Compliance Officer of our Company with effect from July 31, 2023. Hence, she has not received any remuneration during preceding Financial Year 2022-2023.

**Kaushal Kashyap Desai** is the Chief Financial Officer of our Company. He is associated with the Company since the incorporation, however, was designated as Chief Financial Officer on April 26, 2023. Hence, he has not received remuneration during preceding Financial Year 2022-2023 in the capacity of Chief Financial Officer however as an employee has received 0.56 lakhs.

### Bonus or profit-sharing plan for KMPs or SMPs

None of the KMPs or SMPs is party to any bonus or profit-sharing plan of our Company other than the performance linked incentives given to each Key Management Personnel.

### Status of Permanent Employment of KMPs or SMPs

All the KMPs or SMPs mentioned above are permanent employees of our Company.

### Shareholding of the KMPs or SMPs

Except as disclosed below, none of the KMPs or SMPs holds Equity Shares of our Company as on the date of this Draft Prospectus.

Name of KMPs or SMPs	Number of Equity Shares
Hardik Ajitbhai Desai	21,37,841
Kaushal Kashyap Desai	7,317
<b>Total</b>	<b>21,45,158</b>

### Changes in KMPs or SMPs During the Last Three (3) Years

Except as mentioned below, there has been no change in KMPs or SMPs during the last three (3) years

Sr. No	Name	Date	Reason
1.	Poorvi Jain	July 31, 2023	Appointment as Company Secretary and Compliance Officer
2.	Kaushal Kashyap Desai	April 26, 2023	Appointment as Chief Financial Officer
3.	Hardik Ajitkumar Desai	April 15, 2023	Change in Designation from Executive Director to Chairman and Managing Director.
4.	Kavita Hardik Desai	March 31, 2023	Appointment as Executive Director
5.	Hardik Ajitkumar Desai	March 31, 2023	Appointment as Executive Director

### Attrition of KMPs or SMPs

The attrition of KMPs or SMPs is not high in our company compared to the industry.

### Employees' Stock Option or or Employee Stock Purchase Scheme

As on date of this Draft Prospectus, our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Draft Prospectus.

**Service Contracts with KMPs or SMPs.**

Our Company does not have any service contract with the KMPs or SMPs pursuant to which they are entitled to any benefits upon termination of employment.

**Payment of Benefits to our KMPs or SMPs (*non-salary related*)**

Except as disclosed in this Draft Prospectus other than any statutory payments made by our Company to its KMPs or SMPs in last three (3) Preceding Financial Years, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees.

For further details, please refer chapter titled '*Restated Financial Statements*' beginning on page 149 of this Draft Prospectus.



## OUR PROMOTER AND PROMOTER GROUP

### OUR PROMOTERS

The Promoters of our Company are Hardik Ajitbhai Desai and Kavita Hardik Desai.

As on the date of this Draft Prospectus, our Promoters hold in aggregate 96.03 % Equity Shares of face value ₹10/- each, representing 46,41,708 Equity Shares of the issued, subscribed and paid-up Equity Share Capital of our Company. For details, see the section “*Capital Structure - Details of Shareholding of our Promoters and members of the Promoter Group in the Company - Build-up of the Promoter’s shareholding in our Company*” beginning on page 64 of this Draft Prospectus.

### BRIEF PROFILE OF OUR PROMOTERS ARE AS FOLLOWS:

	<p>Hardik Ajitbhai Desai - aged 47 years, is our Promoter and Chairman and Managing Director of our Company.</p> <p><b>Address:</b> 403, Dream House, Near L. P. Savani School, Vesu, Canal Road, Surat City 395007, Gujarat, India</p> <p><b>Date of Birth:</b> March 12, 1976</p> <p><b>PAN:</b> AFTPD1129F</p> <p>For the Complete Profile of Hardik Ajitbhai Desai i.e, his educational qualifications, professional experience, positions / posts held in the past and other directorships, special achievements, business, and other activities, see “<i>Our Management</i>” on page 126 of this Draft Prospectus.</p>
	<p>Kavita Hardik Desai - aged 45 years, is our Promoter and Executive Director of our Company.</p> <p><b>Address:</b> 403, Dream House, Near L. P. Savani School, Vesu, Canal Road, Surat City 395007, Gujarat, India</p> <p><b>Date of Birth:</b> May 11, 1978</p> <p><b>PAN:</b> AEYPD6268F</p> <p>For the complete profile of Kavita Hardik Desai i.e, her educational qualifications, professional experience, positions / posts held in the past and other directorships, special achievements, business, and other activities, see “<i>Our Management</i>” on page 126 of this Draft Prospectus</p>



M/s Nirav Holdings is the Promoter of Reet Projects Limited having 10,72,148 equity shares capital i.e. 22.18%.

**Date of Incorporation:** M/s Nirav Holdings was incorporated as a partnership firm on March 07, 2023 between Nirav Manoj Kumar Desai and Priti Nirav Desai.

**Address:** Building -2, Wing-D, Flat No 714, Rajhans Beliza-2, Opposite Delhi Public School, Dums, Surat

**PAN:** AAVFN1509N

**Corporate information and History:** Following are the details of the said firm:

Name of Partners	Capital Contributions	Profit/ Loss sharing ratio
Nirav Manojkumar Desai	50%	50%
Priti Nirav Desai	50%	50%

**Capital Contribution:** Initial capital is ₹ 50,000 which was contributed by the partners in their profit-sharing ratio

**Nature of business activities:** The said Partnership firm is engaged to:

1. To carry on the business or profession of stock broker, sub- broker, dealer, jobber, market maker, portfolio manager, underwriter, dealers or broker or agent in securities, financial instrument, capital market/money market instrument of all kind, company deposit, mutual funds, national saving certificates and other government securities issued or guaranteed by a body corporate, company, public sector company, government, municipality or anybody in India or abroad whether they are listed or not for the time being, and to acquire or takeover the business of any individual, partnership or corporate body, carrying on business/profession, as brokers, sub-broker, underwrites, jobbers, members, agents, traders of all types of shares and stock and to hold one or more membership of any recognized stock exchange of India/OTC exchange of India/nation stock exchange of India.
2. To acquire, hold, sell, buyer otherwise deal in any shares, unites, stock, debentures, debenture-stock, bonds, mortgages, obligation and other securities by original subscription, tender, purchase, charge gift or otherwise and to subscribe for the same, either conditionally or otherwise, and to underwrite, sub-underwrite or guarantee the subscription thereof to purchased and sell above mentioned securities.
3. To undertake the activities as a depository participant and for that purpose to obtain the membership of the membership of the depositories in India and to do all such things as may be advised, permitted or required for this purpose with prevailing act/regulations/laws.
4. To develop repair, improve, extend maintain, manage, mortgage, charge, exchange, sell, assign, transfer, lease out, dispose off or turn to account, or otherwise deal with the whole or any part of any company's property and assets.
5. To become members and participate in trading, settlement and other activities of commodity exchange/s (including national, multi-commodity exchange/s) facilitating for itself or for clients, trades and clearing/settlement of trades in spots, in futures and in derivatives of all the above commodities permitted under the laws of India.
6. To hold or acquire by purchase, lease, exchange, rental or otherwise and to sell, alienate, rent out, dispose of any immovable property.

**Details of Change in Control:** There has been no change in the control of Nirav Holdings

## DECLARATION

Our Company confirms that the Permanent Account Number (PAN), Aadhar Card Number, Driving License Number, Bank Account Number(s) and Passport Number(s) of our Promoters shall be submitted to SME Platform of BSE at the time of filing this Draft Prospectus.

## OTHER VENTURES OF OUR PROMOTERS

Other than as disclosed in this section “***Our Promoters and Promoter Group***” on page 142 of this Draft Prospectus, our Promoters are not involved in any other ventures.

## **CHANGE IN THE MANAGEMENT AND CONTROL OF OUR COMPANY**

There has not been any effective change in the management and control of our Company in the five years immediately preceding the date of this Draft Prospectus.

## **INTEREST OF PROMOTERS**

### *Interest in Promotion of our Company*

Our Company is promoted by Hardik Ajitbhai Desai, Kavita Hardik Desai and M/s Nirav Holdings who together hold 46,41,708 Equity Shares of our Company as of the date of this Draft Prospectus.

Our Promoters are interested in our Company to the extent of the promotion of our Company and to the extent of their shareholdings in our Company and the shareholding of the relatives of our individual promoters in our Company and employment related benefits paid by our Company i.e., remuneration and reimbursement of expenses payable to the individual promoters in such capacities. For further details, please refer chapter titled “***Capital Structure***” and “***Management***” beginning on pages 64 and 126, respectively of this Draft Prospectus.

Our Promoters are also interested in our Company to the extent of being Directors of our Company and the remuneration and reimbursement of expenses payable to them in such capacities.

Our Promoters may also be interested to the extent of providing unsecured loans.

No sum has been paid or agreed to be paid to our Promoters and our Promoters are not interested as member of any firm or any company and hence no sum has been paid or agreed to be paid to such firm or company in cash or shares or otherwise by any person for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Further, our Promoters are also Directors on the board, or are shareholders, members or partners, of certain entities forming part of the Promoter Group, and other entities with which our Company has had related party transactions and may be deemed to be interested to the extent of the payments made by our Company, if any, to such entities forming part of the Promoter Group and such other entities. For the payments that are made by our Company to certain entities forming part of the Promoter Group and other related parties, see “***Issue Document Summary - Summary of Related Party Transactions***” and “***Our Group Company***” page number 17 & 147 respectively of this Draft Prospectus.

Except Hardik Ajitbhai Desai, none of our Promoters are interested in any transaction in acquisition of land, construction of building or supply of machinery.

For further details regarding the payments made by our Company to the entities mentioned above, see “***Issue Document Summary - Summary of Related Party Transactions***” on page 149 of this Draft Prospectus.

For further details, please refer chapter titled “***Capital Structure***”, “***Restated Financial Statement***” and “***Our Management***” on pages 64, 149 and 126 respectively of this Draft Prospectus.

### *Interest in the properties of our Company*

Except as mentioned in the chapter titled “***Business Overview***” and “***Restated Financial Statement***” on page 109 and 149 respectively of this Draft Prospectus, neither our Promoters nor the members of Promoter Group have any interest in any property acquired by or proposed to be acquired by our Company during a period of three (3) years prior to filing of the Draft Prospectus.

### *Other Interest*

Except as mentioned in the chapter titled “***Restated Financial Statements***”, and “***Business Overview***” on page 149 and 109 respectively of this Draft Prospectus, our Promoters are not interested in any transaction for acquisition of land or property, construction of building

and supply of machinery, or any other contract, agreement or arrangement entered into by the Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

## **INTEREST OF DIRECTORS**

For further details please refer Chapter “*Our Management*” on page 126 of this Draft Prospectus.

## **INTEREST OF GROUP COMPANY**

For further details please refer Chapter “*Our Group Companies*” on page 147 of this Draft Prospectus.

## **PAYMENT OR BENEFITS TO OUR PROMOTER AND PROMOTER GROUP DURING THE LAST TWO YEARS**

Except in the ordinary course of business and as stated in section “*Restated Financial Statements*” beginning on page 149 of this Draft Prospectus, there has been no payment or benefits to our Promoter during the two (2) years preceding the date of filing of this Draft Prospectus, nor there is any intention to pay or give any benefit to our Promoter and Promoter Group as on the date of this Draft Prospectus.

## **EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY**

For details in relation to experience of our Promoter in the business of our Company, see Chapter titled “*Business Overview*” and “*Our Management*” on page no. 109 and 126 respectively of this Draft Prospectus.

## **RELATED PARTY TRANSACTIONS**

For the transactions with our Group companies, please refer to chapter titled “*Annexure – 28 - Related Party Transactions*” on page 149 of this Draft Prospectus.

## **OUTSTANDING LITIGATION INVOLVING OUR PROMOTERS**

For details of legal and regulatory proceedings involving our Promoters, please refer chapter titled “*Outstanding Litigation and Material Developments*” on page 201 of this Draft Prospectus.

## **MATERIAL GUARANTEES**

Except as stated in the chapter titled “*Financial Indebtedness*” and chapter titled “*Restated Financial Statements*” beginning on page 200 and 149 of this Draft Prospectus, respectively, there are no material guarantees given by our Promoters to third parties with respect to specified securities of the Company as on the date of this Draft Prospectus.

## **COMPANIES WITH WHICH OUR PROMOTERS HAVE DISASSOCIATED IN THE LAST THREE (3) YEARS**

Our Promoters have not disassociated themselves from any firms or companies in the last three (3) years preceding this Draft Prospectus.

## **CONFIRMATIONS**

Our Promoters have not been declared as Wilful Defaulter or Fraudulent Borrower or Fugitive Economic offender.

Our Promoters and members of our Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoters are not and have never been Promoters, Directors or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

## **OUR PROMOTER GROUP**

Our Promoter Group in terms of Regulations 2(1) (pp) of the SEBI (ICDR) Regulations 2018, is as under:

**A. The natural persons who are part of the Promoter Group (due to their relationships with our Promoters), other than our Promoters, are as follows:**

Relationship with Promoters	Hardik Ajitbhai Desai
<b>Father</b>	Ajitbhai Mohanlal Desai
<b>Mother</b>	Late Maltiben Ajitbhai Desai
<b>Brother</b>	Pratik Ajitbhai Desai
<b>Sister</b>	N.A.
<b>Spouse</b>	Kavita Hardik Desai
<b>Son</b>	N.A.
<b>Daughter</b>	Reet Hardik Desai
<b>Spouse's Father</b>	Rajendra Manubhai Desai
<b>Spouse's Mother</b>	Gitaben Rajendra Desai
<b>Spouse's Brother</b>	Riddhish Rajendra Desai
<b>Spouse's Sister</b>	N.A.

Relationship with Promoters	Kavita Hardik Desai
<b>Father</b>	Rajendra Manubhai Desai
<b>Mother</b>	Gitaben Rajendra Desai
<b>Brother</b>	Riddhish Rajendra Desai
<b>Sister</b>	N.A.
<b>Spouse</b>	Hardik Ajitbhai Desai
<b>Son</b>	NA
<b>Daughter</b>	Reet Hardik Desai
<b>Spouse's Father</b>	Ajitbhai Mohanlal Desai
<b>Spouse's Mother</b>	Late Maltiben Ajitbhai Desai
<b>Spouse's Brother</b>	Pratik Ajitbhai Desai
<b>Spouse's Sister</b>	N.A.

*The aforementioned persons are 'immediate relatives' of our Promoter but as such do not form part of Promoter Group of our Company.*

**B. Our Promoter Group as defined under Regulation 2(1) (pp) of SEBI ICDR Regulations 2018 includes entities, companies, firms, proprietorships and HUFs which form part of our Promoter Group are as follows:**

1. Success Canvas Education Pvt Ltd
2. Truwass LLP
3. Swastik Infrastructure
4. Desai Building Material
5. The Dahej Hotel
6. Jayraj Infrastructure
7. Shree Residency
8. Fortune Corporation

## **SHAREHOLDING OF THE PROMOTER GROUP IN OUR COMPANY**

For details of the shareholding of our Promoters and Promoter Group as on the date of this Draft Prospectus, please refer chapter titled “*Capital Structure*” on page 64 of this Draft Prospectus.

## OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, the terms “**group companies**”, *includes (i) such companies (other than promoter and Subsidiaries with which the relevant issuer company had related party transactions, had related party transactions during the period for which financial information is disclosed, as covered under applicable accounting standards, and (ii) any other companies considered material by the board of directors of the issuer company.*

Accordingly, for (i) above, all such companies (other than the Promoters) with which there were related party transactions during the periods covered in the Restated Financial Statements, as covered under the applicable accounting standards, shall be considered as ‘Group Companies’ of the Company in terms of the SEBI ICDR Regulations.

Further, for (ii) above, the Board pursuant to the Materiality Policy, has determined that a company (other than the companies covered under the schedule of related party transactions as per the Restated Financial Statements) shall be considered “material” and will be disclosed as a ‘group company’ in the issue documents, and the Company has entered into one or more transactions with such company during the last completed Financial year (or relevant sub period, if applicable), which individually or cumulatively in value exceeds 10% of the revenue of the Company for the last completed Financial as per the Restated Financial Statements.

Accordingly, based on the parameters outlined above, as on the date of this Draft Prospectus, our Company does not have any group companies.

## **DIVIDEND POLICY**

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the shareholders, at their discretion, subject to the provisions of the Articles of Association and the Companies Act. The declaration of dividend, if any, will depend on a number of factors, including but not limited to the future expansion plans and capital requirements, profit earned during the financial year, capital requirements, and surpluses, contractual restrictions, liquidity and applicable taxes including dividend distribution tax payable by our Company and any other factors considered by our Board of Directors. The Articles of Association also provides discretion to our Board to declare and pay interim dividends. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. For further details, please refer chapter titled ***“Financial Indebtedness”*** beginning on page 200 of this Draft Prospectus.

Our Company has not adopted any Dividend Distribution Policy as on the date of this Draft Prospectus since the requirements under Regulation 43A of SEBI Listing Regulations are not applicable to the Company. However, depending upon the availability of distributable profits and fund flow, dividends maybe recommended by the Board of Directors and shall pay dividends in accordance with the provisions of the Companies Act, 2013, the Memorandum of Association and Articles of Association and other Applicable Laws.

**Our Company has not declared and/or paid any dividend on the Equity Shares since incorporation.**

**SECTION VI- FINANCIAL STATEMENTS**  
**RESTATED FINANCIAL STATEMENTS**

*[The Remainder of this Page has intentionally been left blank]*

## Independent Auditor's Report on the Standalone Restated Financial Statements

To,  
The Board of Directors,  
Reet Projects Limited (Formerly known as Orbit Corporation & Reet Projects)  
Shop No. 327, Third Floor,  
Ishana The Business Hub, Althan,  
Surat, Gujarat – 395017

Dear Sir/Ma'am,

- (i) We have examined the attached Restated Standalone Financial Statements comprising the Restated Statement of Assets and Liabilities, the Restated Statement of Profit & Loss, the Restated Cash Flow Statement along with significant accounting policies and related notes of Reet Projects Limited (**the "Company"**) for the years/period ended June 15, 2023, March 31, 2023, March 31, 2022 and March 31, 2021 (Collectively the "Restated Financial Information" / "Restated Financial Statements") as approved by the Board of directors of the company for the purpose of inclusion in the Offer Document ("Offer Document"), prepared by the Company in connection with its proposed SME Initial Public Offer of Equity shares ("SME IPO").
2. These Restated Summary Statements have been prepared in accordance with the requirements of:
  - (i) Part I of Chapter III to the Companies Act, 2013 ("the Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014;
  - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("**ICDR Regulations**") issued by the Securities and Exchange Board of India ("**SEBI**") in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;
  - (iii) The terms of reference to our engagements with the Company requesting us to carry out the assignment, in connection with the Red Herring Prospectus / Prospectus being issued by the Company for its proposed IPO of equity shares on SME Platform of Bombay Stock Exchange of India Limited.; and
  - (iv) The Guidance Note on Reports in Company Prospectus (Revised 2016) issued by the Institute of Chartered Accountants of India ("Guidance Note").
3. The Restated Standalone Summary Statements of the Company have been extracted by the management from the Audited special purpose interim financial statements of the company as at and for the Period ended June 15, 2023, audited financial statement of company for the financial year ended March 31, 2023 and certified Financial Statements of the Company for the financial years ended on March 31, 2022 and March 31, 2021.



4. For the purpose of our examination, we have relied on Special purpose Audit Report for the period ended June 15, 2023 and audit report for financial year ended on March 31, 2023 issued by us, and on certificate issued by M/s Lankapati & Company on review of Financials for the year ended 31st March, 2022 and 31<sup>st</sup> March 2021. There were no audit qualifications in the audit reports issued us for period/year ended June 15, 2023 and March 31, 2023 and in certificate issued by M/s Lankapati & Company for the financial year ended on March 31, 2022 and 2021 which would require adjustments in the Restated Financial Statements of the Company.
5. In accordance with the requirements of Part I of Chapter III of Act including rules made therein, ICDR Regulations, Guidance Note and Engagement Letter, we report that:
  - (i) The “Restated Standalone Summary Statement of Assets and Liabilities” as set out in Annexure 1 to this report, of the Company as at June 15, 2023, March 31, 2023, March 31, 2022 and March 31, 2021 are prepared by the Company and approved by the Board of Directors. These Restated Standalone Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 to this Report.
  - (ii) The “Restated Standalone Summary Statement of Profit and Loss” as set out in Annexure 2 to this report, of the Company for the years/ period ended June 15, 2023, March 31, 2023, March 31, 2022 and March 31, 2021 are prepared by the Company and approved by the Board of Directors. These Restated Standalone Summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 to this Report.
  - (iii) The “Restated Standalone Summary Statement of Cash Flow” as set out in Annexure 3 to this report, of the Company for the years/ period ended June 15, 2023, March 31, 2023, March 31, 2022 and March 31, 2021 are prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 to this Report.
6. Based on the above and also as per the reliance placed by us on the audited financial statements of the Company and report there on given by us for financial years/period ended June 15, 2023, March 31, 2023 and on the certified financial statements of company, certified by M/s Lankapati & Company, chartered accountants for the financial years/period ended March 31, 2022 and March 31, 2021 we are of the opinion that:
  - a) The Restated Standalone Summary Statements have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years/period to reflect the same accounting treatment as per the changed accounting policy

for all reporting years/period, if any;

- b) The Restated Standalone Summary Statements have been made after incorporating adjustments for prior period and other material amounts in the respective financial years/period to which they relate and there are no qualifications which require adjustments;
- c) Extra-ordinary items that need to be disclosed separately in the accounts has been disclosed wherever required;
- d) There were no qualifications in the Audit Reports issued by us for the financial years/period ended on June 15, 2023, March 31, 2023 or in certificate issued by M/s Lankapati & Company, chartered accountants for year ended March 31, 2022, 2021 which would require adjustments in this Restated Standalone Financial Statements of the Company;
- e) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 to this report;
- f) There was no change in accounting policies, which needs to be adjusted in the Restated Standalone Summary Statements except mentioned in clause (e) above;
- g) There are no revaluation reserves, which need to be disclosed separately in the Restated Standalone Financial Statements;
- h) The company has not proposed any dividend for the said year/period.

#### 7. **Opinion:**

In our opinion and to the best of information and explanation provided to us, and also as per the reliance placed on reports submitted by previous auditors, the restated financial information of the Company, read with significant accounting policies and notes to accounts as appearing in Annexure 4 are prepared after providing appropriate adjustments and regroupings as considered appropriate and disclosed in Annexure 4.

- 8. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the financial years/period ended on June 15, 2023, March 31, 2023, March 31, 2022 and March 31, 2021 proposed to be included in the Red Herring Prospectus/ Prospectus ("**Offer Document**") for the proposed IPO.

#### **Annexure of Restated Standalone Financial Statements of the Company: -**

- a. Statement of Significant Accounting Policies and Notes to Accounts as restated in Annexure 4 where 4(A)-Background of Company, 4(B)-Summary of significant accounting policies, 4(C)-Contingent liabilities and commitments, 4(D)- Segment reporting, 4(E)- Expenditure in foreign currency on accrual basis, 4(F)- Earning in foreign currency on accrual basis, 4(G)- Corporate Social Responsibility (CSR), 4(H)- Restatement adjustments, Material regroupings and Non-adjusting items;
- b. Details of Share Capital as Restated appearing in Annexure 5 to this report;
- c. Details of Reserves and Surplus as Restated appearing in Annexure 6 to this report;
- d. Details of Long Term/Short Term Borrowings as Restated appearing in Annexure 7 to this report;

- e. Details of Deferred Tax Assets/Liabilities (Net) as Restated appearing in Annexure 8 to this report;
  - f. Details of Other Long-Term borrowings & Trade Payables as Restated appearing in Annexure 9 to this report;
  - g. Details of Other current liabilities as Restated appearing in Annexure 10 to this report;
  - h. Details of Long term/Short term provisions as Restated appearing in Annexure 11 to this report;
  - i. Details of Statement of Property, Plant & Machinery as Restated appearing in Annexure 12 to this report;
  - j. Details of Long/Short Term Loans and Advances as Restated appearing in Annexure 13 to this report;
  - k. Details of Trade Receivables as Restated appearing in Annexure 14 to this report;
  - l. Details of Inventories as Restated appearing in Annexure 15 to this report;
  - m. Details of Cash and Cash Equivalents as Restated appearing in Annexure 16 to this report;
  - n. Details of Other Current Assets as Restated appearing in Annexure 17 to this report;
  - o. Details of Revenue from operations as Restated appearing in Annexure 18 to this report;
  - p. Details of Other Income as Restated appearing in Annexure 19 to this report;
  - q. Details of Cost of goods sold as restated appearing in Annexure 20 to this report;
  - r. Details of Change in Inventories as restated appearing in Annexure 21 to this report;
  - s. Details of Employee Benefit Expense as restated appearing in Annexure 22 to this report;
  - t. Details of Finance Cost as restated appearing in Annexure 23 to this report;
  - u. Details of Depreciation and amortization expense as restated appearing in Annexure 24 to this report;
  - v. Details of Other Expense as restated appearing in Annexure 25 to this report;
  - w. Statement of Accounting and other ratios as restated appearing in Annexure 26 to this report;
  - x. Statement of Dividend declared as restated appearing in Annexure 27 to this report;
  - y. Statement of Related party disclosure as restated appearing in Annexure 28 to this report;
  - z. Statement of Tax Shelter as Restated appearing in Annexure 29 to this report;
  - aa. Capitalization Statement as Restated for the period ended June 15, 2023 as appearing in Annexure 30 to this report;
  - bb. Other notes as appearing in Annexure 31 to this report;
9. We, M/s VCAS & Co., Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and hold a valid peer review certificate issued by the "Peer Review Board" of the ICAI.
  10. The preparation and presentation of the Restated Standalone Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Restated Standalone Financial Statements and information referred to above is the responsibility of the management of the Company.

11. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
13. In our opinion, the above financial information contained in Annexure 1 to 31 of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.
14. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

**For M/s VCAS & Co.**  
**Chartered Accountants**  
**Firm Registration Number: 123372W**

**Sd/-**  
**CA Jagdish Vaishnav**  
**Partner**  
**Membership Number: 139060**  
**UDIN: 23139060BGTMDR6868**

Place : Surat  
Date : 01-Dec-2023

**Reet Projects Limited**  
(Formerly Known as Orbit Corporation and Reet Projects)  
CIN:U41001GJ2023PLC139730

**Annexure 1: Restated Statement of Assets and Liabilities**

(₹ in Lakh)

Particulars	Annexure	As at June 15, 2023	For the year ended March 31,		
			2023	2022	2021
<b>Equity and liabilities</b>					
<b>Shareholders' funds</b>					
Share capital	5	483.34	15.00	40.84	81.25
Reserves and surplus	6	12.30	7.87	0.00	0.00
		<b>495.63</b>	<b>22.87</b>	<b>40.84</b>	<b>81.25</b>
<b>Non-current liabilities</b>					
Long-term borrowings	7	2.00	186.96	78.42	109.92
Deferred tax liabilities (net)	8	0.00	0.00	0.00	0.00
Other long-term liabilities	9	0.00	0.00	0.00	0.00
Long-term provisions	10	0.00	0.00	0.00	0.00
		<b>2.00</b>	<b>186.96</b>	<b>78.42</b>	<b>109.92</b>
<b>Current liabilities</b>					
Short-term borrowings	7	0.00	0.00	0.00	0.00
Trade payables	9	0.00	0.00	0.00	0.00
Other current liabilities	10	1.60	8.34	78.21	52.06
Short-term provisions	11	1.55	3.35	0.16	0.13
		<b>3.15</b>	<b>11.69</b>	<b>78.37</b>	<b>52.19</b>
<b>Total</b>		<b>500.78</b>	<b>221.52</b>	<b>197.63</b>	<b>243.35</b>
<b>Assets</b>					
<b>Non-current assets</b>					
Property, plant and equipment and Intangible assets	12	1.48	1.56	2.11	2.85
Capital work-in-progress	12	0.00	0.00	0.00	0.00
Non-current investments		0.00	0.00	0.00	0.00
Deferred tax assets (net)	8	0.24	0.26	0.21	0.13
Long-term loans and advances	13	21.12	20.92	55.40	49.13
Other non-current assets	14	0.00	0.00	0.00	0.00
		<b>22.84</b>	<b>22.74</b>	<b>57.72</b>	<b>52.11</b>
<b>Current assets</b>					
Trade receivables	14	20.22	15.47	15.47	59.96
Inventories	15	131.48	116.59	104.84	127.75
Cash and Cash Equivalents	16	191.21	0.75	4.16	3.54
Short-term loans and advances	13	127.70	61.97	15.44	0.00
Other current assets	17	7.34	4.00	0.00	0.00
		<b>477.95</b>	<b>198.78</b>	<b>139.91</b>	<b>191.25</b>
<b>Total</b>		<b>500.78</b>	<b>221.52</b>	<b>197.63</b>	<b>243.35</b>

**Note:**

The above statement should be read with the Statement of Notes to the Restated Financial Information in Annexure 4.

**For M/s VCAS & Co.**

Chartered Accountants

Firm Registration No.: 123372W

**For and on behalf of the Board of Directors**

**REET PROJECTS LIMITED**

Sd/-

CA Jagdish Vaishnav

Partner

M. No.: 139060

UDIN: 23139060BGTMDR6868

Sd/-

Hardik Ajitkumar Desai

Chairman & Managing Director

DIN: 01950590

Sd/-

Kavita Hardik Desai

Executive Director

DIN: 01950591

Sd/-

Kaushal Kashyap Desai

Chief Financial Officer

Sd/-

Poorvi Jain

Company Secretary

Place : Surat

Date : 01-Dec-2023

Place : Surat

Date : 01-Dec-2023

Place : Surat

Date : 01-Dec-2023

**Reet Projects Limited**  
(Formerly Known as Orbit Corporation and Reet Projects)  
CIN:U41001GJ2023PLC139730

**Annexure 2: Restated Statement of Profit and Loss**

(₹ in Lakh)

Particulars	Annexure	As at June 15, 2023	For the year ended March 31,		
			2023	2022	2021
<b>Revenue</b>					
Revenue from operations	18	12.49	80.51	31.59	159.40
Other income	19	0.00	0.00	0.00	0.00
<b>Total revenue</b>		<b>12.49</b>	<b>80.51</b>	<b>31.59</b>	<b>159.40</b>
<b>Expenses</b>					
Cost of Land Purchased	20	0.00	31.26	0.00	0.00
Change in Inventories	21	-14.89	-11.75	22.91	83.13
Employee benefits expense	22	4.06	4.38	1.92	4.14
Finance costs	23	0.01	0.02	0.04	0.07
Depreciation and amortisation expenses	24	0.08	0.55	0.74	0.99
Other expenses	25	21.43	43.72	5.38	70.56
<b>Total expenses</b>		<b>10.70</b>	<b>68.17</b>	<b>30.97</b>	<b>158.89</b>
<b>Profit before exceptional and extraordinary items and tax</b>					
		1.79	12.34	0.62	0.51
Exceptional Item (Net of Tax)		0.00	0.00	0.00	0.00
<b>Profit before extraordinary items and tax</b>		<b>1.79</b>	<b>12.34</b>	<b>0.62</b>	<b>0.51</b>
Extraordinary items		0.00	0.00	0.00	0.00
<b>Profit before tax</b>		<b>1.79</b>	<b>12.34</b>	<b>0.62</b>	<b>0.51</b>
<b>Tax expense</b>					
Current tax		0.45	3.10	0.16	0.13
Deferred tax (credit)/charge		0.02	-0.04	-0.08	-0.13
<b>Profit From Continuing Operations</b>		<b>1.32</b>	<b>9.27</b>	<b>0.54</b>	<b>0.52</b>
<b>Profit From Discontinued Operations (Net of Tax)</b>		<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Profit (Loss) for the period</b>		<b>1.32</b>	<b>9.27</b>	<b>0.54</b>	<b>0.52</b>
<b>Earning Per Equity Share</b>					
1) Basic		0.05	0.47	0.03	0.03
2) Diluted		0.05	0.47	0.03	0.03

**Note:**

The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company in Annexure 4.

For M/s VCAS & Co.  
Chartered Accountants  
Firm Registration No.: 123372W

Sd/-  
CA Jagdish Vaishnav  
Partner  
M. No.: 139060  
UDIN: 23139060BGTMDR6868

For and on behalf of the Board of Directors  
REET PROJECTS LIMITED

Sd/-  
Hardik Ajitkumar Desai  
Chairman & Managing Director  
DIN: 01950590

Sd/-  
Kavita Hardik Desai  
Executive Director  
DIN: 01950591

Sd/-  
Kaushal Kashyap Desai  
Chief Financial Officer

Sd/-  
Poorvi Jain  
Company Secretary

Place : Surat  
Date : 01-Dec-2023

Place : Surat  
Date : 01-Dec-2023

Place : Surat  
Date : 01-Dec-2023

**Reet Projects Limited**  
(Formerly Known as Orbit Corporation and Reet Projects)  
CIN:U41001GJ2023PLC139730

**Annexure 3: Restated Statement of Cash Flows**

Particulars	As at June 15, 2023	For the year ended March 31,		
		2023	2022	2021
<b>A. Cash flow from operating activities</b>				
Profit before tax, as restated	1.79	12.34	0.62	0.51
Adjustments for :				
Depreciation and amortisation expense	0.08	0.55	0.74	0.99
Finance costs	0.00	0.00	0.00	0.00
Provision for income Tax written off	3.10	-1.40	0.13	0.00
Dividend income	0.00	0.00	0.00	0.00
Interest income on deposits	0.00	0.00	0.00	0.00
<b>Operating profit before working capital changes</b>	<b>4.98</b>	<b>11.48</b>	<b>1.48</b>	<b>1.51</b>
<b>Changes in working capital:</b>				
Increase / (decrease) in trade payables, liabilities and provisions	-8.54	-66.68	26.18	2.15
(Increase) / decrease in Inventories	-14.89	-11.75	22.91	83.13
(Increase) / decrease in trade receivables	-4.75	0.00	44.49	-53.46
(Increase) / decrease in loans and advances and other assets	-69.27	-16.06	-21.71	13.86
<b>Cash generated from/ (utilised in) operations</b>	<b>-92.48</b>	<b>-83.00</b>	<b>73.36</b>	<b>47.19</b>
Less : Income tax paid	0.45	3.10	0.16	0.13
<b>Net cash flow generated from/ (utilised in) operating activities (A)</b>	<b>-92.93</b>	<b>-86.11</b>	<b>73.20</b>	<b>47.06</b>
<b>B. Cash flow from investing activities</b>				
Purchase of property, plant and equipment (including intangible assets and intangible assets under development)	0.00	0.00	0.00	0.00
Sale of Fixed Assets	0.00	0.00	0.00	0.00
Interest received	0.00	0.00	0.00	0.00
Dividend received	0.00	0.00	0.00	0.00
<b>Net cash flow utilised in investing activities (B)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>C. Cash flow from financing activities</b>				
Repayment and Proceeds of long-term borrowings	-184.96	108.54	-31.50	10.18
Share Application money pending allotment	0.00	0.00	0.00	0.00
Proceeds from / (repayment of) short-term borrowings (net)	0.00	0.00	0.00	0.00
Interest paid	0.00	0.00	0.00	0.00
Proceeds from issuance of shares	468.34	-25.84	-41.08	-56.73
<b>Net cash flow generated from/ (utilised in) financing activities (C)</b>	<b>283.38</b>	<b>82.70</b>	<b>-72.58</b>	<b>-46.55</b>
<b>Net (decrease)/ increase in cash &amp; cash equivalents (A+B+C)</b>	<b>190.45</b>	<b>-3.41</b>	<b>0.62</b>	<b>0.51</b>
Cash and cash equivalents at the beginning of the period/ year	0.75	4.16	3.54	3.03
<b>Cash and cash equivalents at the end of the period/ year</b>	<b>191.21</b>	<b>0.75</b>	<b>4.16</b>	<b>3.54</b>
<b>Cash and cash equivalents comprise:</b>				
Cash on hand	1.04	0.64	4.10	3.29
Balances with banks in current accounts	190.16	0.12	0.06	0.25
<b>Total</b>	<b>191.21</b>	<b>0.75</b>	<b>4.16</b>	<b>3.54</b>

**Note:**

The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company in Annexure 4.  
The Cash Flow Statement has been prepared under indirect method as set out in Accounting Standard 3, 'Cash Flow Statements' notified under Section 133 of the Companies Act, 2013.

For M/s VCAS & Co.  
Chartered Accountants  
Firm Registration No.: 123372W

Sd/-  
CA Jagdish Vaishnav  
Partner  
M. No.: 139060  
UDIN: 23139060BGTMDR6868

For and on behalf of the Board of Directors  
REET PROJECTS LIMITED

Sd/-  
Hardik Ajitkumar Desai  
Chairman & Managing Director  
DIN: 01950590

Sd/-  
Kaushal Kashyap Desai  
Chief Financial Officer

Sd/-  
Kavita Hardik Desai  
Executive Director  
DIN: 01950591

Sd/-  
Poorvi Jain  
Company Secretary

Place : Surat  
Date : 01-Dec-2023

**Reet Projects Limited**  
**(Formerly Known as Orbit Corporation and Reet Projects)**  
**CIN:U41001GJ2023PLC139730**

**Annexure 4: Statement of Notes to Restated Financial Information**

**A. Background of the Company**

Reet Projects Limited is a Public limited company incorporated on March 31, 2023 with Registrar of Companies vide Corporate Identification Number (CIN) U41001GJ2023PLC139730, having registered office at Shop No. 327, Third Floor, Ishana The Business Hub, Althan, Surat, Gujarat - 395017.

M/s. Orbit Corporation, a partnership firm incorporated on April 29, 2014, changed its name to Reet Projects on February 16, 2023 and there after converted in to Public Limited Company on March 31, 2023. The Company is into plotting of lands, developing and building of housing & Commercial projects and other ancillary activities!

**B. Summary of significant accounting policies**

**a) Basis of preparation of financial statements**

The Restated Statement of Assets and Liabilities of the Company as at 31 March 2021, 31 March 2022, 31 March 2023, 15 June 2023, the Restated Statement of Profit and Loss and the Restated Statement of Cash Flows for the period/ years ended 31 March 2021, 31 March 2022, 31 March 2023, 15 June 2023, and the annexures thereto (herein collectively referred to as 'Restated Financial Information') have been compiled by the management of the Company from the financial statements of the partnership firm for the period/ years ended 31 March 2021, 31 March 2022, 31 March 2023 and have been prepared specifically for the purpose of inclusion in the Offer Document to be filed by the Company with the SME portal of Bombay Stock Exchange i.e. BSE Limited.

The Firm "Reet Projects"(Previously known as Orbit Corporation) was converted in to Public Limited company on the day of 31st March 2023 and hence The Restated Statement of Assets and Liabilities of the Company as at 31 March 2023 is of the company "Reet Projects Limited" whereas the Restated Statement of Profit and Loss and the Restated Statement of Cash Flows for the year ended 31st March 2023 is of the Firm "Reet Projects" (Previously known as Orbit Corporation).

These aforementioned audited financial statements were prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) under the historical cost convention on accrual basis. These audited financial statements have been prepared to comply in all material aspects with the Accounting Standards prescribed by the Central Government, Section 133 of the Companies Act, 2013 (the "Act"), read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) and the relevant provisions of the Act/ Companies Act, 2013, as applicable.

The Restated Financial Information have been prepared to comply in all material aspects with the requirements of Section 26(1)(b) of the Act read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time).

All assets and liabilities have been classified / reclassified as current and non-current as per normal operating cycle of the Company and other criteria set out in the Schedule III to the Companies Act, 2013. Based on nature of products/services, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

The aforementioned Restated Financial Information have been prepared in Indian Rupee (₹).

**b) Use of estimates**

The preparation of Restated Financial Information in conformity with GAAP requires that the management of the Company to make estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of property, plant and equipment, provision for doubtful debts/ advances, future obligations in respect of retirement benefit plans, etc. Difference, if any, between the actual results and estimates is recognised in the period in which the results are known.



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**Annexure 4: Statement of Notes to Restated Financial Information**

**c) Depreciation**

In financial statements, prior to 31-Mar-2023, depreciation on property, plant and equipment in the hands of the firm was provided on written down value method at the rates and in the manner specified in Schedule V to the Income Tax Act, 1961.

However, in restated financial statement, Depreciation on the assets have been provided on Written Down Value (WDV) method as per the rates and in the manner prescribed in Schedule II of the Companies Act, 2013.

Depreciation on fixed assets purchased / sold during the year is provided on pro-rata basis with reference to the date of addition/disposal thereof.

**d) Revenue recognition**

i) Sales are recognized, net of taxes, returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which in our case happens at time of execution of Sale deed. However, in some cases where due to unavoidable reason Sale deed is not executed but allotment letter to sale is signed and full consideration to that effect is received, revenue is recognised in year of signing of allotment letter. However, management has given assurance that required legal documents will be executed as and when buyer decides for the same.

ii) Revenue from services is recognised when the provision of services is complete and there is either no unfulfilled obligations on the Company or unfulfilled obligations are inconsequential or perfunctory and will not affect the customer's final acceptance of the services.

**e) Fixed Assets**

Fixed assets are stated at cost which includes price, duties, levies and any directly attributable cost of bringing the assets to its working condition for the Intended use as reduced by any part of the cost reimbursed by Government or otherwise by way of any concession, credits, Cenvat reduction in price, discount etc. or otherwise, at the time of purchase or otherwise subsequently less accumulated depreciation.

**f) Inventories**

Inventories are valued at the lower of cost (on FIFO basis) and the net realisable value. Cost includes all charges in bringing the goods to the point of sale. Work-in-progress include appropriate proportion of overheads.

**g) Foreign currency transactions**

The reporting currency of the Company is Indian Rupee.

i) Foreign currency transactions are recorded on initial recognition in the reporting currency using the exchange rates prevailing at the date of the transaction.

ii) Monetary assets and monetary liabilities denominated in foreign currencies are converted at rate of exchange prevailing on the date of the Balance Sheet, if any.

iii) Exchange differences on settlement/conversion are included in the Statement of Profit and Loss in the period in which they arise.

**h) Employee benefits**

**I. Short-term employee benefits:**

All employee benefits payable wholly within twelve months of rendering the services are classified as short-term employee benefits. Benefits such as salaries, wages, expected cost of bonus and short term compensated absences etc. are recognised in the period in which the employee renders the related service.

**II. Post-employment benefits:**

**Defined contribution plans:**

The provisions of Gratuity Act, Provident fund & ESIC are not applicable to the company as on the latest balance sheet date as number of employees of the company are less than 10. Hence no provisions in that regard are created

**i) Borrowing costs**

Company does not have any secured/unsecured borrowings from any bank/non banking institution and no interest is payable to any one in that regard. However, as a policy, General and specific borrowing costs directly attributable to the acquisition/ construction of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time the assets are substantially ready for their intended use. All other borrowing costs are recognised as an expense in Statement of Profit and Loss in the period in which they are incurred.

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**Annexure 4: Statement of Notes to Restated Financial Information**

**j) Taxes on income**

The provision for current taxation is computed in accordance with the relevant tax regulations. Deferred tax is recognised on timing differences between the accounting and taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as at the Balance Sheet date. Deferred tax assets in respect of unabsorbed depreciation and carry forward losses under tax laws are recognised and carried forward to the extent there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised in future. Where there is no unabsorbed depreciation / carry forward loss, deferred tax assets are recognised only to the extent there is a reasonable certainty of realisation in future. Such assets are reviewed at each Balance Sheet date to reassess realisation.

**k) Provisions and contingent liabilities**

Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to their present value.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

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**Annexure 4: Statement of Notes to the Restated Financial Information**

(₹ in Lakh)

**C. Contingent liabilities and commitments**

**(i) Contingent liabilities**

Particulars	As at June 15, 2023	As at March 31,		
		2023	2022	2021
<b>Claims against the Company not acknowledged as debt</b>				
Central Sales Tax liability	-	-	-	-
Value Added Tax liability	-	-	-	-
Bank guarantees	-	-	-	-
	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**(ii) Commitments**

As informed, no capital commitments to be fulfilled by the company.

**D. Segment reporting**

There are no reportable segments and therefore nothing to report under segmental reporting.

**E. Expenditure in foreign currency on accrual basis**

Particulars	For the Period from 1st April 2023 to 15th June 2023	As at March 31,		
		2023	2022	2021
Legal and professional expenses	-	-	-	-
Travelling and conveyance	-	-	-	-
Professional fees for technical consultants	-	-	-	-
	-	-	-	-

**F. Earning in foreign currency on accrual basis**

Particulars	For the Period from 1st April 2023 to 15th June 2023	As at March 31,		
		2023	2022	2021
Export of products and services	-	-	-	-

**G. Corporate Social Responsibility (CSR)**

The Company was not having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of Section 135 of the Act are not applicable to the Company during the year. Accordingly, reporting under clause 3(xx) of the Order relating to CSR is not applicable for the

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**Annexure 4: Statement of Notes to the Restated Financial Information**

**H. Restatement adjustments, Material regroupings and Non-adjusting items**

**(a) Impact of restatement adjustments**

Below mentioned is the summary of results of restatement adjustments made to the audited financial statements of the respective period/years and its impact on profits.

(₹ in Lakh)

Particulars	As at June 15 2023	As at March 31,		
		2023	2022	2021
Profit before tax as per certified financial statements of F.Y. ended 2021,2022 and audited financial statements of F.Y. ended 2023 & period ended 13-Jun-2023	1.79	12.34	0.94	1.05
<b>Adjustments to net profit as per audited financial statements</b>				
Depreciation	0.00	0.00	-0.32	-0.53
Current tax on above items	-0.45	-3.10	-0.16	-0.13
Deferred tax on above items	-0.02	0.04	0.08	0.13
<b>Total adjustments</b>	<b>-0.47</b>	<b>-3.06</b>	<b>-0.40</b>	<b>-0.53</b>
<b>Restated profit after tax for the period/ years</b>	<b>1.32</b>	<b>9.27</b>	<b>0.54</b>	<b>0.52</b>

**Note:**

A positive figures represents addition and negative figures represents deletion in the corresponding head in the audited financial statements for respective reporting periods to arrive at the restated numbers.

**(b) Explanatory notes for the restatement adjustments**

- (i) In the financial statements for the period / year ended 15 June 2023, 31 March 2023, 31 March 2022 and 31 March 2021 the Company had not accounted for any transactions as prior period items. And accordingly, in the preparation of the Restated Financial Information, adjustment to the results of the respective year/s / period/s in respect of the the effect of prior period items do not arise / cosidered.
- (ii) During the years/period ended 15 June 2023, 31 March 2023, 31 March 2022 and 31 March 2021, the Company is of the considered view that all debts are though unsecured but recoverable fully and therefore provision of doubtful debts is not necessary for the purpose of the Restated Financial Information.

**(d) Material regrouping**

- i. With effect from April 1 2014, Schedule III notified under the Companies Act, 2013 has become applicable to the Company for preparation and presentation of its financial statements. Revised Schedule VI notified under the Companies Act, 1956 became applicable to the Company from April 1, 2012, for preparation and presentation of its financial statements. The adoption of Schedule III / Revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. Further, there is no significant impact on the presentation and disclosures made in the financial statements on adoption of Schedule III as compared to Revised Schedule VI.
- ii. Appropriate adjustments have been made in the Restated Financial Information, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company as at and for the year / period ended on March 31, 2023 and June 15, 2023, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended).

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**Annexure 5: Restated Statement of Share capital**

Particulars	As at June 15, 2023	As at March 31,		
		2023	2022	2021
<b>Authorised share capital</b>				
Equity shares of ₹ 10 each				
- Number of shares	7,000,000	150,000	0	0
- Amount in ₹	700.00	15.00	0.00	0.00
<b>Issued, subscribed and fully paid up</b>				
Equity shares of ₹ 10 each				
- Number of shares	4,833,368	150,000	0.00	0.00
- Amount in ₹	483.34	15.00	0.00	0.00
<b>Partners Capital</b>				
Balance as per Audited Financial	-	0.00	42.40	82.54
Add: Profit earned till the reporting period as per Restated	0.00	0.00	0.43	-0.24
Less: Profit earned till the reporting period as per financial	-			
		0.00	1.98	1.05
Closing Balance	0.00	0.00	40.84	81.25
	<b>483.34</b>	<b>15.00</b>	<b>40.84</b>	<b>81.25</b>

**a) Reconciliation of equity share capital**

Particulars	As at June 15, 2023	As at March 31,		
		2023	2022	2021
<b>Balance at the beginning of the period/year</b>				
- Number of shares	150,000	0.00	0.00	0.00
- Amount ₹ in Lakh	15.00	0.00	0.00	0.00
<b>Add: Shares issued during the period/year</b>				
- Number of shares	4,683,368	150,000	0.00	0.00
- Amount ₹ in Lakh	468.34	15.00	0.00	0.00
<b>Balance at the end of the period/year</b>				
- Number of shares	4,833,368	150,000	0.00	0.00
- Amount ₹ in Lakh	483.34	15.00	0.00	0.00

**b) Shareholders holding more than 5% of the shares of the Company**

Particulars	As at June 15, 2023	As at March 31,		
		2023	2022	2021
<b>Equity shares of ₹ 10 each</b>				
Hardik Ajitakumar Desai				
- Number of shares	2,137,841	67,500	0	0
- Percentage holding (%)	44.23%	45.00%	-	-
Kavita Hardik Desai				
- Number of shares	1,431,719	67,500	0	0
- Percentage holding (%)	29.62%	45.00%	-	-
M/s. NIRAV HOLDINGS				
- Number of shares	1,072,148	-	-	-
- Percentage holding (%)	22.18%	0.00%	-	-

**c) Shareholders holding Promoters and Promoter Group of the Company**

Particulars	As at June 15, 2023	As at March 31,		
		2023	2022	2021
<b>Equity shares of ₹ 10 each</b>				
Hardik Ajitkumar Desai				
- Number of shares	2,137,841	67,500	0	0
- Percentage holding (%)	44.23%	45.00%	-	-
Kavita Hardik Desai				
- Number of shares	1,431,719	67,500	0	0
- Percentage holding (%)	29.62%	45.00%	-	-
Reet Hardik Desai				
- Number of shares	92,473	7,500	0	0
- Percentage holding (%)	1.91%	5.00%	-	-
M/s Nirav Holdings				
- Number of shares	1,072,148	0.00%	-	-
- Percentage holding (%)	22.18%	0.00%	-	-
Nirav Manojkumar Desai				
- Number of shares	6,031	3,750	-	-
- Percentage holding (%)	0.12%	2.50%	-	-
Priti Nirav Desai				
- Number of shares	8,041	3,000	-	-
- Percentage holding (%)	0.17%	2.00%	-	-

**e) Rights, preferences and restrictions attached to equity shares**

The Company has equity shares, having par value of ₹ 10 per share. Each holder of equity share is entitled for one vote per share and has a right to receive dividend as recommended by the Board of Directors subject to the necessary approval from the shareholders.

**Note:**

1) The Company has been formed from conversion of Partnership firm into company vide a certificate of incorporation dated 31.03.2023. The company has been converted with paid up equity share capital of Rs. 15,00,000 divided into 1,50,000 equity shares of Rs. 10 each. After the conversion company has made a rights issue of 20,14,570 Equity Share of Rs. 10 Each at an issue price of Rs. 10. Further, company has made a rights issue of 54,175 Equity Share of Rs. 10 Each at an issue price of Rs. 57. Further, company has made a rights issue of 7,86,667 Equity Share of Rs. 10 Each at an issue price of Rs. 30. Further, company has made a bonus issue of 18,27,956 Equity Shares. The status of company prior to 31.03.2023 was that of partnership firm. Hence EPS, NAV per share of all years has been calculated by considering number of shares outstanding post conversion of partnership firm into company with bonus issue impact.

2) The above statements should be read with the significant accounting policies and notes to restated summary statements of assets & liabilities and statement of profit & loss appearing in Annexure I & II.

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**Annexure 6: Restated Statement of Reserves and surplus**

Particulars	As at June 15 2023	As at March 31,		
		2023	2022	2021
<b>A. Securities premium account</b>				
Balance at the beginning of the period / year	0.00	0.00	0.00	0.00
Add : On shares issued	182.80	0.00	0.00	0.00
Less : Utilisation of premium for issue of bonus shares	182.80	0.00	0.00	0.00
<b>Balance at the end of the period/year</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>B. Surplus in the Restated Statement of Profit and Loss</b>				
Balance at the beginning of the period/year	7.87	0.00	0.00	0.00
Add: Transitional adjustment on account of Schedule II to Companies Act, 2013	0.00	0.00	0.00	-0.76
<b>Restated Balance at the beginning of the period</b>	<b>7.87</b>	<b>0.00</b>	<b>0.00</b>	<b>-0.76</b>
Add : Transferred from the Restated Statement of Profit and Loss	1.32	9.27	0.54	0.52
Add : Reversal of Last year provision of income tax	3.10	-1.40	0.13	0.00
Less: Amount Transferred to Capital Account of Partners	0.00	0.00	0.67	-0.24
<b>Balance at the end of the period/year</b>	<b>12.30</b>	<b>7.87</b>	<b>0.00</b>	<b>0.00</b>

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**Annexure 7: Restated Statement of Long- term borrowings**

(₹ in Lakh)

Particulars	As at June 15 2023		As at March 31,					
			2023		2022		2021	
	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term
<b>Secured</b>								
(a) Term loans								
Term Loans from Bank			-	-	-	-	-	-
(b) Loans repayable on demand								
Working capital loan from banks	-	-	-	-	-	-	-	-
<b>Unsecured</b>								
(a) Loans from related parties	2.00	-	186.96	-	2.00	-	2.00	-
(b) Loans from Others	0.00	-	0.00	-	76.42	-	107.92	-
	2.00	-	186.96	-	78.42	-	109.92	-
<b>TOTAL</b>	2.00	-	186.96	-	78.42	-	109.92	-

Note: Above Loan from Related Parties is loan taken for business purpose at 0% Interest rate and without any tangible/intangible securities and is repayable on demand

Name of Lender	Purpose	Rate of interest	Morat-orium	Outstanding amount (in lakhs)
Hardik Ajitbhai Desai	Business Loan	Interest free	Nil	1.5
Kavita Hardik Desai	Business Loan	Interest free	Nil	0.5



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**Annexure 8: Deferred tax assets**

(₹ in Lakh)

Particulars	As at June 15 2023	As at March 31,		
		2023	2022	2021
<b>Deferred Tax Assets / (Liabilities)</b>				
Depreciation and amortisation				
Opening	0.26	0.21	0.13	0.00
Charged to Profit and Loss Statement	-0.02	0.04	0.08	0.13
Closing	0.24	0.26	0.21	0.13
<b>Deferred tax assets / (Liabilities)</b>	<b>0.24</b>	<b>0.26</b>	<b>0.21</b>	<b>0.13</b>

**Annexure 9: Restated Statement of Other long-term liabilities**

(₹ in Lakh)

Particulars	As at June 15 2023	As at March 31,		
		2023	2022	2021
Other Liabilities	0.00	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

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**Annexure 9 : Restated Statement of Trade payables**

(₹ in Lakh)

Particulars	As at June 15 2023	As at March 31,		
		2023	2022	2021
Dues of micro and small enterprises (refer note below)	0.00	0.00	0.00	0.00
Dues other than micro and small enterprises	0.00	0.00	0.00	0.00
	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**Note: Micro and Small Enterprises**

(₹ in Lakh)

Particulars	As at June 15 2023	As at March 31,		
		2023	2022	2021
(1) The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year.		-	-	-
(2) The amount of interest paid by the buyer 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 each accounting year.		-	-	-
(3) The amount of 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 the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.		-	-	-
(4) The amount of interest accrued and remaining unpaid at the end of each accounting year.		-	-	-
(5) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.		-	-	-

Note: Under the Micro, Small & Medium Enterprises Development Act, 2006 which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small & Medium Enterprises. The Company is in the process of compiling relevant information from its customers about their coverage under the said Act. Since the relevant information is not readily available, no disclosures have been made in the accounts. This has been relied upon by the auditors. Management believes that the figures for disclosures, if any, will not be significant.

**Annexure 10: Restated Statement of Other current liabilities**

(₹ in Lakh)

Particulars	As at June 15 2023	As at March 31,		
		2023	2022	2021
Advance from Customers	0.60	8.34	78.21	52.06
Employee Salary Payable	1.00	0.00	0.00	0.00
	<b>1.60</b>	<b>8.34</b>	<b>78.21</b>	<b>52.06</b>

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**Annexure 11: Restated Statement of Provisions**

(₹ in Lakh)

Particulars	As at June 15 2023		As at March 31,					
			2023		2022		2021	
	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term
<b>Provision for employee benefits</b>								
Provision for Wages and Salaries	0.00	0.60	0.00	0.00	0.00	0.00	0.00	0.00
Provision for Audit fees	0.00	0.50	0.00	0.25	0.00	0.00	0.00	0.00
<b>Others</b>								
Provision for tax for Current Period	0.00	0.45	0.00	3.10	0.00	0.16	0.00	0.13
Provision for tax for Preious Period	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	<b>0.00</b>	<b>1.55</b>	<b>0.00</b>	<b>3.35</b>	<b>0.00</b>	<b>0.16</b>	<b>0.00</b>	<b>0.13</b>

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Annexure 12: Restated Statement of Property, plant and equipment

(₹ in Lakh)

Tangible assets (Owned for own use)	Gross Block				Accumulated Depreciation			Net Block		
	Balance as at April 1, 2020	Addition	Disposal	Balance as at March 31, 2021	Balance as at April 1, 2020	ELIMINATED ON DISPOSAL OF ASSETS	DEPRICIATION /AMORTISATION EXPENDITURE OF THE YEAR	Balance as at March 31, 2021	Balance as at March31, 2021	Balance as at March31, 2020
Furniture & Fixture	5.38	0.00	0.00	5.38	1.54	0.00	0.99	2.53	2.85	3.84
TOTAL RS.	5.38	0.00	0.00	5.38	1.54	0.00	0.99	2.53	2.85	3.84

(₹ in Lakh)

Tangible assets (Owned for own use)	Gross Block				Accumulated Depreciation			Net Block		
	Balance as at April 1, 2021	Addition	Disposal	Balance as at March 31, 2022	Balance as at April 1, 2021	ELIMINATED ON DISPOSAL OF ASSETS	DEPRICIATION /AMORTISATION EXPENDITURE OF THE YEAR	Balance as at March 31, 2022	Balance as at March31, 2022	Balance as at March31, 2021
Furniture & Fixture	5.38	0.00	0.00	5.38	2.53	0.00	0.74	3.27	2.11	2.85
TOTAL RS.	5.38	0.00	0.00	5.38	2.53	0.00	0.74	3.27	2.11	2.85

(₹ in Lakh)

Tangible assets (Owned for own use)	Gross Block				Accumulated Depreciation			Net Block		
	Balance as at April 1, 2022	Addition	Disposal	Balance as at March 31, 2023	Balance as at April 1, 2022	ELIMINATED ON DISPOSAL OF ASSETS	DEPRICIATION /AMORTISATION EXPENDITURE OF THE YEAR	Balance as at March 31, 2023	Balance as at March 31, 2023	Balance as at March31, 2022
Furniture & Fixture	5.38	0.00	0.00	5.38	3.27	0.00	0.55	3.82	1.56	2.11
TOTAL RS.	5.38	0.00	0.00	5.38	3.27	0.00	0.55	3.82	1.56	2.11

(₹ in Lakh)

Tangible assets (Owned for own use)	Gross Block				Accumulated Depreciation			Net Block		
	Balance as at April 1, 2023	Addition	Disposal	Balance as at June 15, 2023	Balance as at April 1, 2023	ELIMINATED ON DISPOSAL OF ASSETS	DEPRICIATION /AMORTISATION EXPENDITURE OF THE YEAR	Balance as at June 15, 2023	Balance as at June 15, 2023	Balance as at March 31, 2023
Furniture & Fixture	5.38	0.00	0.00	5.38	3.82	0.00	0.08	3.90	1.48	1.56
TOTAL RS.	5.38	0.00	0.00	5.38	3.82	0.00	0.08	3.90	1.48	1.56

**Reet Projects Limited**  
**(Formerly Known as Orbit Corporation and Reet Projects)**  
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**Annexure 13: Restated Statement of Loans and advances**

(₹ in Lakh)

Particulars	As at June 15 2023		As at March 31,					
			2023		2022		2021	
	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term
<b>Unsecured, considered good (unless otherwise stated)</b>								
Security deposits	0.92	0.00	0.72	0.00	0.51	0.00	0.00	0.00
Advance to others parties	20.20	0.00	20.20	0.00	54.89	0.00	49.13	0.00
Advance to suppliers	0.00	127.70	0.00	61.97	0.00	15.44	0.00	0.00
	<b>21.12</b>	<b>127.70</b>	<b>20.92</b>	<b>61.97</b>	<b>55.40</b>	<b>15.44</b>	<b>49.13</b>	<b>0.00</b>

**Reet Projects Limited**  
(Formerly Known as Orbit Corporation and Reet Projects)  
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**Annexure 14: Restated Statement of Trade receivables**

(₹ in Lakh)

Particulars	As at June 15 2023	As at March 31,		
		2023	2022	2021
<b>Outstanding for a period exceeding six months from the date they are due for payment</b>				
Unsecured, considered good	20.22	15.47	15.47	59.96
Unsecured, considered doubtful	0.00	0.00	0.00	0.00
	20.22	15.47	15.47	59.96
Less Provision for doubtful debts	0.00	0.00	0.00	0.00
	<b>20.22</b>	<b>15.47</b>	<b>15.47</b>	<b>59.96</b>
<b>Other debts</b>				
Unsecured, considered good	0.00	0.00	0.00	0.00
	<b>20.22</b>	<b>15.47</b>	<b>15.47</b>	<b>59.96</b>

**Annexure 15: Restated Statement of Inventories**

Particulars	As at June 15 2023	As at March 31,		
		2023	2022	2021
Trading Stock	113.21	116.59	92.02	118.15
Work-in-Process	18.28	0.00	12.83	9.60
<b>Total</b>	<b>131.48</b>	<b>116.59</b>	<b>104.84</b>	<b>127.75</b>

**Annexure 16: Restated Statement of Cash and Cash Equivalents**

Particulars	As at June 15 2023	As at March 31,		
		2023	2022	2021
<b>Cash and cash equivalents</b>				
Cash on hand	1.04	0.64	4.10	3.29
Balances with banks - in current accounts	190.16	0.12	0.06	0.25
	<b>191.21</b>	<b>0.75</b>	<b>4.16</b>	<b>3.54</b>
<b>Other bank balances</b>				
Balance in escrow accounts	0.00	0.00	0.00	0.00
Margin Money	0.00	0.00	0.00	0.00
	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Total</b>	<b>191.21</b>	<b>0.75</b>	<b>4.16</b>	<b>3.54</b>

**Annexure 17: Restated Statement of Other current assets**

Particulars	As at June 15 2023	As at March 31,		
		2023	2022	2021
<b>Unsecured, considered good (unless otherwise stated)</b>				
Advance tax	4.00	4.00	0.00	0.00
Prepaid SMC Tax	1.29	0.00	0.00	0.00
GST Receivable	2.05	0.00	0.00	0.00
	<b>7.34</b>	<b>4.00</b>	<b>0.00</b>	<b>0.00</b>

**Reet Projects Limited**  
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**Annexure 14.1: Restated Statement of Ageing Schedule**

**Trade receivables as on June 15, 2023** (₹ in Lakh)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables — considered good	4.75	0.00	0.00	6.69	8.78	20.22
(ii) Undisputed Trade Receivables — considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Disputed Trade Receivables considered good	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Receivables considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00

Note: Though some debtors are more than 3 years old, company is confident of receipt of these outstanding in due course of time hence they are classified as good.

**Trade receivables as on March 31, 2023** (₹ in Lakh)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables — considered good	0.00	0.00	2.75	12.72	0.00	15.47
(ii) Undisputed Trade Receivables — considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Disputed Trade Receivables considered good	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Receivables considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00

**Trade receivables as on March 31, 2022** (₹ in Lakh)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables — considered good	0.00	6.19	9.28	0.00	0.00	15.47
(ii) Undisputed Trade Receivables — considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Disputed Trade Receivables considered good	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Receivables considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00

**Trade receivables as on March 31, 2021** (₹ in Lakh)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables — considered good	49.68	10.28	0.00	0.00	0.00	59.96
(ii) Undisputed Trade Receivables — considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00
(iii) Disputed Trade Receivables considered good	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed Trade Receivables considered doubtful	0.00	0.00	0.00	0.00	0.00	0.00

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**Annexure 18: Restated Statement of Revenue from operations**

(₹ In Lakh)

Particulars	For the Period from 1st April 2023 to 15th June 2023	For the year ended March 31,		
		2023	2022	2021
<b>Revenue from operations</b>				
Revenue from Sale of Plots	12.49	7.00	29.59	33.10
Revenue from Construction work	0.00	2.51	2.00	0.00
Revenue from Sale of Rowhouse	0.00	71.00	0.00	126.30
	<b>12.49</b>	<b>80.51</b>	<b>31.59</b>	<b>159.40</b>

**Annexure 19: Restated Statement of Other income**

(₹ In Lakh)

Particulars	For the Period from 1st April 2023 to 15th June 2023	For the year ended March 31,		
		2023	2022	2021
Other Miscellaneous Income	0.00	0.00	0.00	0.00
	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Profit before tax</b>	1.79	12.34	.62	.51
<b>% of other income to profit before tax</b>	0.00%	0.00%	0.00%	0.00%

**Annexure 20: Cost of Goods Sold**

(₹ In Lakh)

Particulars	For the Period from 1st April 2023 to 15th June 2023	For the year ended March 31,		
		2023	2022	2021
Purchase of Land for Trading	0.00	31.26	0.00	0.00
	<b>0.00</b>	<b>31.26</b>	<b>0.00</b>	<b>0.00</b>

**Annexure 21: Changes in Inventories**

(₹ In Lakh)

Particulars	For the Period from 1st April 2023 to 15th June 2023	For the year ended March 31,		
		2023	2022	2021
<b>Opening Stock</b>				
Opening Trading	116.59	92.02	118.15	169.83
Opening Work in Progress	0.00	12.83	9.60	41.05
	<b>116.59</b>	<b>104.84</b>	<b>127.75</b>	<b>210.88</b>
<b>Closing Stock</b>				
Closing Stock Trading	113.21	116.59	92.02	118.15
Closing Work in Progress	18.28	0.00	12.83	9.60
	<b>131.48</b>	<b>116.59</b>	<b>104.84</b>	<b>127.75</b>
	<b>-14.89</b>	<b>-11.75</b>	<b>22.91</b>	<b>83.13</b>



**Annexure 22: Restated Statement of Employee benefits expense**

(₹ In Lakh)

Particulars	For the Period from 1st April 2023 to 15th June 2023	For the year ended March 31,		
		2023	2022	2021
Salaries, wages and bonus	4.06	4.38	1.92	4.14
	<b>4.06</b>	<b>4.38</b>	<b>1.92</b>	<b>4.14</b>

**Annexure 23: Restated Statement of Finance costs**

(₹ In Lakh)

Particulars	For the Period from 1st April 2023 to 15th June 2023	For the year ended March 31,		
		2023	2022	2021
Interest expense	0.00	0.00	0.00	0.00
Interest on Partners Capital	0.00	0.00	0.00	0.00
Bank charges	0.01	0.02	0.04	0.07
	<b>0.01</b>	<b>0.02</b>	<b>0.04</b>	<b>0.07</b>

**Annexure 24: Restated Statement of Depreciation and amortisation expense**

(₹ In Lakh)

Particulars	For the Period from 1st April 2023 to 15th June 2023	For the year ended March 31,		
		2023	2022	2021
Depreciation and amortisation expense (Refer Annexure 12)	0.08	0.55	0.74	0.99
	<b>0.08</b>	<b>0.55</b>	<b>0.74</b>	<b>0.99</b>

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**Annexure 25: Restated Statement of Other expenses**

**(₹ in Lakh)**

Particulars	For the Period from 1st April 2023 to 15th June 2023	For the year ended March 31,		
		2023	2022	2021
Auditor's remuneration (Refer note below)	0.25	0.25	0.00	0.00
Construction Expenses	19.35	37.72	3.80	68.31
Commission expenses	0.00	1.00	0.00	1.50
Electricity charges	0.00	0.91	0.00	0.25
Legal, Professional and Technical Fees	0.97	1.00	0.00	0.00
Office expenses	0.26	0.21	0.00	0.20
Rates & Taxes	0.31	2.63	1.58	0.31
Advertisement and Sales Promotion expenses	0.29	0.00	0.00	0.00
	<b>21.43</b>	<b>43.72</b>	<b>5.38</b>	<b>70.56</b>

**Note: Auditor's remuneration (excluding tax)**

**(₹ in Lakh)**

Particulars	For the Period from 1st April 2023 to 15th June 2023	For the year ended March 31,		
		2023	2022	2021
<b>As auditor</b>				
Statutory audit	0.25	0.25	0.00	0.00
Tax audit	0.00	0.00	0.00	0.00
Reimbursement of expenses	0.00	0.00	0.00	0.00
	<b>0.25</b>	<b>0.25</b>	<b>0.00</b>	<b>0.00</b>

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**Annexure 26: Restated Statement of Accounting and other ratios**

(₹ in Lakh except per Share data)

Sr. no.	Particulars	As at June 15 2023	As at March 31,		
			2023	2022	2021
A	Net worth, as restated (₹)	495.63	22.87	40.84	81.25
B	Profit after tax, as restated (₹)	1.32	9.27	.54	.52
C	Weighted average number of equity shares outstanding at the period/ year end	594,766	150,000	150,000	150,000
D	Impact on account of Bonus Issue	1,827,956	1,827,956	1,827,956	1,827,956
	<b>Weighted average number of equity shares outstanding at the period/ year end with Bonus Impact (C + D)</b>				
E	For Basic earnings per share	2,422,722	1,977,956	1,977,956	1,977,956
F	For Diluted earnings per share	2,422,722	1,977,956	1,977,956	1,977,956
	<b>Earnings per share</b>				
G	Basic earnings per share (₹) (B/E)	0.05	0.47	0.03	0.03
H	Diluted earnings per share (₹) (B/F)	0.05	0.47	0.03	0.03
I	<b>Return on Net Worth (%) (B/A*100)</b>	0.27%	40.55%	1.33%	0.64%
J	Number of shares outstanding at the end of the period/ year	2,422,722	1,977,956	1,977,956	1,977,956
I	<b>Net asset value per equity share of ₹ 10 each (₹) (A/H)</b>	20.46	1.16	2.06	4.11
J	Face value of equity shares (₹)	10.00	10.00	10.00	10.00

**Notes :-**

- 1) The ratios have been computed in the following manner :

a) Basic and Diluted earnings per share (₹)

$$\frac{\text{Restated Profit after tax attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the period/year}}$$

Note: The Company does not have any diluted potential Equity Shares. Consequently the basic and diluted profit/earning per share of the company remain the same.

- b) Return on net worth (%) =

$$\frac{\text{Restated Profit after tax}}{\text{Restated Net worth as at period/ year end}}$$

- c) Net asset value per share (₹)

$$\frac{\text{Restated Net Worth as at period/ year end}}{\text{Total number of equity shares as at period/ year end}}$$

- 2) The figures disclosed above are based on the Restated Financial Information of the Company.
- 3) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted for the number of equity shares issued during the period/year multiplied by the time weightage factor. The time weightage factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.
- 4) Ratios for the period ended June 13, 2023 have not been annualised.
- 5) Net worth for the ratios represents sum of share capital and reserves and surplus (share premium and surplus in the Restated Statement of
- 6) The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company in Annexure 4.

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**Annexure 26: Restated Statement of Accounting and other ratios**

Particulars	As at June 15, 2023	As at March 31,			Reason for movement
		2023	2022	2021	
Current Ratio (a/b)	151.69	17.00	1.79	3.66	Company has purchased new land bank in end of 2023 and hence stock land available for use has increased resulting in higher current assets
Current Assets (a)	477.95	198.78	139.91	191.25	
Current Liabilities (b)	3.15	11.69	78.37	52.19	
Debt Equity Ratio (a/b)	0.00	8.17	1.92	1.35	Company does not have any bank finance or any other unsecured loan except from its directors and hence company has very low Debt equity ratio.
Total Debt (a)	2.00	186.96	78.42	109.92	
Total Equity (b)	495.63	22.87	40.84	81.25	
Return on Equity Ratio (a/b)	0.00	0.41	0.01	0.01	Company has performed well in year 2023 and in stub period, however due to increase in company's equity, ROE has decreased in stub period.
Net Income (a)	1.32	9.27	.54	.52	
Share holder's equity (b)	495.63	22.87	40.84	81.25	
Trade Receivables Turnover Ratio (a/b)	2.97	5.21	2.04	2.66	Company's Trade Receivable Turnover ratio has improved in 2023 and management is working on credit policies to ensure faster recovery of receivables
Net Credit Sales (a)	12.49	80.51	31.59	159.40	
Average Accounts Receivable (b)	4.21	15.47	15.47	59.96	
Net Capital Turnover Ratio (a/b)	0.03	0.43	0.51	1.15	Company's Current Asset mainly comprises of Land bank held to sale in future. Company had done strategic purchase of bulk land to earn profits in future. However, plot selling being strategic business, sale cant match Net working capital year on year hence low ratios.
Net Sales (a)	12.49	80.51	31.59	159.40	
Net Working Capital (b)	474.80	187.09	61.54	139.06	
Net Profit Ratio (a/b)	10.57%	11.52%	1.72%	0.33%	Company could sale its plots & constructed properties at better margins in last 2 years as compared to earlier years. And hence ratios have improved
Net Profit (a)	1.32	9.27	.54	.52	
Net Sales (b)	12.49	80.51	31.59	159.40	
Return on Capital Employed (a/b)	0.00	0.06	0.01	0.00	Company has recently increased its share capital hence its ROE ratio has decreased.
Profit before Interest & Tax (a)	1.80	12.36	.65	.58	
Capital employed (b)	497.63	209.83	119.26	191.17	
Return on Investment	-	-	-	-	Company does not have any Investment hence Not Applicable
Trade Payables Turnover Ratio	-	-	-	-	Company does not have Trade payable hence Not Applicable
Interest Coverage Ratio	-	-	-	-	Company does not have any debt with Interest liability hence Not Applicable

**Reet Projects Limited**  
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**Annexure 27: Statement of dividend declared**

(₹ in Lakh except per share data)

Particulars	As at June 15 2023	As at March 31,		
		2023	2022	2021
<b>Equity shares</b>				
Equity share capital (₹)	483.34	15.00	-	-
Number of equity shares	4,833,368	150,000	-	-
Face value per share (₹)	10.00	10.00	10.00	10.00
<b>Dividend on equity shares</b>				
Final dividend rate	0.000%	0.000%	0.000%	0.000%
<b>Dividend paid on equity shares</b>				
Final dividend (₹)	-	-	-	-
Tax on dividend including surcharge (₹)	-	-	-	-

1. The above statement should be read with the Statement of Notes to the Restated Financial Information in Annexure 4.

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**Annexure 28: Restated Statement of Related party disclosures**

**(a) Names of related parties and description of relationship:**

Nature of related parties	DIN	Description of relationship
<b>Key Management Personnel</b>		
Hardik Ajitkumar Desai	01950590	Chairman and Managing Director
Kavita Hardik Desai	01950591	Executive Director
Reet Hardik Desai	10097611	Executive Director
Nirav Manojkumar Desai	08348502	Non-Executive Director
Gopal Indravadan Bhagat	10150825	Independent Director
Jitendra Mangabhai Warde	01980422	Independent Director
Kaushal Desai		CFO
Poorvi Jain		CS
<b>Relative of Key Managerial Personnel</b>		
Pratik Ajitkumar Desai		Relative of Hardik Desai
Priti Nirav Desai		Relative of Nirav Desai
<b>Others</b>		
Desai Building Material		Firm in which the Partners / Directors exercise significant influence
Shree Residency		
Jayraj Infrastructure		
Swastik Infrastructure		
M/s Nirav Holdings		

**b) Transactions with related parties:**

(₹ in Lakh)

Particulars	For the period from 1st April 2023 to 15th June 2023	For the year ended March 31,		
		2023	2022	2021
<b>Loan taken</b>				
Hardik Ajitbhai Desai	57.05	103.63	0.00	0.00
Kavita Hardik Desai	8.90	79.33	0.00	0.00
Reet Hardik Desai	1.00	4.00	0.00	0.00
Shree Residency	0.00	0.00	0.00	0.00
M/s Nirav Holdings	200.00	0.00	0.00	0.00
<b>Purchase of Land</b>				
Hardik Ajitbhai Desai	0.00	20.00	0.00	0.00
<b>Repayment of loan taken</b>				
Hardik Ajitbhai Desai	9.00	0.00	0.00	0.00
Kavita Hardik Desai	5.45	0.00	0.00	0.00
Reet Hardik Desai	0.00	0.00	0.00	0.00
Shree Residency	0.00	2.00	0.00	0.00
<b>Conversion of Loan to Share Capital</b>				
Hardik Ajitbhai Desai	150.18	0.00	0.00	0.00
Kavita Hardik Desai	82.28	0.00	0.00	0.00
Reet Hardik Desai	5.00	0.00	0.00	0.00
M/s Nirav Holdings	200.00	0.00	0.00	0.00
<b>Partners Capital Accounts</b>				
<b>Hardik Ajitbhai Desai</b>				
Opening Balance	0.00	17.15	16.18	29.75
Addition	0.00	222.24	18.08	4.22
Remuneration To Partner	0.00	0.00	0.00	0.00
Share of Profit (Restated Statement)	0.00	0.47	0.00	1.29
Transfer to Equity Share Account	0.00	6.75	0.00	0.00
Transfer to Loan Account	0.00	103.63	0.00	0.00
Deletion	0.00	129.48	17.11	19.08
Closing Balance	0.00	0.00	17.15	16.18
<b>Reet Hardik Desai</b>				
Opening Balance	0.00	0.00	0.00	0.00
Addition	0.00	0.75	0.00	0.00
Remuneration To Partner	0.00	0.00	0.00	0.00
Share of Profit (Restated Statement)	0.00	0.00	0.00	0.00
Transfer to Equity Share Account	0.00	0.75	0.00	0.00
Transfer to Loan Account	0.00	0.00	0.00	0.00
Deletion	0.00	0.00	0.00	0.00
Closing Balance	0.00	0.00	0.00	0.00

Particulars	For the period from 1st April 2023 to 15th June 2023	For the year ended March 31,		
		2023	2022	2021
<b><u>Kavita Hardik Desai</u></b>				
Opening Balance	0.00	-42.34	-31.29	-6.23
Addition	0.00	159.65	8.79	12.38
Remuneration To Partner	0.00	0.00	0.00	0.00
Share of Profit (Restated Statement)	0.00	0.47	0.00	1.29
Transfer to Equity Share Account	0.00	6.75	0.00	0.00
Transfer to Loan Account	0.00	79.33	0.00	0.00
Deletion	0.00	31.70	19.85	38.73
Closing Balance	0.00	0.00	-42.34	-31.29
<b>Receiving Goods and/ or services</b>				
Desai Building Material	12.45	0.00	0.00	0.00
Jayraj Infrastructure	0.00	4.70	0.00	18.82
<b>Payment for Goods and/ or services</b>				
Desai Building Material	13.80	6.92	0.00	0.00
Swastik Infrastructure	0.00	14.41	10.24	2.00
<b>Payment for Salary</b>				
Kaushal Desai	0.50	0.00	0.00	0.00
<b>Sale of Plot/Row house/Contractor Service</b>				
Reet Hardik Desai	0.00	0.00	0.00	3.78
Pratik Ajitkumar Desai	0.00	0.00	0.00	28.20
Priti/Nirav Desai	0.00	2.51	0.00	98.10
<b><u>Amount receivable</u></b>				
<b>Trade receivable</b>				
Reet Hardik Desai	3.78	3.78	3.78	3.78
Pratik Ajitkumar Desai	3.44	3.44	3.44	3.44
Priti Nirav Desai	0.00	0.00	0.00	11.59
Nirav Manojkumar Desai	0.00	0.00	0.00	34.65
<b>Advance for Construction Work</b>				
Swastik Infrastructure	19.16	19.16	10.24	0.00
Desai Building Material	2.30	0.95	0.00	0.00
Jayraj Infrastructure	0.00	0.00	2.95	0.00
<b>Advance from Customer</b>				
Priti Nirav Desai	0.00	0.00	2.51	0.00
<b>Salary payable</b>				
Hardik Desai	1.60	0.00	0.00	0.00

**Annexure 29 : Statement of tax shelter**

(₹ in Lakh)

Particulars	As at June 15, 2023	As at March 31,		
		2023	2022	2021
<b>Profit before tax, as restated (A)</b>	1.79	12.34	0.62	0.51
Tax rate (%) (B)	25.17%	25.17%	25.17%	25.17%
<b>Tax expense at nominal rate [C= (A*B)]</b>	<b>0.45</b>	<b>3.10</b>	<b>0.16</b>	<b>0.13</b>
<b>Adjustments</b>				
<b>Permanent differences</b>				
Donations	0.00	0.00	0.00	0.00
Prior period expenses	0.00	0.00	0.00	0.00
Interest/penalties on delayed payment of taxes	0.00	0.00	0.00	0.00
Adjustment on account of Section 37 under Income tax Act, 1961	0.00	0.00	0.00	0.00
<b>Total permanent differences (D)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Timing differences</b>				
Depreciation difference as per books and as per tax	-0.08	0.17	0.32	0.53
Adjustment on account of Section 43B under Income tax Act, 1961	0.00	0.00	0.00	0.00
Adjustment on account of Section 40 under Income tax Act, 1961	0.00	0.00	0.00	0.00
Provision for gratuity	0.00	0.00	0.00	0.00
Provision for doubtful debts	0.00	0.00	0.00	0.00
<b>Total timing differences (E)</b>	<b>-0.08</b>	<b>0.17</b>	<b>0.32</b>	<b>0.53</b>
<b>Deduction under Chapter VI-A (F)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Net adjustments(G)=(D+E-F)</b>	<b>-0.08</b>	<b>0.17</b>	<b>0.32</b>	<b>0.53</b>
<b>Tax impact of adjustments (H)=(G)*(B)</b>	<b>-0.02</b>	<b>0.04</b>	<b>0.08</b>	<b>0.13</b>
<b>Tax expenses (I= H+C) (derived)</b>	<b>0.43</b>	<b>3.15</b>	<b>0.24</b>	<b>0.26</b>
<b>Current tax expense as per Restated Statement of Profit and Loss</b>	<b>0.45</b>	<b>3.10</b>	<b>0.16</b>	<b>0.13</b>

**Notes:**

1. The above statement is in accordance with Accounting Standard - 22, "Accounting for Taxes on Income" prescribed under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014 ( as amended).
2. The permanent/timing differences for the years ended 31 March 2022, 2021 have been computed based on the Income-tax returns filed for the respective years after giving adjustments to restatements, if any.
3. Figures for the June 15, 2023 and March, 31 2023 have been derived from the provisional computation of total income prepared by the Company in line with the final return of income filed for the assessment year 2022-23 and are subject to any change that may be considered at the time of filing return of income for the assessment year 2023-24.
4. Statutory tax rate includes applicable surcharge, education cess and higher education cess of the year concerned.
5. The above statement should be read with the Statement of Notes to the Standalone Financial Information of the Company.



**Annexure 30: Restated Statement of Capitalisation**

(₹ in Lakh)

Particulars	Pre Issue as at June 15, 2023	Post Issue
<b>Borrowings</b>		
Short- term	.00	[•]
Long- term (including current maturities) (A)	2.00	[•]
<b>Total Borrowings (B)</b>	<b>2.00</b>	<b>[•]</b>
<b>Shareholders' funds</b>		
Share capital	483.34	[•]
Reserves and surplus	12.30	[•]
<b>Total Shareholders' funds (C)</b>	<b>495.63</b>	<b>[•]</b>
<b>Long- term borrowings/ equity* {(A)/(C)}</b>	<b>0.00</b>	<b>[•]</b>
<b>Total borrowings / equity* {(B)/(C)}</b>	<b>0.00</b>	<b>[•]</b>

\* equity= total shareholders' funds

**Notes:**

- 1 Short-term borrowings implies borrowings repayable within 12 months from the Balance Sheet date. Long-term borrowings are debts other than short-term borrowings and also includes the current maturities of long-term borrowings (included in other current liabilities).
- 2 The above ratios have been computed on the basis of the Restated Standalone Summary Statement of Assets and Liabilities of the Company.
- 3 The above statement should be read with the Statement of Notes to the Restated Standalone Financial Information of the Company in Annexure IV.

[•] The corresponding post issue figures will be calculated on finalisation of issue price and the number of shares on finalisation of basis of allotment.

**Annexure 31: Other Notes**

- (i) The company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.
- (iii) The Erstwhile Partnership Firm i.e. Reet Projects (Erstwhile known as "Orbit Corporation") had never borrowed any money from any banking/ non banking financial institution.
- (iv) The company have not traded or invested in Crypto currency or Virtual Currency during the period/year.
- (v) The company have not advanced or loaned or invested funds to any other person(s) or entity (ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) 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
  - (b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The company have not received any fund from any person(s) or entity (ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
  - (a) 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
  - (b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (vii) The company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (viii) The company is not declared as wilful defaulter by any bank or financial Institution or other lender.
- (ix) There is no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

**CAPITALISATION STATEMENT**

*[The Remainder of this Page has intentionally been left blank]*

**Annexure 30: Restated Statement of Capitalisation**

(₹ in Lakh)

Particulars	Pre Issue as at June 15, 2023	Post Issue
<b>Borrowings</b>		
Short- term	.00	[•]
Long- term (including current maturities) (A)	2.00	[•]
<b>Total Borrowings (B)</b>	<b>2.00</b>	<b>[•]</b>
<b>Shareholders' funds</b>		
Share capital	483.34	[•]
Reserves and surplus	12.30	[•]
<b>Total Shareholders' funds (C)</b>	<b>495.63</b>	<b>[•]</b>
<b>Long- term borrowings/ equity* {(A)/(C)}</b>	<b>0.00</b>	<b>[•]</b>
<b>Total borrowings / equity* {(B)/(C)}</b>	<b>0.00</b>	<b>[•]</b>

\* equity= total shareholders' funds

**Notes:**

- 1 Short-term borrowings implies borrowings repayable within 12 months from the Balance Sheet date. Long-term borrowings are debts other than short-term borrowings and also includes the current maturities of long-term borrowings (included in other current liabilities).
- 2 The above ratios have been computed on the basis of the Restated Standalone Summary Statement of Assets and Liabilities of the Company.
- 3 The above statement should be read with the Statement of Notes to the Restated Standalone Financial Information of the Company in Annexure IV.

[•] The corresponding post issue figures will be calculated on finalisation of issue price and the number of shares on finalisation of basis of allotment.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

*You should read the following discussion of our financial condition and results of operations together with the Restated Financial Statements as of and for the Fiscals 2023, 2022 and 2021 including the notes and significant accounting principles thereto and the report thereon, which appear beginning on page 149 of this Draft Prospectus. Our Restated Financial Statements differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries, and our assessment of the factors that may affect our prospects and performance in future periods. Accordingly, the degree to which our Restated Financial Statements will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Ind GAAP. These regulations may also vary with ICDS, which may be material to an investor's assessment of our results of operations and financial condition. Our fiscal year ends on March 31 of each year, so all references to a particular Fiscal or fiscal year are to the twelve-month period ended March 31 of that year.*

*The following 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 chapter titled "Risk Factors" and "Forward Looking statements" on page 24 and 14, respectively of this Draft Prospectus and elsewhere in this Draft Prospectus.*

*Some of the information contained in this section, including information with respect to our strategies, contain forward- looking statements that involve risks and uncertainties. You should read the chapter titled "Forward-Looking Statements" beginning on page 14 of this Draft Prospectus for a discussion of the risks and uncertainties related to those statements and also the chapter titled "Risk Factors" and "Business Overview" beginning on pages 24 and 109, respectively, of this Draft Prospectus for a .discussion of certain factors that may affect our business, results of operations and financial condition. The actual results of the Company may differ materially from those expressed in or implied by these forward-looking statements.*

*Unless otherwise stated, references to "the Company", "our Company", "we", "us", and "our" are to Reet Projects Limited.*

### **Overview**

Our Company was originally formed as a partnership firm in the name and style of "M/s. Orbit Corporation" vide partnership deed dated April 29, 2014 which was reconstituted on February 11, 2019, August 8, 2022 and February 16, 2023. The name of the partnership firm was changed to "M/s. Reet Projects" with the consent of the partners. Later on, the firm was converted into a public limited company under same style as "Reet Projects Limited" under the Companies Act, 2013 vide certificate of incorporation dated March 31, 2023 issued by Assistant Registrar of Companies, Central Registration Centre, bearing Corporate Identification Number U41001GJ2023PLC139730.

Main object of our Company is to undertake real estate development & construction, primarily in the business of developing and constructing of Projects such as Residential & Commercial Plotting, residential, commercial and industrial buildings, colonies, mills and factory's buildings, workshop's building, etc.

We are primarily operating in Bharuch district of Gujarat and are focused on development of plot, construction of row houses, bungalows, residential & commercial projects. Further our Company is currently focusing on opportunities to build a brand in real estate sector. Our Company intends to take advantage of the opportunities that are available in the real estate sector, especially in Bharuch and the nearby areas. Our operations will cover all aspects of real estate development, from the identification and acquisition of land, the planning, execution and marketing of our projects, maintenance and management of our completed developments etc. Our Company may also enter into project specific joint ventures or partnerships with other companies to grow its business.

For the period ended June 15, 2023, Fiscal 2023, Fiscal 2022 and Fiscal 2021, our total revenue was ₹ 12.49 lakhs, ₹ 80.51 lakhs, ₹ 31.59 lakhs and ₹ 159.40 lakhs, respectively, and our profit after tax for the year was ₹ 1.25 lakhs, ₹ 9.27 lakhs, ₹ 0.54 lakhs and ₹ 0.52 lakhs, respectively. Our EBITDA for the period ended June 15, 2023, in Fiscal 2023, Fiscal 2022 and Fiscal 2021 was ₹ 1.78 lakhs, ₹ 12.89 lakhs, ₹ 1.35 lakhs and ₹ 1.51 lakhs, respectively.

## Principal Factors Affecting our Results of Operations:

We have applied the following accounting policies in preparing our financial statements for Fiscal 2023:

### i. Significant Accounting Policies

#### a. Basis of preparation of financial statements:

The Restated Statement of Assets and Liabilities of the Company as at 31 March 2021, 31 March 2022, 31 March 2023, 13 June 2023, the Restated Statement of Profit and Loss and the Restated Statement of Cash Flows for the period/ years ended 31 March 2021, 31 March 2022, 31 March 2023, 13 June 2023, and the annexures thereto (herein collectively referred to as 'Restated Financial Information') have been compiled by the management of the Company from the financial statements of the partnership firm for the period/ years ended 31 March 2021, 31 March 2022, 31 March 2023 and have been prepared specifically for the purpose of inclusion in the Offer Document to be filed by the Company with the SME portal of Bombay Stock Exchange i.e. BSE Limited.

The Firm "Reet Projects"(Previously known as Orbit Corporation) was converted in to Public Limited company on the day of 31st March 2023 and hence The Restated Statement of Assets and Liabilities of the Company as at 31 March 2023 is of the company "Reet Projects Limited" whereas the Restated Statement of Profit and Loss and the Restated Statement of Cash Flows for the year ended 31st March 2023 is of the Firm "Reet Projects" (Previously known as Orbit Corporation).

These aforementioned audited financial statements were prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) under the historical cost convention on accrual basis. These audited financial statements have been prepared to comply in all material aspects with the Accounting Standards prescribed by the Central Government, Section 133 of the Companies Act, 2013 (the "Act"), read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) and the relevant provisions of the Act/ Companies Act, 2013, as applicable.

The Restated Financial Information have been prepared to comply in all material aspects with the requirements of Section 26(1)(b) of the Act read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time).

All assets and liabilities have been classified / reclassified as current and non-current as per normal operating cycle of the Company and other criteria set out in the Schedule III to the Companies Act, 2013. Based on nature of products/services, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

The aforementioned Restated Financial Information have been prepared in Indian Rupee (₹).

#### b. Use of estimates:

of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of property, plant and equipment, provision for doubtful debts/ advances, future obligations in respect of retirement benefit plans, etc. Difference, if any, between the actual results and estimates is recognised in the period in which the results are known.

#### c. Depreciation:

In financial statements, prior to 31-Mar-2023, depreciation on property, plant and equipment in the hands of the firm was provided on written down value method at the rates and in the manner specified in Schedule V to the Income Tax Act, 1961.

However, in restated financial statement, Depreciation on the assets have been provided on Written Down Value {WDV} method as per the rates and in the manner prescribed in Schedule II of the Companies Act, 2013.

Depreciation on fixed assets purchased / sold during the year is provided on pro-rata basis with reference to the date of addition/disposal thereof.

#### d. Revenue recognition:

Sales are recognized, net of taxes, returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which in our case happens at time of execution of Sale deed. However, in some cases where due to unavoidable reason Sale deed is not executed but allotment letter to sale is signed and full consideration to that effect is received, revenue is recognised in year of signing of allotment letter. However, management has given assurance that required legal documents will be executed as and when buyer decides for the same.

Revenue from services is recognised when the provision of services is complete and there is either no unfulfilled obligations on the Company or unfulfilled obligations are inconsequential or perfunctory and will not affect the customer's final acceptance of the services.

e. Fixed Assets:

Fixed assets are stated at cost which includes price, duties, levies and any directly attributable cost of bringing the assets to its working condition for the Intended use as reduced by any part of the cost reimbursed by Government or otherwise by way of any concession, credits, Cenvat reduction in price, discount etc. or otherwise, at the time of purchase or otherwise subsequently less accumulated depreciation.

f. Inventories:

Inventories are valued at the lower of cost (on FIFO basis) and the net realisable value. Cost includes all charges in bringing the goods to the point of sale. Work-in-progress include appropriate proportion of overheads.

g. Foreign currency transactions:

The reporting currency of the Company is Indian Rupee.

Foreign currency transactions are recorded on initial recognition in the reporting currency using the exchange rates prevailing at the date of the transaction.

Monetary assets and monetary liabilities denominated in foreign currencies are converted at rate of exchange prevailing on the date of the Balance Sheet, if any.

Exchange differences on settlement/conversion are included in the Statement of Profit and Loss in the period in which they arise.

h. Employee benefits

a. Short-term employee benefits:

All employee benefits payable wholly within twelve months of rendering the services are classified as short-term employee benefits. Benefits such as salaries, wages, expected cost of bonus and short term compensated absences etc. are recognised in the period in which the employee renders the related service.

b. Post-employment benefits:

Defined contribution plans: The provisions of Gratuity Act, Provident fund & ESIC are not applicable to the company as on the latest balance sheet date as number of employees of the company are less than 10. Hence no provisions in that regard are created.

i. Borrowing costs:

Company does not have any secured/unsecured borrowings from any bank/non banking institution and no interest is payable to any one in that regard. However, as a policy, General and specific borrowing costs directly attributable to the acquisition/ construction of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time the assets are substantially ready for their intended use. All other borrowing costs are recognised as an expense in Statement of Profit and Loss in the period in which they are incurred.

j. Taxes on income:

The provision for current taxation is computed in accordance with the relevant tax regulations. Deferred tax is recognised on timing differences between the accounting and taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as at the Balance Sheet date. Deferred tax assets in respect of unabsorbed depreciation and carry forward losses under tax laws are recognised and carried forward to the extent there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised in future. Where there is no unabsorbed depreciation / carry forward loss, deferred tax assets are recognised only to the extent there is a reasonable certainty of realisation in future. Such assets are reviewed at each Balance Sheet date to reassess realisation.

k. Provisions and contingent liabilities:

Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to their present value.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

## KEY PERFORMANCE INDICATORS OF OUR COMPANY

(₹ in lakhs, except for ratios and percentages)

Particulars	Reet Projects Limited ("the Company")	M/s. Reet Projects ("Partnership firm")		
	For the period ended June 15, 2023	As at, or for the fiscal year ended, March 31,		
		2023	2022	2021
Revenue from operations	12.49	80.51	31.59	159.40
Total Revenue	12.49	80.51	31.59	159.40
EBITDA <sup>(1)</sup>	1.87	12.89	1.35	1.51
EBITDA Margin <sup>(2)</sup>	14.98%	16.00%	4.27%	0.95%
PAT	1.32	9.27	0.54	0.52
PAT Margin <sup>(3)</sup>	10.57%	11.51%	1.71%	0.32%
*ROE <sup>(4)</sup>	0	0.41	0.01	0.01
Capital Employed <sup>(5)</sup>	497.63	209.83	119.26	191.17
*ROCE <sup>(6)</sup>	0	0.06	0.01	0
Debt <sup>(7)</sup>	2	186.96	78.42	109.92
Net Debt <sup>(8)</sup>	(189.2)	186.21	74.26	106.38
Debt-Equity Ratio <sup>(9)</sup>	0.00	8.17	1.92	1.35
*Net Debt-EBITDA Ratio <sup>(10)</sup>	(101.12)	14.45	55.01	70.45
Net Tangible Assets <sup>(11)</sup>	495.63	22.87	40.84	81.25
Monetary Assets <sup>(12)</sup>	191.21	0.75	4.16	3.54
% of Monetary Assets to Net Tangible Assets <sup>(13)</sup>	38.58%	3.28%	10.19%	4.36%
Net Worth <sup>(14)</sup>	495.63	22.87	40.84	81.25
*Return on Net Worth <sup>(15)</sup>	0.00	0.41	0.01	0.01
Pre-Tax Operating Profit <sup>(16)</sup>	1.801	12.355	0.653	0.585
Net Asset Value per Equity Share <sup>(17)</sup>	20.46	1.16	2.06	4.11
No. of customers	5	6	8	8
Sales to customers <sup>(18)</sup>	2.50	13.42	3.95	19.93
Gross Profit <sup>(19)</sup>	8.06	54.54	4.88	7.96
Gross Profit Margin in % <sup>(20)</sup>	64.53%	67.74%	15.45%	4.99%

Notes:

1. EBITDA is calculated as the sum of (i) profit before tax and prior period items for the period/year, (ii) depreciation and amortization expenses, and (iii) finance costs.
2. EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.



3. *PAT Margin is calculated as profit for the period/year divided by Revenue from Operations.*
4. *ROE is calculated as profit for the period/year divided by total equity.*
5. *Capital Employed is calculated as total equity, plus non-current borrowings, plus current borrowings, less current investments, less cash & cash equivalents, less bank balances other than cash & cash equivalents.*
6. *ROCE is calculated as earnings before interest and taxes divided by Capital Employed.*
7. *Debt is calculated as the sum of current borrowings and non-current borrowings.*
8. *Net Debt is calculated as total liabilities less cash & cash equivalents and bank balances.*
9. *Debt-Equity Ratio is calculated as Debt divided by total equity.*
10. *Net Debt-EBITDA Ratio is calculated as Net Debt divided by EBITDA.*
11. *Net Tangible Assets is calculated as the sum of all the assets of our Company excluding, right of use assets and other intangible assets as reduced by total liabilities of our Company.*
12. *Monetary Assets is calculated as cash and cash equivalents and bank balances and excluding bank deposits with remaining maturity of more than twelve months and fixed deposits held as margin money.*
13. *% of Monetary Assets to Net Tangible Assets is calculated as Monetary Assets divided by Net Tangible Assets, expressed as a percentage.*
14. *Net Worth is calculated as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*
15. *Return on Net Worth is calculated as profit for the period/year divided by Net Worth.*
16. *Pre-Tax Operating Profit is calculated as profit before tax and prior period items for the period/year, excluding other income, finance cost.*
17. *Net Asset Value per Equity Share is calculated as Net Worth divided by the weighted average number of equity shares for the period/year as adjusted for bonus issue. Weighted average number of equity shares is the number of equities shares outstanding at the beginning of the year/period adjusted by the number of equity shares issued during the year/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 year/period.*
18. *Sales to MT is calculated as Revenue from Operations divided by MT.*
19. *Sales to Customers is calculated as Revenue from Operations divided by number of customers.*
20. *Gross Profit is calculated as the difference between Revenue from Operations and the cost of finished goods produced (i.e. sum of: (i) cost of materials consumed; (ii) purchase of stock-in-trade; and (iii) changes in inventories of finished goods, semi-finished goods and stock-in-trade).*
21. *Calculated as Gross Profit divided by Revenue from Operations.*

## **COMPONENTS OF INCOME AND EXPENDITURE**

### **Total Revenue**

Our total revenue is divided into revenue from operations and other income. Revenue from operations consists revenue from Sale of Plots, Sale of Row houses and Construction work income taken up in Dahej, Gujarat, India.

Our Company has not earned any other income during the reporting financial period.

### **Total Expenses**

Our total expenses comprise of employee benefits expenses, finance costs, depreciation and amortization expenses, and other expenses.

#### Cost of land purchase

Cost of land purchase represent the expense incurred towards purchase of land including, incidental cost such as stamp duty, brokerage during the year.

#### Changes in inventories

Changes in inventories of comprise of difference between the inventories, including work-in-progress at the beginning of the year and inventories, including work-in-progress at the end of the year.

#### Employee benefits expenses

Employee benefit expenses comprises of (i) salaries, wages and bonus, (ii) director's/partner's remuneration, (iv) staff welfare expenses. We have employee strength of less than 10 hence gratuity act, provident fund act and esic act are not applicable to our company and hence no employee benefit provisions are created in books of accounts.

#### Finance costs

Finance cost includes bank charges. Company doesn't have interest bearing borrowings.

### Depreciation and Amortization Expenses

Depreciation and amortization expenses primarily include depreciation expenses on our tangible assets, in the nature of office equipment, furniture & fixtures, and vehicles.

### Other Expenses

Other expenses majorly comprise of construction expenses, legal, professional and technical fees, office expenses, rates and taxes, advertisement expenses, auditors remuneration, etc.

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements of our Company for the period ended June 15, 2023 and financial years ended March 31, 2023, 2022 and 2021:

(₹ in Lakhs)

Particulars	For the period ended June 15, 2023	% of Total Income	For the Year ended 31st March 2023	% of Total Income	For the Year ended 31st March 2022	% of Total Income	For the Year ended 31st March 2021	% of Total Income
Revenue from Operation	12.49	100.00%	80.51	100.00%	31.59	100.00%	159.40	100.00%
Other Income	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%
<b>Total Income</b>	<b>12.49</b>	<b>100.00%</b>	<b>80.51</b>	<b>100.00%</b>	<b>31.59</b>	<b>100.00%</b>	<b>159.40</b>	<b>100.00%</b>
<b>Expenditure:</b>								
Cost of Land Purchase	0.00	0.00%	31.26	38.83%	0.00	0.00%	0.00	0.00%
Changes in inventories of finished goods, WIP and Stock-in-Trade	(14.89)	(119.18)%	(11.75)	(14.59)%	22.91	72.51%	83.13	52.15%
Employees Benefit Expense	4.06	32.54%	4.38	5.44%	1.92	6.08%	4.14	4.06%
Finance costs	0.01	0.08%	0.02	0.02%	0.04	0.13%	0.07	0.04%
Depreciation and amortization expense	0.08	0.64%	0.55	0.68%	0.74	2.33%	0.99	0.62%
Other expenses	21.43	171.58%	43.72	54.30%	5.38	17.01%	70.56	21.43%
<b>Total Expenses</b>	<b>10.70</b>	<b>85.66%</b>	<b>8.18</b>	<b>84.68%</b>	<b>30.98</b>	<b>98.06%</b>	<b>158.89</b>	<b>10.70%</b>
Net Profit before tax, exceptional & extra-ordinary items:	1.79	14.34%	12.34	15.32%	0.61	1.94%	0.52	1.79%
Exceptional & extra-ordinary items:	-	-	-	-	-	-	-	-
Prior period items	-	-	-	-	-	-	-	-
<b>Net Profit before tax</b>	<b>1.79</b>	<b>14.34%</b>	<b>12.34</b>	<b>15.32%</b>	<b>0.61</b>	<b>1.94%</b>	<b>0.52</b>	<b>1.79%</b>
<b>Provision for Tax:</b>								
- Current Tax	0.45	3.61%	3.10	3.86%	0.15	0.49%	0.13	0.45%
- Deferred tax	0.02	0.16%	(0.04)	-0.05%	(0.08)	-0.25%	(0.13)	0.02%
<b>Restated profit after tax from continuing operations</b>	<b>1.32</b>	<b>10.57%</b>	<b>9.27</b>	<b>11.51%</b>	<b>0.54</b>	<b>1.71%</b>	<b>0.52</b>	<b>1.32%</b>

Profit/ (Loss) from Discontinuing operation	-	-	-	-	-	-	-	-
<b>Restated profit after year for the year</b>	<b>1.32</b>	<b>10.57%</b>	<b>9.27</b>	<b>11.51%</b>	<b>0.54</b>	<b>1.71%</b>	<b>0.52</b>	<b>1.32</b>

## REVIEW OF OPERATIONS FOR THE PERIOD ENDED JUNE 15, 2023

### Income

#### Revenue from Operations

The total income from operations for the period ended on June 15, 2023 was ₹ 12.49 Lakhs which is 100% of the revenue from operation and includes revenue from sale of plot of ₹ 12.49 Lakhs in India.

#### Other Income

Other income for the period ended June 15, 2023 was Nil.

### Expenditure

#### Cost of Land Purchase

Cost of Land purchase for the period ended June 15, 2023 was Nil.

#### Changes in inventories Stock-in-Trade-Land Plots & Work in progress

Our changes in inventories & work-in-progress was ₹-14.89 lakhs which was -119.89% of our total revenue for the period ended June 15, 2023.

#### Employee Benefit Expenses

The Employee Benefit Expenses for the period ended on June 15, 2023 is ₹3.91 Lakhs which is 31.34% of the total revenue comprising of salaries and wages, bonus, etc.

#### Finance Costs

Finance cost for the period ended on June 15, 2023 is ₹ 0.01 Lakhs which is about 0.08% of the total revenue comprising of bank charges only.

#### Depreciation and Amortization Expenses

Depreciation for the period ended on June 15, 2023 was ₹0.08 Lakhs which is 0.64% of the total revenue consisting depreciation on Furniture for ₹0.08 Lakhs.

#### Other Expenses

Other Expenses for the period ended on June 15, 2023 was ₹21.67 Lakhs which is 173.50% of the total revenue majorly comprising of auditor remuneration of ₹0.50 Lakhs, construction expenses of ₹19.35 Lakhs, professional fees of ₹ 0.97 Lakhs, office expense of ₹ 0.25 Lakhs, Rates & Taxes of ₹ 0.31 Lakhs and advertisement expense of ₹0.29 Lakhs, etc.

#### Profit before Tax

Profit before tax for the period ended on June 15, 2023 amounted to ₹1.70 Lakhs which is 13.62% of total revenue.

#### Tax Expenses

Tax expenses for the period ended on June 15, 2023 amounted to ₹0.45 Lakhs which is 3.59% of total revenue. Total tax comprises of current tax of ₹0.43 Lakhs and deferred tax of ₹ 0.02 Lakhs.

#### Profit after Tax

Profit after tax for the period ended on June 15, 2023 amounted to ₹ 1.25 Lakhs which is 10.03% of total revenue.

### **REVIEW OF OPERATIONS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**

#### **Income**

##### Revenue from Operations

The total income from operations for the period ended on March 31, 2023 was ₹ 80.51 Lakhs which is 100% of the revenue from operation and includes revenue from plot sale of ₹ 7.00 Lakhs, revenue from construction work of ₹2.51 Lakhs and revenue from sale of row houses of ₹71.00 Lakhs.

##### Other Income

Other income for the period ended March 31, 2023 was Nil.

#### **Expenditure**

##### Cost of Land Purchase

Cost of Land purchase for the period ended March 31, 2023 was ₹ 31.26 Lakhs.

##### Changes in inventories Stock-in-Trade-Land Plots & Work in progress

Our changes in inventories of stock in trade & WIP was ₹ (11.75) lakhs which was (14.59)% of our total revenue for the period ended March 31, 2023.

##### Employee Benefit Expenses

The Employee Benefit Expenses for the period ended on March 31, 2023 is ₹4.38 Lakhs which is 5.44% of the total revenue comprising of salaries and wages of ₹ 4.38 Lakhs.

##### Finance Costs

Finance cost for the period ended on March 31, 2023 is ₹ 0.02 Lakhs which is about 0.02% of the total revenue comprising of bank charges only.

##### Depreciation and Amortization Expenses

Depreciation for the period ended on March 31, 2023 was ₹0.55 Lakhs which is 0.68% of the total revenue consisting depreciation on Furniture for ₹0.55 Lakhs.

##### Other Expenses

Other Expenses for the period ended on March 31, 2023 was ₹43.72 Lakhs which is 54.30% of the total revenue majorly comprising of audit fees of ₹0.25 Lakhs, construction expenses of ₹37.72 Lakhs, commission expense of ₹ 1.00 Lakhs, professional fees of ₹ 1.00 Lakhs, electricity charges of ₹ 0.91 Lakhs, office expense of ₹ 0.21 Lakhs and Rates & Taxes of ₹ 2.63 Lakhs etc.

##### Profit before Tax

Profit before tax for the period ended on March 31, 2023 amounted to ₹12.34 Lakhs which is 15.32% of total revenue.

#### Tax Expenses

Tax expenses for the period ended on March 31, 2023 amounted to ₹ 3.06 Lakhs which is 3.81% of total revenue. Total tax comprises of current tax of ₹3.10 Lakhs and deferred tax of ₹ (0.04) Lakhs.

#### Profit after Tax

Profit after tax for the period ended on March 31, 2023 amounted to ₹ 9.27 Lakhs which is 11.51% of total revenue.

### **COMPARISON OF FINANCIAL YEAR ENDED 2023 TO FINANCIAL YEAR ENDED 2022**

#### **Income**

Total Revenue: Our total revenue increased by 154.86% to ₹80.51 Lakhs for the Fiscal 2023 from ₹31.59 Lakhs for the Fiscal 2022. This increase in revenue is attributable to sale of row houses ₹71 Lakhs in addition to sale of plots and revenue from construction work.

#### **Expenditure**

Total Expenses: Our total expenses increased by 120.08% to ₹68.17 Lakhs for the Fiscal 2023 from ₹30.98 Lakhs for the Fiscal 2022 due to the factors described below:

##### *Cost of land purchased*

Our cost of land purchased in Fiscal 2023 was ₹31.26 Lakhs as against NIL in Fiscal 2022. The increase in cost of land purchased was partially off-set by change in inventories of ₹ - 11.75 Lakhs as against change in inventories of ₹22.91 Lakhs

##### *Employee Benefits Expenses*

The Employee Benefits Expenses increased by 128.13% to ₹4.38 Lakhs in Fiscal 2023 from ₹ 1.92 Lakhs in Fiscal 2022.

##### *Depreciation and Amortization Expenses*

The Depreciation and Amortization expenses decreased by 25.27% to ₹ 0.55 Lakhs in Fiscal 2023 from ₹ 0.74 Lakhs in Fiscal 2022.

##### *Other Expenses*

The Other expenses increased by 713.30% to ₹ 43.72 Lakhs in Fiscal 2023 from ₹ 5.38 Lakhs in Fiscal 2022 majorly due to increase in construction expense by 893 % to ₹ 37.72 Lakhs in Fiscal 2023 from ₹ 3.80 Lakhs in Fiscal 2022. This is because the booked expenses towards construction of row houses corresponding to sales of row houses.

##### *Profit before Tax*

Our profit before tax increased 19 times to ₹ 12.34 Lakhs for the Fiscal 2023 from ₹ 0.61 Lakhs for the Fiscal 2022. The increase is mainly because of sale of constructed row houses instead of vacant plots.

Our total tax expense also accordingly increased to ₹3.06 Lakhs in Fiscal 2023 from ₹ 0.07 Lakhs in the Fiscal 2022.

##### *Profit after Tax*

After accounting for taxes at applicable rates, our Profit after Tax increased 16 times to ₹ 9.27 Lakhs in Fiscal 2023 from ₹ 0.54 Lakhs in Fiscal 2022.

### **COMPARISON OF FINANCIAL YEAR ENDED 2022 TO FINANCIAL YEAR ENDED 2021**

#### **Income**

Total Revenue: Our total revenue decreased by 80.18% to ₹ 31.59 Lakhs for the Fiscal 2022 from ₹ 159.40 Lakhs for the Fiscal 2021 as the Company did not sold any constructed row houses as in Fiscal 2021.

#### **Expenditure**

Total Expenses: Our total expenses decreased by 80.50% to ₹30.98 Lakhs for the Fiscal 2022 from ₹158.89 Lakhs for the Fiscal 2021 due to the factors described below:

#### *Cost of land purchased*

Our Company has not incurred any expense towards cost of land purchased. This has resulted in lower carrying value of inventory in Fiscal 2022 as against Fiscal 2021. The change in inventories decreased by 72.45% to ₹ 22.91 Lakhs for the Fiscal 2022 from ₹ 83.13 Lakhs for the Fiscal 2021

#### *Employee Benefits Expenses*

The Employee Benefits Expenses decreased by 53.57% to ₹ 1.92 Lakhs in Fiscal 2022 from ₹ 4.14 Lakhs in Fiscal 2021, mainly due to lower operation in the Company.

#### *Depreciation and Amortization Expenses*

The Depreciation and Amortization expenses decreased by 25.67% to ₹ 0.74 Lakhs in Fiscal 2022 from ₹ 0.99 Lakhs in Fiscal 2021 which is in line with the reduction in the value of opening WDV due to previous year depreciation.

#### *Other Expenses*

The Other expenses decreased by 92.38% to ₹ 5.38 Lakhs in Fiscal 2022 from ₹ 70.56 Lakhs in Fiscal 2021 majorly due to decrease in construction expense by 94% to ₹ 3.80 Lakhs in Fiscal 2022 from ₹ 68.31 Lakhs in Fiscal 2021 because company undertook construction of row houses in Fiscal 2021, also decrease in commission expense by 100%, etc.

#### *Profit before Tax*

Our profit before tax increased by 19.03% to ₹ 0.61 Lakhs for the Fiscal 2022 from ₹ 0.52 Lakhs for the Fiscal 2021.

#### *Tax Expenses*

Our total tax expense also accordingly increased to ₹0.07 Lakhs in Fiscal 2022.

#### *Profit after Tax*

After accounting for taxes at applicable rates, our Profit after Tax increased by 4.53% to ₹ 0.54 Lakhs in Fiscal 2022 from ₹ 0.52 Lakhs in Fiscal 2021.

### **CASH FLOWS**

The following table summarizes our cash flows for the period ended June 15, Fiscal 2023, Fiscal 2022 and Fiscal 2021:

(₹ in lakhs)

Particulars	Reet Projects Limited ("the Company") For the period June 15, 2023	M/s. Reet Projects ("Partnership firm") For the year ended March 31,		
		2023	2022	2021
Net Cash generated from Operating Activities	(92.93)	(86.11)	73.20	47.06
Net Cash (Used in) Investing Activities	0.00	0.00	0.00	0.00
Net Cash from/(Used in) Financing Activities	283.38	82.70	(72.58)	(46.55)
<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>	<b>190.45</b>	<b>(3.41)</b>	<b>0.62</b>	<b>0.51</b>
Cash and Cash Equivalents at the beginning of the year	0.75	4.16	3.54	3.03
<b>Cash and Cash Equivalents at the end of the year</b>	<b>191.21</b>	<b>0.75</b>	<b>4.16</b>	<b>3.54</b>

#### **For Reet Projects Limited ("the Company")**

#### **Cash flows generated from operating activities**

Net cash outflow from operating activities in for the period ended June 15, 2023 amounted to ₹ (92.93) lakhs. Our operating profit before working capital changes was Rs 4.89 lakhs, which was primarily adjusted by increase in inventories, trade receivables, short term loans and advances, other current assets, trade payables and other current liabilities.

#### **Cash flows used in investing activities**

Net cash used in investing activities for the period ended June 15, 2023 amounted to Nil primarily on account of purchase and sale of fixed assets, interest income and sale of Investments.

#### **Cash flows generated from / (used in) financing activities**

Net cash generated from financing activities for the period ended June 15, 2023 amounted to ₹283.38 lakhs, which primarily consists of proceeds from issue of shares reduced by repayment of borrowing and interest and finance cost.

#### **For M/s. Reet Projects (“Partnership firm”)**

#### **Cash flows generated from operating activities**

Net cash outflow from operating activities in for the period March 31, 2023 was ₹ (86.11) lakhs. Our operating profit before working capital changes was Rs 11.48 lakhs, which was primarily adjusted by increase in inventories, trade receivables, short term loans and advances, other current assets, trade payables and other current liabilities.

Net cash inflow from operating activities in for the period March 31, 2022 was ₹73.21 lakhs. Our operating profit before working capital changes was Rs. 1.48 lakhs, which was primarily adjusted by increase in inventories, trade receivables, short term loans and advances, other current assets, trade payables and other current liabilities.

Net cash inflow from operating activities in for the period March 31, 2021 was ₹47.06 lakhs. Our operating profit before working capital changes was ₹1.51 lakhs, which was primarily adjusted by increase in inventories, trade receivables, short term loans and advances, other current assets, trade payables and other current liabilities.

#### **Cash flows used in investing activities**

Net cash used in investing activities was Nil in Fiscal 2023.

Net cash used in investing activities was Nil in Fiscal 2022.

Net cash used in investing activities was Nil lakhs in Fiscal 2021.

#### **Cash flows generated from / (used in) financing activities**

Net cash generated from financing activities in Fiscal 2023 amounted to ₹ 82.70 lakhs, which primarily consists of acceptance of new borrowing and payment of interest and finance cost.

Net cash utilized in financing activities in Fiscal 2022 amounted to ₹ (72.59) lakhs, which primarily consists of repayment of borrowing and interest and finance cost.

Net cash utilized in financing activities in Fiscal 2021 amounted to ₹ (46.55) lakhs, which primarily consists of repayment of borrowing and interest and finance cost.

#### **Contingent Liabilities**

There are no Contingent liabilities for period ended June 15, 2023 and as of March 31, 2023, 2022 and 2021.

#### ***Details of material developments after the date of last balance sheet i.e., June 15, 2023.***

After the date of last Balance sheet i.e., June 15, 2023, the following material events have occurred:

1. Our Company has approved the audited financial statements for the financial year ending March 31, 2023 in the Board meeting dated September 5, 2023.
2. Our Company has approved the Restated Financial Statements for the period ended June 15, 2023 and financial year ending March 31, 2023, March 31, 2022 and March 31, 2021 in the Board meeting dated December 1, 2023.
3. Our Company has approved the Draft Prospectus vide resolution in the Board Meeting dated December 14, 2023.

#### **AUDITOR OBSERVATIONS**

There are no qualifications, reservations and adverse remarks by our Statutory Auditors in our Restated Financial Information

#### **Information required as per Item (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:**

An analysis of reasons for the changes in significant items of income and expenditure is given here under:

##### **1. Unusual or infrequent events or transactions**

Except as described in this Draft Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

##### **2. Significant economic changes that materially affected or are likely to affect income from continuing operations**

Our business has been subject, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in “Factors Affecting our Results of Operations” and the uncertainties described in the chapter entitled “**Risk Factors**” beginning on page 24 of this Draft Prospectus. To our knowledge, except as we have described in this Draft Prospectus, there are no known factors which we expect to bring about significant economic changes.



**3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in “**Management’s Discussion and Analysis of Financial Position and Results of Operations – Significant Factors Affecting our Results of Operations and Financial Condition**” and the uncertainties described in the chapter titled “**Risk Factors**” beginning on page 187 and 24 respectively of this Draft Prospectus. To our knowledge, except as discussed in this Draft Prospectus, 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.

**4. Future changes in relationship between costs and revenues**

Other than as described in the chapter titled “**Risk Factors**”, “**Business Overview**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 24, 126 and 187 respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

**5. Status of any publicly announced New Products or Business Segment**

Except as set out in this Draft Prospectus, we have not announced and do not expect to announce in the near future any new business segments.

**6. Seasonality of business**

Our Company’s business is not seasonal in nature or cyclicity. For more details please refer to chapter titled “**Industry Overview**” and “**Business Overview**” beginning on pages 95 and 109 respectively of this Draft Prospectus.

**7. Competitive conditions**

Competitive conditions are as described under the chapters titled “**Industry Overview**” and “**Business Overview**” beginning on pages 95 and 109 respectively of this Draft Prospectus.

**8. Any significant dependence on a single or few customers.**

For more details please refer to chapter titled “**Risk Factor**” beginning on pages 24 respectively of this Draft Prospectus.

## FINANCIAL INDEBTEDNESS

Our Board is authorised to borrow such sums of money as may be required for the purpose of the business of our Company as prescribed under applicable laws. For details regarding the borrowing powers of our Board of Directors, please see "***Our Management-Borrowing Powers***" on page 126 of this Draft Prospectus.

Set forth below is a brief summary of all the borrowings of our Company as on November 30, 2023 together with a brief description of certain significant terms of such financing arrangements.

(₹ in Lakhs)

Nature of Borrowings	Amount
Secured borrowings	Nil
Unsecured borrowings	28.75
<b>Total</b>	<b>28.75</b>

### Unsecured Borrowings

The Company has also availed certain Unsecured Borrowings. Set forth below is a brief summary of Unsecured Borrowings as on November 30, 2023.

(₹ in Lakhs)

Sr. No.	Particulars	Amount
1.	Hardik Ajitbhai Desai	18.75
2.	Kavita Hardik Desai	1.00
	<b>Total</b>	<b>28.75</b>

## SECTION VII- LEGAL AND OTHER INFORMATION OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there is no outstanding (i) criminal proceeding; (ii) action taken by regulatory or statutory authorities; (iii) claim related to direct and indirect taxes; and (iv) other pending litigation as determined to be material pursuant to the Materiality Policy in each case involving our Company, our Directors and our Promoters ("**Relevant Parties**").*

*Pursuant to the SEBI ICDR Regulations and the Materiality Policy adopted by our Board of Directors on August 14, 2023 for the purposes of disclosure, any pending litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, including outstanding action, and tax matters, would be considered 'material' if the monetary amount of claim by or against the entity or person in any such pending proceedings is in excess of Rs. 10 lakhs.*

*Except as stated in this section, there are no outstanding material dues to creditors of our Company. In terms of the Materiality Policy, outstanding dues to any creditor of our Company having monetary value which exceeds Rs. 10 lakhs have been considered as material outstanding dues for the purposes of disclosure in this section.*

*Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("**MSME**"), the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the Statutory Auditors.*

*It is clarified that pre-litigation notices (other than those issued by governmental, statutory or regulatory authorities) received by our Company, our Directors or our Promoters shall not be considered as litigation until such time that any of our Company, our Directors or our Promoters, as the case may be, is made a party to proceedings initiated before any court, tribunal or governmental authority or any judicial authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.*

*All terms defined in a particular litigation disclosure pertain to that litigation only.*

### **I. Litigation involving our Company**

#### **A. Litigation filed against our Company**

##### **1. Criminal proceedings**

Nil

##### **2. Outstanding actions by regulatory and statutory authorities**

Nil

##### **3. Material civil proceedings**

Nil

#### **B. Litigation filed by our Company**

##### **1. Criminal proceedings**

Nil

##### **2. Material civil proceedings**

Nil

#### **C. Tax proceedings**

(in ₹)

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil

<b>Total</b>	Nil	Nil
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## II. Litigation involving our Directors

### A. Litigation filed against our Directors

#### 1. Criminal proceedings

Nil

#### 2. Outstanding actions by regulatory and statutory authorities

Nil

#### 3. Material civil proceedings

Nil

### B. Litigation filed by our Directors

#### 1. Criminal proceedings

Nil

#### 2. Material civil proceedings

Nil

### C. Tax proceedings

(in ₹)

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable
Direct Tax	1*	Not ascertainable
Indirect Tax	Nil	Nil
<b>Total</b>	1*	Not ascertainable

\*includes an Incometax notices issued u/s 142(1) of Income Tax Act, 1961 for assessment year 2022-23.

## III. Litigation involving our Promoters

### A. Litigation filed against our Promoters

#### 1. Criminal proceedings

Nil

#### 2. Outstanding actions by regulatory and statutory authorities

Nil

### 3. Material civil proceedings

Nil

#### B. *Litigation filed by our Promoters*

##### 1. Criminal proceedings

Nil

##### 2. Material civil proceedings

Nil

#### C. *Tax proceedings*

(in ₹)

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

#### Outstanding dues to creditors:

As per the Restated Financial Statements, we have no trade payables as at June 15, 2023. Based on this criterion, details of outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as at June 15, 2023, by our Company, are set out below:

(in ₹ lakhs)

Type of creditors	Number of creditors	Amount involved
Material creditors	Nil	Nil
Micro, Small and Medium Enterprises	Nil	Nil
Other creditors	Nil	Nil
<b>Total*</b>	<b>Nil</b>	<b>Nil</b>

#### Material Developments

Other than as stated in the section entitled "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Developments after June 15, 2023*" on page 185 of this Draft Red Herring Prospectus, there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next six months.

## GOVERNMENT AND STATUTORY APPROVALS

Disclosed below is an indicative list of material and necessary approvals, licences, registrations and permits obtained by our Company for undertaking its business as currently conducted and disclosed in this Draft Prospectus. In view of such approvals, licenses and registration, our Company can undertake its business activities as currently conducted and disclosed in this Draft Prospectus. Unless otherwise stated, these approvals, licences or registrations are valid as of the date of this Draft Prospectus. Certain approvals, licenses, registrations and permits may expire periodically in the ordinary course and we submit applications for their renewal in accordance with applicable requirements and procedures. There are no material approvals for which we have not yet filed an application. For further details in connection with the applicable regulatory and legal framework, please refer to the section entitled “**Key Regulations and Policies in India**” beginning on page 117 of this Draft Prospectus.

The objects clause of the Memorandum of Association enables our Company to undertake its present business activities.

### I. Material approvals obtained in relation to the Issue

- (1) The Board of Directors has, pursuant to a resolution passed at its meeting held on November 5, 2023, authorized the Issue, subject to the approval of the shareholders of the Company under Section 62 of the Companies Act, 2013 and approvals by such other authorities, as may be necessary.
- (2) The shareholders of the Company have, pursuant to a special resolution passed in the shareholders meeting held on December 1, 2023, authorized the Issue under Section 62 of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary.
- (3) The Company has obtained the in-principle listing approval from BSE dated [●].

### II. Material approvals obtained in relation to our business and operations

Our Company has obtained the following material approvals to carry on our business and operations. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements.

#### A. Incorporation details of our Company

- a. Certificate of Registration of Firm bearing No. GUJ/SRT/(17)40640 dated August 5, 2014 under Section 59 of the Indian Partnership Act, 1932 issued by Registrar of Firms, Surat Range -2, Surat upon formation of Partnership Firm, in the name “M/s. Orbit Corporation” vide partnership deed dated April 29, 2014. On March 7, 2023, the name of the partnership firm was changed to “M/s. Reet Projects”.
- b. Certificate of Incorporation dated March 31, 2023, was issued by Assistant Registrar of Companies, Central Registration Centre, upon conversion of the Partnership firm into a public limited company with the name “Reet Projects Limited”.
- c. The Corporate Identification Number of our Company is U41001GJ2023PLC139730.

#### B. Tax-related approvals obtained by our Company

No.	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of Issue / Date of Expiry
1.	Permanent Account Number	AAMCR5545C	Income Tax Department	March 31, 2023 / Valid till cancelled
2.	TAN (Tax Deduction Account Number)	SRTR13021B	Income Tax Department	March 31, 2023 / Valid till cancelled

No.	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of Issue / Renewal	Date of Expiry
3.	GST Registration Certificate – Gujarat	24AAMCR5545C1ZF	Government of India	April 27, 2023	Valid till cancelled
4.	Professional Tax – Certificate of Enrolment – Gujarat	PEC03SZ00065247	Department of Goods and Services Tax, Gujarat	May 3, 2023	Valid till cancelled
5.	Professional Tax – Certificate of Registration – Gujarat*	PRC03SZ00033129	Department of Goods and Services Tax, Gujarat	-	-

\*The professional tax -certificate of registration- Gujarat is presently not traceable by the Company. The details are shown here from the copy of the payment receipt.

### C. Business-related key approvals

We are required to obtain approvals at various stages of each of our projects, including upon completion of the respective projects or phases thereof. Such approvals typically include, inter alia, layout plan approval from the Municipal Corporation, commencement certificate, intimation of disapproval, occupancy certificate from the municipal corporation, and other applicable project-specific approvals. The requirement for such approvals for a particular project may vary depending on factors including the scale of the project, the type of project, and the region where the project is located. Further, our obligation to obtain such approvals arises as we progress through different stages of construction and we make applications for such approvals at the appropriate stages. For details of our Projects, see “**Business Overview**” on page 109.

### D. Regulatory approvals of our Company

No.	Nature of Registration/ License	Registration/ License No.	Issuing Authority	Date of Issue	Date of Expiry
1.	Registration Certificate of Shops and Establishment – Gujarat	2023050300055	Surat Municipal Corporation	April 4, 2023	Until cancelled
2.	ESIC – Registration Code –Gujarat	39000652700000999	Employee State Insurance Corporation, Gujarat	April 2, 2023	Until cancelled
3.	UDYAM Registration Certificate	UDYAM-GJ-22-0252241	Ministry of Micro, Small and Medium Enterprises	April 3, 2023	Until cancelled

### III. Material approvals or renewals for which applications are currently pending before relevant authorities

Nil

### IV. Material approvals expired and renewal yet to be applied for


Nil

### V. Material approvals required but not obtained or applied for

Nil

## VI. Intellectual Property

As on the date of filing of this Draft Prospectus, our Company uses the logo

Sr. No.	Particulars of the mark	Word/ Label mark	Applicant	Application No. & Date	Issuing Authority	Class	Status
1.		Device	Reet Projects Limited	5923139 & May 4, 2023	Registrar of Trademark	37	Accepted &Advertised

For risk associated with our intellectual property please see, "**Risk Factors**" on page 24 of this Draft Prospectus.



## **OTHER REGULATORY AND STATUTORY APPROVALS**

### **AUTHORITY FOR THE ISSUE**

The Issue has been authorised by a resolution of the Board of Directors passed at their meeting held on November 5, 2023 subject to the approval of shareholders of our Company through a special resolution to be passed, pursuant to Section 62(1) (c) of the Companies Act, 2013.

The members of our Company have approved this Issue by a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the EGM of our Company held on December 1, 2023.

Our Board has approved this Draft Prospectus through its resolution dated December 14, 2023.

Our Board has approved the Prospectus through its resolution dated [●].

We have received In- Principle Approval from SME Platform of BSE Limited vide their letter dated [●] to use the name of BSE Limited in the Draft Prospectus for listing of our Equity Shares on SME Platform of BSE Limited.

### **PROHIBITION BY SEBI**

Our Company, Promoters, Promoter Group, Directors are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court as on the date of this Draft Prospectus.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

### **CONFIRMATIONS**

1. Our Company, Promoters and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable to each of them as on the date of the Draft Prospectus.
2. Our Directors are not in any manner associated with the securities market and no action has been taken by the SEBI against any of the Directors or any entity with which our directors are associated as promoters or directors in past 5 (five) years.

### **ELIGIBILITY FOR THE ISSUE**

Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Issue as:

- i. Neither our Company, nor any of its promoters, promoter group or Directors are debarred from accessing the capital market by the Board.
- ii. Neither our promoters, nor any Directors of our Company is a Promoter or Director of any other company which is debarred from accessing the capital market by the Board
- iii. Neither our Promoter nor any of our Directors is declared as Fugitive Economic Offender
- iv. Neither our Company, nor our Promoter, nor our Directors, are Wilful Defaulters or Fraudulent Borrowers or Fugitive Economic Offenders.

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, 2018; and this Issue is an “Initial Public Issue” in terms of the SEBI (ICDR) Regulations, 2018.

Our Company is eligible for the Issue in accordance with Regulation 229(1) and Regulation 230 of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more ten crores and less than twenty five crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("**SME Exchange**", in this case being the SME Platform of BSE Limited or “BSE SME”). Our Company also complies with eligibility conditions laid by SME Platform of BSE Limited for listing of Equity Shares.

**We confirm that:**

- a. In accordance with Regulation 246 of the SEBI (ICDR) Regulations, 2018, the Lead Manager shall ensure that the Issuer shall file copy of the Draft Prospectus / Prospectus with SEBI along with Due Diligence certificate including additional confirmations as required at the time of filing the Draft Prospectus / Prospectus to SEBI.
- b. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, 2018, this Issue has been one hundred (100) percent underwritten and that the Lead Manager to the Issue has underwritten at least 15% of the Total Issue Size. For further details pertaining to said underwriting please see “**General Information**” on page 55 of this Draft Prospectus.
- c. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be unblocked forthwith. If such money is not unblocked within four (4) days from the date our Company becomes liable to unblock it, then our Company and every officer in default shall, on and from expiry of four days, be liable to unblock such application money with interest as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable laws.
- d. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we shall enter into an agreement with the Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this issue. For further details of the arrangement of market making please see “**General Information**” on page 55 of this Draft Prospectus.

***We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.***

Our Company is also eligible for the Issue in accordance with eligibility norms for Listing on SME Platform of BSE Limited which states as follows:

*In terms of Regulation 229(3) of the SEBI (ICDR) Regulations, 2018, We confirm that we have fulfilled eligibility criteria for SME Platform of BSE, which are as under:*

**1. The issuer should be a Company incorporated Under Companies Act, 1956/2013**

Our Company is incorporated under the Companies Act, 2013.

**2. The post issue paid up capital of the Company (face value) shall not be more than ₹ 25 crores.**

The post issue paid up capital of the Company shall not be more than ₹25 crores.

**3. Track Record**

**A)** Our Company and M/s Reet Projects, partnership firm have a (combined) track record of at least 3 years as on date of filing Draft Prospectus.

Particulars	Reet Projects Limited (“the Company”)	M/s. Reet Projects (“Partnership firm”)		
	For the period ended June 15, 2023	For the Financial Year ended March 31, 2023	For the Financial Year ended March 31, 2022	For the Financial Year ended March 31, 2021
Net Profit as per Restated Financial Statements	1.32	9.27	0.54	0.52

4. The Company/entity should have positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net-worth should be positive

(₹ in lakhs)

Particulars	Reet Projects Limited ("the Company")	M/s. Reet Projects ("Partnership firm")		
	For the period ended June 15, 2023	For the Financial Year ended March 31, 2023	For the Financial Year ended March 31, 2022	For the Financial Year ended March 31, 2021
Cash Accruals as per Restated Financial Statements	1.88	12.89	1.35	1.51
Net Worth as per Restated Financial Statements	495.63	22.87	40.83	81.25

5. Our net tangible assets as on June 15, 2023 are as follows:

(₹ in lakhs)

Particulars	For the period ended June 15, 2023
Total Assets	500.78
Less: Non-Current Liabilities	2.00
Less: Current Liabilities	3.15
<b>Net Asset</b>	<b>495.63</b>
Less Intangible Asset	0.00
<b>Net Tangible Asset</b>	<b>495.63</b>

6. The Company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories. To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the tripartite agreements with the Depositories and the Registrar and Share Transfer Agent.

The Company's shares bear an ISIN: INE0PSN01013

**Company shall mandatorily have a website.**

Our Company has a live and operational website [www.reetprojects.com](http://www.reetprojects.com)

#### 7. Other Listing Condition:

- Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- There is no winding up petition against the Company that has been admitted by the Court and accepted by a court or a Liquidator has not been appointed.
- There has been no change in the Promoter/s of the Company in preceding one year from the date of filing application to BSE Limited for listing on SME segment.

#### 8. DISCLOSURES

- There is no material regulatory or disciplinary action taken by any stock exchange or regulatory authority in the past one year in respect of promoters of our Company.

- b. There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our Company, promoters/promoting Company(ies), companies promoted by the Promoters/Promoting Company(ies) during the past three years.
- c. There are no criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its Directors and its effect on the business of the Company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc. For further details please refer the chapter titled “**Legal and Other Information**” on page 201 of this Draft Prospectus
- d. The applicant, Promoters/Promoting Company(ies), companies promoted by the Promoters/Promoting Company(ies) litigation record, the nature of litigation, and status of litigation. For further details please refer the chapter titled “**Legal and Other Information**” on page 201 of this Draft Prospectus.

We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the SME Platform of BSE Limited.

#### **SEBI DISCLAIMER CLAUSE**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT PROSPECTUS / PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (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 PROSPECTUS / PROSPECTUS. THE LEAD MANAGER, FEDEX SECURITIES PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT PROSPECTUS / PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT PROSPECTUS / PROSPECTUS, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, FEDEX SECURITIES PRIVATE LIMITED HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED DECEMBER 14, 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOUSER REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE DRAFT PROSPECTUS / PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY 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, WITH THE LEAD MANAGER, ANY IRREGULARITIES OR LAPSES IN THE DRAFT PROSPECTUS AND PROSPECTUS.**

**ALL LEGAL REQUIREMENTS PERTAINING TO THIS ISSUE WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, AHMEDABAD, IN TERMS OF SECTION 26 OF THE COMPANIES ACT, 2013.**

#### **DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER**

Our Company, the Directors, and the Lead Manager accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at instance of the above-mentioned entities and that anyone placing on any other source of information, including our website: [www.reetprojects.com](http://www.reetprojects.com), [www.fedsec.in](http://www.fedsec.in) would be doing so at his or her own risk.

None amongst our Company is liable for any failure in (i) uploading the Applications due to faults in any software/ hardware system or otherwise; or (ii) the blocking of Applications Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account

of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with or become customers to our Company, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

## **DISCLAIMER IN RESPECT OF JURISDICTION**

This issue is being made in India to persons resident in India including Indian Nationals Resident in India who are not companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian Financial Institutions, Commercial Banks, Regional Rural Banks, Co-Operative Banks (subject to RBI permission), or Trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, and any FII Sub - Account registered with SEBI which is a Foreign Corporate or Foreign Individual, Permitted Insurance Companies and Pension Funds and to FIIs and Eligible NRIs. This Draft Prospectus does not, however, constitute an invitation to subscribe to Equity Shares issued hereby in any other jurisdiction to any person to whom it is unlawful to make an issue or invitation in such jurisdiction. Any person into whose possession the Draft Prospectus comes is required to inform him or herself about and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra India only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose.

Accordingly, our Company's Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of Draft Prospectus nor any sale here under shall, under any circumstances, create any implication that there has been any change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

## **DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE LIMITED**

As required, a copy of this Draft Prospectus has been submitted to BSE Limited. The Disclaimer Clause as intimated by the BSE Limited to us, post scrutiny of this Draft Prospectus will be produced by our Company in the Prospectus.

## **DISCLAIMER CLAUSE OF THE U.S. SECURITIES ACT.**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act).

**Accordingly, the Equity Shares are being issued and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those issues and sales occur.**

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

## **LISTING**

Our Company has obtained In-Principle Approval from BSE Limited vide letter dated [●] to use name of BSE Limited in this issue document for listing of equity shares on SME Platform of BSE Limited. In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, there is requirement of obtaining In-principle approval from SME Platform of BSE Limited. Application will be made to the SME Platform of BSE Limited for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE Limited is the Stock Exchange, with which the Basis of Allotment will be finalized for the issue.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the SME Platform of BSE Limited, the Company shall forthwith unblock, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not unblocked within Eight days after our Company becomes liable to unblock it then our Company and every officer in default shall, on and from such expiry of Eight days, be liable to unblock such application money, with interest at the rate of 15% per annum on application money, as prescribed under as prescribed under Section 40 of the Companies Act, 2013. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE Limited mentioned above are taken within Six Working Days from the Issue Closing Date.

## **IMPERSONATION**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

**“Any person who –**

**(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or**  
**(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or vis-à-vis 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 of Companies Act, 2013.”**

The liability prescribed under Section 447 of the Companies Act, 2013, includes imprisonment for a term of not less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

## **CONSENTS**

The written consents of Directors, Company Secretary, Compliance Officer & Chief Financial Officer, Statutory Auditor and Peer Reviewed Auditor, Legal Advisor to the Legal Chapters, Bankers to our Company, Lead Manager, Registrar to the Issue, Underwriter, Market Maker, Banker to Issue and Sponsor Bank to act in their respective capacities have been obtained and will be filed along with a copy of the Prospectus with the ROC, as required under Sections 26 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, Peer Review Auditors, of the Company have agreed to provide their written consent to include their report, restated financial statements and statutory auditor to provided their written consent to include their report statement of Tax Benefits dated December 12, 2023, respectively, which may be available to the Company and its shareholders, included in this Draft Prospectus in the form and context in which they appear therein and such consent and reports have not been withdrawn up to the time of delivery of the Prospectus with ROC.

## **PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER**

For details regarding the price information and track record of the past issue handled by Fedex Securities Private Limited, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI, please refer Annexure "A" and the website of Lead Manager at [www.fedsec.in](http://www.fedsec.in).

### **Annexure A**

## **DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY FEDEX SECURITIES PRIVATE LIMITED**

### **TABLE 1**

Sr. No	Issue Name	Issue Size (Cr)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing
<b>MAINBOARD IPO ISSUES</b>								
--								
<b>SME IPO ISSUES</b>								
1.	Moxsh Overseas Educon Limited	10.42	153	December 30, 2022	131.00	-28.76% (-0.09%)	-48.37% (-4.12%)	-24.84% (4.79%)
2.	Lead Reclaim and Rubber Products Limited	487.50	25	February 21, 2023	27.50	28.00% (-4.21%)	118.60% 5.78%	95.00% 8.79%
3.	Pattech Fitwell Tube Components Limited	12.00	50.00	April 21, 2023	55.00	52.00% (3.29%)	27.90% (12.53%)	20.00% 12.41%
4.	Yasons Chemex Care Limited	20.57	40.00	August 03, 2023	32.00	(8.00%) (0.28%)	(28.88%) (-1.56%)	Not Applicable
5.	Pramara Promotions Limited	15.27	63.00	September 13, 2023	111.00	39.68% (1.38%)	53.97% 4.62%	Not Applicable
6.	Kundan Edifice Limited	25.22	91.00	September 26, 2023	75.00	(23.13%) (2.76%)	Not Applicable	Not Applicable
7.	Oneclick Logistics India Limited	9.90	99.00	October 11, 2023	140.00	(30.91%) (2.10%)	Not Applicable	Not Applicable
8.	Sharp Chucks and Machines Limited	16.84	58.00	October 12, 2023	66.00	43.71% (1.86%)	Not Applicable	Not Applicable
9.	Committed Cargo Care Limited	24.94	77.00	October 18, 2023	82.00	(11.95%) 0.48%	Not Applicable	Not Applicable
10.	KK Shah Hospital	8.78	45.00	November 6, 2023	56.10	84.00% 6.68%	Not Applicable	Not Applicable

Sources: All share price data is from [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

**Note:**

1. Opening price information as disclosed on the website of the Designated Stock Exchange.
2. Change in closing price over the issue/offer price as disclosed on Designated Stock Exchange.
3. For change in closing price over the closing price as on the listing date, the CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
4. In case 30th/90th/180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered.
5. In case 30th/90th/180th days, scrips are not traded then last trading price has been considered.
6. This disclosure is restricted to last 10 issues handled by the Lead Manager.

**TABLE 2: SUMMARY STATEMENT OF DISCLOSURE**

Financial year	Total no. of IPO	Total funds Raised (₹ Cr)	Nos of IPOs trading at discount on 30th Calendar Day from listing date			Nos of IPOs trading at premium on 30 <sup>th</sup> Calendar Day from listing date			Nos of IPOs trading at discount on 180 <sup>th</sup> Calendar Day from listing date			Nos of IPOs trading at premium on 180 <sup>th</sup> Calendar Day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less Than 25%
<b>2020-21</b>	*2	49.64	-	-	1	-	-	1	-	-	1	1	-	-
<b>2021-22</b>	**5	153.99	1	-	2	1	-	1	1	1	-	-	1	2
<b>2022-23</b>	***7	131.26	-	1	1	1	2	2	-	-	3	3	-	1
<b>2023.-24</b>	****3	133.52	-	-	1	1	1	-	-	-	-	-	-	-

\*The script of Atam Valves Limited and Rangoli Tradecomm Limited were listed on October 06, 2020 and March 22, 2021 respectively.

\*\* The script of Rajeshwari Cans Limited, Kuberan Global Edu Solutions Limited, Aashka Hospitals Limited, Euro Panel Products Limited and Wherrelz IT Solutions Limited were listed on April 15, 2021, May 05, 2021, September 01, 2021, December 24, 2021 and December 29, 2021 respectively.

\*\*\* The scripts of Sunrise Efficient Marketing Limited, Le Merite Exports Limited, Kesar India Limited, Virtuoso Optoelectronics Limited, Tapi Fruit Processing Limited, Moxsh Overseas Educon Limited and Lead Reclaim and Rubber Products Limited were listed on April 12, 2022, May 09, 2022, July 12, 2022, September 15, 2022, September 22, 2022, December 30, 2022 and February 21, 2023 respectively.

\*\*\*\* The script of Pattech Fitwell Tube Components Limited, Yasons Chemex Care Limited and Pramara Promotions Limited were listed April 21, 2023, August 03, 2023 and September 13, 2023, respectively, and have not completed 180 calendar days. The scripts of Kundan Edifice Limited, Oneclick Logistics India Limited, Sharp Chucks and Machines Limited, Committed Cargo Care Limited and KK shah Hospitals were listed on September 26, 2023, October 11, 2023, October 12, 2023, October 18, 2023 and November 6, 2023 respectively, and have not completed 90 calendar days.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect max. 10 issues (initial public issue managed by the Lead Manager. Hence, disclosures pertaining to recent 10 issues handled by Lead Manager are provided.

**Track Record of past issues handled by Fedex Securities Private Limited**

For details regarding track record of the Lead Manager to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Lead Manager at: [www.fedsec.in](http://www.fedsec.in).

**EXPERT OPINION**

Except for



- (a) Peer Review Auditors' reports dated December 1, 2023 on the Restated Financial Statements by M/s VCAS & Co., Chartered Accountants;
- (b) Statement of Tax Benefits dated December 12, 2023 by M/s VCAS & Co.;
- (c) A certificate on Revenue Break up and the value of Inventory dated December 12, 2023 from M/s Lankapati and Company, Chartered Accountants, Independent Chartered Accountant
- (d) Punit Patel, Chartered Engineer, in relation to the projects of our Company, in relation to the master title certificates issued in relation to land vested with our Company.

## **PREVIOUS PUBLIC OR RIGHTS ISSUE**

Except as stated in the chapter titled "*Capital Structure*" beginning on page 64 of this Draft Prospectus, we have not made any previous rights and / or public issues during the last Five (5) years and are an "Unlisted Issuer" in terms of SEBI (ICDR) Regulations and this Issue is an "Initial Public Issue" in terms of the SEBI (ICDR) Regulations.

## **COMMISSION OR BROKERAGE**

We have not made any public issue in last five (5) years. Hence, no sums have been paid or payable as Commission or Brokerage.

## **CAPITAL ISSUE DURING THE PREVIOUS THREE (3) YEARS BY ISSUER, LISTED GROUP COMPANIES AND SUBSIDIARIES OF OUR COMPANY**

Except as disclosed in Chapter titled "*Capital Structure*" on page 64 and below, our Company, has not made any capital issue during the previous three (3) years. Further As on date of this Draft Prospectus, we do not have any Group Company, Subsidiaries / Associates.

## **PERFORMANCE VIS-À-VIS objects;**

Except as stated in the chapter titled "*Capital Structure*" beginning on page 64 of this Draft Prospectus, we have not made any previous rights and / or public issues during the last five (5) years and are an "Unlisted Issuer" in terms of SEBI (ICDR) Regulations and this Issue is an "Initial Public Issue" in terms of the SEBI (ICDR) Regulations, the relevant data regarding performance vis-à-vis objects is not available with the Company.

As on date of this Draft Prospectus, we do not have any Group Company.

## **STOCK MARKET DATA FOR OUR EQUITY SHARES**

This being an Initial Public Issue of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

## **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The agreement between the Registrar to the Issue and our Company provides for the retention of records with the Registrar to the Issue for a period of at least three years from the last date of dispatch of the letters of Allotment, demat credit and refund orders to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process and UPI may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Applicants, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in Specified Cities) or Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Applicants.

## **Disposal of Investor Grievances by our Company**

The Company has appointed Registrar to the Issue, to handle the investor grievances in co-ordination with our Company.

All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to the Issue to ensure that the investor grievances are settled expeditiously and satisfactorily. The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process and UPI may be addressed to the SCSBs, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven (7) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA applicants or UPI Payment Mechanism Applicants. Our Company, the Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs / Sponsor Bank including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

The Company shall obtain authentication on the SCORES and shall comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 in relation to redressal of investor grievances through SCORES.

Our Company has constituted a Stakeholders Relationship Committee of the Board vide resolution passed on August 14, 2023 comprising of Jitendra Warde as Chairman, Gopal Bhagat and Nirav Desai as members. For further details, please refer the chapter titled ***“Our Management”*** on page 126 of Draft Prospectus.

Our Company has also appointed Poorvi Jain as the Company Secretary and Compliance Officer of our Company, for this Issue she may be contacted in case of any pre-issue or post-issue related problems at the following address:

**REET PROJECTS LIMITED**

Shop No. 327, Third Floor,

Ishana The Business Hub,

Althan Surat City 395017

Gujarat India

**Tel No: +91 998665650**

**Email: [info@reetprojects.com](mailto:info@reetprojects.com)**

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

## SECTION VIII - ISSUE INFORMATION

### TERMS OF ISSUE

*The Equity Shares being issued are subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, our Memorandum and Articles of Association, SEBI Listing Regulation, the terms of this Draft Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, ROC and/or other authorities, as in force on the date of the Issue and to the extent applicable.*

*Please note that, in terms of Regulation 256 of the SEBI ICDR Regulations 2018 read with SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the applicants have to compulsorily apply through the ASBA Process and further in terms of SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and as modified through its circular SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 (together, the “**UPI Circular**”) in relation to clarifications on streamlining the process of public issue of equity shares and convertibles it has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“**UPI**”) and consequent reduction in timelines for listing in a phased manner. Currently, for application by RIIs through Designated Intermediaries, the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds is discontinued and RIIs submitting their Application Forms through Designated Intermediaries (other than SCSBs) can only use the UPI mechanism with existing timeline of T+3 days until March 31, 2020 (“**UPI Phase II**”). Subsequently however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, had decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders (“**UPI Phase III**”) and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Issue will be undertaken pursuant to the processes and procedures as may be prescribed by the SEBI from time to time. Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application for Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.*

#### Authority for the Issue

The present Public Issue of upto 17,84,000 Shares which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on November 05, 2023, and was approved by the Shareholders of the Company by passing Special Resolution at the Extra-ordinary General Meeting held on December 01, 2023, in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

#### Ranking of Equity Shares

The Equity Shares being issued and transferred in the issue shall be subject to the provisions of the Companies Act 2013 and our Memorandum and Articles of Association, SEBI ICDR Regulations, SCRA and shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the chapter titled “**Main Provisions of the Articles of Association**” beginning on page 257 of this Draft Prospectus.

## **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and approved by the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company.

We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to sections titled "**Dividend Policy**" and "**Main Provisions of Articles of Association**" beginning on pages 148 and 257 respectively of this Draft Prospectus.

## **Face Value and Issue Price**

*The face value of the Equity Shares is ₹10.00/- each and the Issue Price is ₹30/- per Equity Share (including premium of ₹20/- per Equity Share).*

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled "**Basis for Issue Price**" beginning on page 83 of this Draft Prospectus.

At any given point of time there shall be only one denomination for the Equity Shares.

## **Compliance with Disclosure and Accounting Norms**

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

## **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy in accordance with the provisions of the Companies Act, 2013;
- Right to receive offer/ issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and other preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the chapter titled "**Main Provisions of Articles of Association**" beginning on page 257 of this Draft Prospectus.

## **ALLOTMENT ONLY IN DEMATERIALISED FORM**

In terms of Section 29 of the Companies Act 2013, the Equity Shares shall be Allotted only in dematerialized form. As per the existing SEBI ICDR Regulations, 2018 the trading of the Equity Shares shall only be in dematerialized form for all investors. In this context, two agreements will be signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Draft Prospectus:

- Tripartite Agreement dated May 15, 2023, between our Company, NSDL and the Registrar to the Issue.
- Tripartite Agreement dated May 11, 2023, between our Company, CDSL and the Registrar to the Issue.

The ISIN assigned to the Equity Shares is INE0PSN01013

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. Applicants will not have the option of getting Allotment of the Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

### **Minimum Application Value; Market Lot and Trading Lot**

The trading of the Equity Shares will happen in the minimum contract size of 4,000 Equity Shares and the same may be modified by SME Platform of BSE Limited from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of 4,000 Equity Share subject to a minimum allotment of 4,000 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

In accordance with Regulation 267(2) of the SEBI (ICDR) Regulations 2018 the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

### **Minimum Number of Allottees**

In accordance with Regulation 268 of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be fifty (50) shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by the SCSBs shall be unblocked within Four (4) working days of closure of issue.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities situated at Mumbai, Maharashtra, India.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933 ("Securities Act") and may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Joint Holders**

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

### **Nomination Facility to Investor**

In accordance with Section 72 of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014, the sole or first applicant, along with other joint applicant, may nominate any one (1) person in whom, in the event of the death of sole applicant or in case of Joint Applicants, death of all the Applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72 (4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- a) to register himself or herself as the holder of the Equity Shares; or
- b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Draft Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect

#### Period of Operation of Subscription List of Public Issue

ISSUE OPENS ON	[ ● ]
ISSUE CLOSES ON	[ ● ]
FINALISATION OF BASIS OF ALLOTMENT WITH THE DESIGNATED STOCK EXCHANGE	[ ● ]
INITIATION OF REFUNDS / UNBLOCKING OF FUNDS FROM ASBA ACCOUNT	[ ● ]
CREDIT OF EQUITY SHARES TO DEMAT ACCOUNTS OF ALLOTTEES	[ ● ]
COMMENCEMENT OF TRADING OF THE EQUITY SHARES ON THE STOCK EXCHANGE	[ ● ]

*UPI mandate end time and date shall be at 5:00 p.m. on Issuing Closing Date*

- In terms of Regulation 265 of ICDR Regulations, the issue shall be open after at least three (3) working days from the date of filing the Prospectus with the Registrar of Companies.*
- In terms of Regulation 266 (3) of ICDR Regulations, in case of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Issue Period disclosed in the Prospectus, for a minimum period of three (3) working days, subject to subject to the Issue Period not exceeding ten (10) working days*

it is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs, or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may, be would be rejected.

*In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant will be compensated at a uniform rate of Rs.100 per day or 15% per annum of the application amount, whichever is higher, from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges platform up to the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant will be compensated at a uniform rate Rs.100 per day or 15% per annum of the total cumulative blocked amount, except the original application amount, whichever is higher from the date on which such multiple amounts were blocked up to the date of actual unblock; (iii) any blocking of amounts more than the application amount, the Applicant will be compensated at a uniform rate of Rs.100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked up to the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Application, exceeding four Working Days from the Issue Closing Date, the Applicant will be compensated at a uniform rate of Rs.100 per day or 15% per annum of the application amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date, by the SCSB responsible for causing such delay in unblocking. The Lead Manager will be liable to compensate the Applicant at a uniform rate of Rs.100 per day or 15% per annum of the application amount, whichever is higher from the date of receipt of the Investor grievance up to the date on which the blocked amounts are unblocked. The Applicant will be compensated in the manner specified in the SEBI circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI*

circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular No. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, as amended pursuant to SEBI circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, which for the avoidance of doubt, will be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.

The processing fees for applications made by a UPI Applicant for an amount of more than ₹2,00,000 and up to ₹5,00,000, using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular No. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, read with SEBI circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

**The above timetable, other than the Issue Closing Date, is indicative and does not constitute any obligation on our Company or the Lead Manager.**

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on BSE SME taken within six (6) Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company, or any delays in receiving the final listing and trading approval from SME Platform of BSE Limited. The Commencement of trading of the Equity Shares will be entirely at the discretion of BSE Limited and in accordance with the applicable laws.

**SEBI is in the process of streamlining and reducing the post offer timeline for IPOs. Any circular or notification from SEBI after the date of this Draft Prospectus may result in changes to the abovementioned timelines. Further, the issue procedure is subject to change basis any revised SEBI circulars to this effect.**

#### **Submission of Application Forms:**

Issue period (except the Issue Closing Date)	
Submission and Revision of Application Form	Only between 10.00 a.m. to 5.00 p.m. IST
Issue Closing Date	
Submission and Revision of Application Form	Only between 10.00 a.m. to 3.00 p.m. IST

#### **On the Issue Closing Date, the Applications shall be uploaded until:**

1. Until 4.00 p.m. IST in case of application by QIBs and Non – Institutional Investors and
2. Until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Retail Individual Investors which may be extended up to such time as deemed fit by the Stock Exchange after taking into account the total number of applications received up to the closure of timings and reported by LM to the Stock Exchange.

Due to limitation of time available for uploading the application forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in the Prospectus is Indian Standard Time (IST). Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Issue.

The Designated Intermediaries are given until 5:00 pm on the Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing. Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE respectively, Applications and any revision in Applications shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA applicants shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. None among our Company or Lead Manager is liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; and (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank(s) on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the LM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise.

The above timetable is indicative and does not constitute any obligation or liability on our Company, our Promoter or the Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within Six (6) Working Days from the Issue Closing Date or such period as may be prescribed, with reasonable support and co-operation of the Promoter, as may be required in respect of its respective portion of the Issued Shares, the timetable may change due to various factors, such as extension of the Issue Period by our Board, as applicable, in consultation with the Lead Manager. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Promoter confirms that it shall extend such reasonable support and co-operation in relation to its respective portion of the Issued Shares for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within Six Working Days from the Issue Closing Date or such other period as may be prescribed by SEBI.

In terms of the UPI Circulars, in relation to the Issue, the Lead Manager will submit reports of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding Four (4) Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of Rs. 100 per day for the entire duration of delay exceeding Four (4) Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Draft Prospectus/prospectus may result in changes to the above-mentioned timelines. Further, the Issue procedure is subject to change basis any revised SEBI circulars to this effect.

In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of Rs. 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate Rs. 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of Rs. 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Application, exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of Rs. 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue LM shall be liable for compensating the Applicant at a uniform rate of Rs.100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable.

**SEBI is in the process of streamlining and reducing the post issue timeline for initial public offers and has vide SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 notified the proposal for reducing the time period for listing of shares in public issue from existing 6 days to 3 days. The revised timeline of T+3 days has been made applicable in two phases i.e. voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Any circulars or notifications from SEBI after this Draft Prospectus may result in changes to the above-mentioned timelines. Further, the Issue procedure is subject to change based on any revised SEBI circulars to this effect.**

**It is clarified that applications not uploaded on the electronic application system or in respect of which the full application Amount is not blocked by SCSBs or under the UPI Mechanism, as the case may be, would be rejected.**

In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the (Issue) period disclosed in the Prospectus, for a minimum period of three (3) working days, subject to the Issue Period not exceeding ten (10) working days.



In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Application Forms prior to the Issue Closing Date. Allocation to Retail Individual Applicants, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received BSE SME may be taken as the final data for the purpose of Allotment.

### **Minimum Subscription**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten as per Regulation 260(1) of SEBI ICDR Regulation.

Section 39 of the Companies Act states that if the "stated minimum amount" has not been subscribed and the sum payable on Application is not received within a period of 30 days from the date of the Prospectus, the application amount must be returned within such period as may be prescribed.

If the issuer does not receive the subscription of hundred per cent (100%) of the offer through Prospectus on the date of closure of the issue including devolvement of underwriters, if any, or if the subscription level falls below hundred per cent (100%) after the closure of issue on account of withdrawal of applications, or after technical rejections, or if the listing or trading permission is not obtained from the stock exchange for the securities so offered under the Prospectus, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond Four (4) days after the issuer becomes liable to pay the amount, the issuer and every director of the issuer who are officers in default, shall pay interest at the rate of fifteen per cent per annum (15% p.a.)

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than fifty (50), no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within Four (4) working days of closure of issue.

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled "General Information - Underwriting" on page 55 of this Draft Prospectus.

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application

### **Arrangements for Disposal of Odd Lots**

The trading of the equity shares will happen in the minimum contract size of 4,000 Equity shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE Limited.

### **Withdrawal of the Issue**

Our Company in consultation with the Lead Manager, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager through, the Registrar to the Issue, shall notify the SCSBs or the Sponsor Bank to unblock the bank accounts of the ASBA Applicants within one (1) working day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed. If the Issue is withdrawn after the designated Date, amounts that have been credited to the Public Issue Account shall be transferred to the Refund Account. Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final ROC approval of the Prospectus after it is registered with the ROC. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue, our Company shall file a fresh Draft Prospectus.

### **Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for lock-in of the Pre-Issue Equity Shares and Promoters' minimum contribution in the Issue as detailed in the chapter titled **"Capital Structure"** beginning on page 64 of this Draft Prospectus, and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details, please refer to the chapter titled **"Main Provisions of the Articles of Association"** beginning on page 257 of this Draft Prospectus.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants 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.*

## **New Financial Instruments**

As on the date of this Draft Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Issue. Further, our Company is not issuing any new financial instruments through this Issue.

## **Application by Eligible NRIs, FPIs or VCFs registered with SEBI**

Application by eligible NRIs, FPIs Registered with SEBI, VCFs, AIFs registered with SEBI and QFIs is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

## **As per the extant Guidelines of the Government of India, OCBs cannot participate in this Issue.**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors. The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

## **Allotment of Equity Shares Only in Dematerialized Form**

In terms of Section 29 of the Companies Act 2013, the Equity Shares shall be Allotted only in dematerialized form.

As per the existing SEBI ICDR Regulations, 2018 the trading of the Equity Shares shall only be in dematerialized form for all investors. In this context, two agreements will be signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Draft Prospectus:

- Tripartite agreement dated May 11, 2023 among CDSL, our Company and the Registrar to the Issue; and
- Tripartite agreement dated May 15, 2023 among NSDL, our Company and the Registrar to the Issue

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. Applicants will not have the option of getting Allotment of the Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

## **MIGRATION TO MAIN BOARD**

As per the provisions of the Chapter IX of the SEBI ICDR Regulations, our Company may migrate to the main board of BSE Limited from the SME Platform of BSE Limited on a later date subject to the following:

1. If the paid-up capital of the Company is likely to increase above Rs.25 crores by virtue of any further offer of capital by way of rights, preferential offer, bonus offer etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the Company has obtained in-principal approval from the main board), we shall have to apply to BSE Limited for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.
2. If the paid-up capital of the Company is more than Rs.10 crores but below Rs.25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter shareholders in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

## MARKET MAKING

The shares issued through this issue is proposed to be listed on the SME Platform of BSE Limited, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Platform of BSE Limited for a minimum period of three (3) years from the date of listing of shares issued through this Draft Prospectus. For further details of the market making arrangement please refer the chapter titled “**General Information**” beginning on page 55 of this Draft Prospectus.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the LM do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the LM are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Draft Prospectus. Applicants 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 and regulations.*

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue Face value capital is less than or equal to Rs. 10 crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an issue please refer to the chapters titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on pages 217 and 228 respectively of this Draft Prospectus.

Fresh issue of upto 17,84,000 equity shares of face value of Rs. 10.00/- each for cash at a price of Rs. 30/- per equity share including a share premium of Rs. 20/- per equity share (the “issue price”) aggregating to maximum Rs. 535.20 Lakhs. (“the issue”) by our company.

Particulars	Net Issue to Public	Market Maker Reservation Portion
Number of Equity Shares	16,88,000*	96,000
Percentage of Issue Size available for allocation	5.38%	94.62%
Basis of Allotment/ Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of 4,000 Equity Shares and Further allotment in multiples of 4,000 Equity Shares each.	Firm Allotment
Mode of Application	Retail Individual Investor may apply through UPI Payment Mechanism. All other applicants and Retail Individual Investors (whose bank do not provide UPI ID) shall apply through ASBA process only.	Through ASBA mode Only.
Minimum Application Size	<b>For QIB and NII:</b> Such number of Equity Shares in multiples of 4,000 Equity Shares such that the Application Value exceeds Rs. 2,00,000 <b>For Retail Individuals:</b> Such number of equity shares where application size is of at least 4,000 Equity Shares.	96,000 Equity Shares
Maximum Lot	<b>For QIB and NII:</b> Such number of Equity Shares in multiples of 4000 Equity Shares such that the Application Size does not exceed the Net Issue. <b>For Retail Individuals:</b> Such number of equity Shares so that the Application Value does not exceed Rs. 2,00,000/-	96,000 Equity Shares
Mode of Allotment	Compulsorily in dematerialized mode	Compulsorily in dematerialized mode
Trading Lot	4,000 Equity Shares	96,000 Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
Terms of payment	In case of ASBA, the entire application amount shall be blocked at the time of submission of Application Form to the SCSBs and in case of UPI as an alternate mechanism, application amount shall be blocked at the confirmation of mandate collection request by the Applicant.	

\* 50 % of the shares issued in the Net Issue to Public portion are reserved for applications whose value is below Rs. 2 lakhs and the balance 50 % of the shares are available for applications whose value is above Rs. 2 lakhs.

**Note:**

1. In case of joint application, the Application Form should contain only the name of First Applicant whose name should also appear as the first holder of beneficiary account held in joint names. The signature of only such First Applicant would be Required in the Application Form and such First Applicant would be deemed to have signed on behalf of joint holders.

2. *Applicants will be required to confirm and will be deemed to have represented to our Company, the LM, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Issue.*
3. *SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.*

*This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018. For further details please refer chapter titled **“Issue Procedure”** beginning on page 228 of this Draft Prospectus.*

## ISSUE PROCEDURE

*All Applicants should read the General Information Document for Investing in Public Issue (“GID”), prepared and issued in accordance with the SEBI circular no SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 notified by SEBI and updated pursuant to the circular SEBI/HO/CFD/DIL2/CIR/P/2 dated March 30, 2020 (the “General Information Document”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the website of Stock Exchange, the Company and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.*

*Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Issue size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.*

*Please note that the information stated/covered in this chapter may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this chapter and the General Information Document. Our Company and Lead Manager would not be able for any amendment, modification or change in applicable law, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their applications are submitted in accordance with the applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.*

*SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+3 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.*

*SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and as modified through its circular SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 and the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (collectively the “UPI Circulars”) has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI mechanisms for RIIs applying through Designated Intermediaries have been made effective along with the existing process and existing timeline of T+6 days. The same was applicable until June 30, 2019 (“UPI Phase I”).*

*With effect from July 1, 2019, with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Further, as per the SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II has been extended until March 31, 2020. Further still, as per Sebi Circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount be continued till further notice. Subsequently, the final reduced timeline will be made effective using the UPI mechanism for applications by RIIs (“UPI Phase III”), as may be prescribed by SEBI. Further pursuant to SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 UPI Phase II was extended till March 31, 2020. Subsequently, the final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders (“UPI Phase III”) and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Issue will be undertaken pursuant to the processes and procedures as may be prescribed by the SEBI from time to time.*

The revisions of the circular dated June 02, 2021 are elaborated as under: -

- SCSB's shall continue to send SMS alerts during the actual block/debit/unblock of UPI mandate in the prescribed format, the details of total number of shares applied/allotted/non-allotted etc. shall be included in SMS for Public Issues opening on/after January 01, 2022.
- The automated web portal shall be live and operational after due testing and mock trials with the CUG entities for Public Issues opening on or after October 01, 2021. The requisite information on this automated portal shall be updated periodically in intervals not exceeding two hours.
- In the interim, for the Public Issues opening from the date of this circular and till the automated web portal is live and operational, the Sponsor Banks shall send the details to the e-mail address of CUG entities periodically in intervals not exceeding three hours. In case of exceptional events viz., technical issues with UPI handles/PSPs/TPAPS/SCSB's etc., the same shall be intimated immediately to the CUG entities so as to facilitate the flow of information in the Public Issue process.
- The Stock Exchanges and Book Running Lead Managers shall facilitate providing the requisite data of CUG entities to Sponsor Bank for the development of automated web portal. Such information shall be provided to the Sponsor Bank before opening of the Public Issue.
- The Registrar to the Issue shall provide the allotment/ revoke files to the Sponsor Bank by 8:00 PM on T+3 i.e., the day when the Basis of Allotment (BOA) has to be finalized.
- The Sponsor Bank shall execute the online mandate revoke file for Non-Allottees/ Partial Allottees and provide pending applications for unblock, if any, to the Registrar to the Issue, not later than 5:00 PM on BOA+1.
- Subsequent to the receipt of the pending applications for unblock from the Sponsor Bank, the Registrar to the Issue shall submit the bank-wise pending UPI applications for unblock to the SCSBs, not later than 6:30 PM on BOA+1 and ensure that the unblocking is completed on T+4.

ASBA Applicants are required to submit ASBA Applications to the selected branches / offices of the RTAs, DPs, Designated Bank Branches of SCSBs. The lists of banks that have been notified by SEBI to act as SCSB (Self-Certified Syndicate Banks) for the ASBA Process are provided on [www.sebi.gov.in](http://www.sebi.gov.in). For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link. The list of Stock Brokers, Depository Participants ("DP"), Registrar to an Issue and Share Transfer Agent ("RTA") that have been notified by Stock Exchange to act as intermediaries for submitting Application Forms are provided on the website of the Stock Exchange. For details on their designated branches for submitting Application Forms, please refer the above-mentioned Stock Exchange website.

Please note that the information stated/covered in this chapter may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this chapter and the General Information Document. Our Company and Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of the Draft Prospectus. Applicant are advised to make their independent investigations and ensure that their Application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus.

## **PHASED IMPLEMENTATION OF UNIFIED PAYMENTS INTERFACE**

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIIs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circular proposes to introduce and implement the UPI payment mechanism in three phases in the following manner:

### ***Phase I:***

This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual had the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six working days.

### ***Phase II:***

This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further still, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six working days during this phase.

### ***Phase III:***

SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 UPI Phase II was extended till March 31, 2020. Subsequently, the final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders (“**UPI Phase III**”) and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Issue will be undertaken pursuant to the processes and procedures as may be prescribed by the SEBI from time to time. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Issue.

The Issue will be made under UPI Phase II of the UPI Circulars, unless Phase III of the UPI Circulars becomes mandatorily effective and applicable on or prior to the Issue Opening Date. If the Issue is made under UPI Phase III of the UPI Circulars, the same will be advertised in shall be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper), and all editions of Gujarati newspaper (Gujarati being the regional language of Gujarat, where our Registered Office is located), on or prior to the Issue Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

All SCSBs offering the facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders using the UPI.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors’ complaints, the relevant SCSB as well as the post-Issue LM will be required to compensate the concerned investor.

Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the LM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹5 lakh, shall use the UPI Mechanism. Individual investors Bidding under the Non-Institutional Portion Bidding for more than ₹2 lakh and up to ₹5 lakh, using the UPI Mechanism, shall provide their UPI ID in the Application Form for making application through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts),



provided by certain brokers.

## **FIXED PRICE ISSUE PROCEDURE**

The Issue is being made under Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 through a Fixed Price Process. Wherein a minimum 50% of the Net Issue is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including Corporate Bodies or Institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price.

Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage. However, the Application by an Applicant should not exceed the investment limits prescribed under the relevant regulations/statutory guidelines.

Subject to the valid Applications being received at the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the LM and the Stock Exchange are required to submit their Applications to the Application Collecting Intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non-Institutional Applicants and Retail Individual Applicants, the Company would have a right to reject the Applications only on technical grounds. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected.

**Investors should note that Equity Shares will be allotted to successful Applicants in dematerialized form only. The Equity Shares on Allotment shall be traded only in the dematerialize segment of the Stock Exchange, as mandated by SEBI. Applicants will not have the option of getting allotment of the Equity Shares in physical form. However, the Investors may get the Equity Shares rematerialized subsequent to the allotment.**

## **ELECTRONIC REGISTRATION OF APPLICATIONS**

- a) The Designated Intermediary may register the Application using the online facilities of the Stock Exchange. The Designated Intermediaries can also set up facilities for off-line electronic registration of Applications, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Fixed Process on a regular basis before the closure of the Issuer.
- b) On the Application/Issuer Closing Date, the Designated Intermediaries may upload the Applications till such time as may be permitted by the Stock Exchange and as disclosed in the Prospectus.

Only Applications that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 p.m. IST on the next Working Day following the Application/Issuer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Application/Issuer Period after which the Stock Exchange send the information to the Registrar to the Issue for further processing.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI ICDR Regulations, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

## **AVAILABILITY OF DRAFT PROSPECTUS, PROSPECTUS AND APPLICATION FORMS**

Copies of the Application Form and the Prospectus will be available at the offices of the LM, the Designated Intermediaries at Bidding Centers, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the Stock Exchange(s), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one (1) day prior to the Issue Opening Date.

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Draft Prospectus / Prospectus. All the Applicants (other than Anchor Investor and Retail Individual Investor using UPI Payment Mechanism) shall mandatorily participate in the Issue only through the ASBA process for application. ASBA applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form and the Application Forms that do not contain such details are liable to be rejected.

Retail Individual Investors submitting their application form to any Designated Intermediaries (other than SCSBs) shall be required to apply using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Application Form. Retail Individual Investors submitting their application form to any Designated Intermediaries (other than SCSBs) failed to mention UPI ID are liable to be rejected. Retail Individual Investors may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI.

ASBA Applicants shall ensure that the applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form
Resident Indians / Eligible NRIs applying on a non-repatriation basis (ASBA)	White*
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)	Blue*

*\*Excluding electronic Application Form.*

In case of ASBA Forms, Designated Intermediaries shall upload the relevant Application details in the electronic Bidding system of the Stock Exchanges. Subsequently, for ASBA Forms (other than RIIs using UPI mechanism) Designated Intermediaries (other than SCSBs) shall submit/deliver the Application Form (except the Application Form from a RIIs using the UPI mechanism) to the respective SCSBs, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. For RIIs using UPI mechanism, the Stock Exchanges shall share the Application details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs for blocking of funds.

Application Forms will also be available on the website of the BSE (<https://www.bseindia.com/sme>). Same Application Form applies to all ASBA Applicants/ Retail Individual Investors applying through UPI mechanism, irrespective of whether they are submitted to the SCSBs, to the Registered Brokers, to Registrars to an Issue and Share Transfer Agents, Depository Participants or to the Syndicate (in Specified Cities).

## SUBMISSION AND ACCEPTANCE OF APPLICATION FORM

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 Dated November 10, 2015, an Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following Intermediaries (Collectively called “Designated Intermediaries”).

Sr No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (“broker”)
4.	A depository participant (“DP”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

5.	Registrar to an issue and share transfer agent (“RTA”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
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The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

Designated Intermediaries shall submit Application Forms to SCSBs only

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may by blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For Applications submitted by investors to intermediaries other than SCSBs without use of UPI for payment:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s). Stock Exchange shall share application details including the UPI ID with Sponsor Bank on a continuous basis, to enable Sponsor Bank to initiate mandate request on investors for blocking of funds. Sponsor Bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account

Stock exchange(s) shall validate the electronic application details with depository’s records for DP ID/ClientID and PAN, on a real time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Application are deemed to have authorized our Company to make the necessary changes in the prospectus, without prior or subsequent notice of such changes to the Applicants.

## WHO CAN APPLY?

In addition to the category of Applicants set forth under General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

1. Indian nationals’ resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: —Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
3. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;

9. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non-Institutional investor's category;
10. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
11. Foreign Venture Capital Investors registered with the SEBI;
12. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
13. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
14. Insurance Companies registered with Insurance Regulatory and Development Authority, India;
15. Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
16. Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
17. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
18. Insurance funds set up and managed by army, navy or air force of the Union of India;
19. Multilateral and bilateral development financial institution;
20. Eligible QFIs;
21. Insurance funds set up and managed by army, navy or air force of the Union of India;
22. Insurance funds set up and managed by the Department of Posts, India;
23. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Foreign Nationals (except NRI)
4. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

**The Equity Shares have not been and will not be registered under the U.S Securities Act or any other applicable law of the United States and, unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S Securities Act and referred to in this Draft Prospectus as "U.S. QIBs", for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Prospectus as "QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulations S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

**MAXIMUM AND MINIMUM APPLICATION SIZE**

***For Retails Individual Applicants***

The Application must be for a minimum of 4,000 Equity Shares and in multiples of 4,000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs. 2 lakhs. In case of revision of Applications, the Retail Individual Investors have to ensure that the Application Price does not exceed Rs. 2 lakhs.

***For Other than Retail Individual Investors (Non-Institutional Investors and QIBs):***

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs. 2 lakhs and in multiples of 4,000 Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant and Non-Institutional Investor cannot withdraw its Application after the Issue Closing Date and is required to pay 100% Application Amount upon submission of Application

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2 lakhs for being considered for allocation in the Non-Institutional Portion.

**Applicants are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.**

**Participation by associates/affiliates of Lead Manager**

The Lead Manager shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Category where the allotment is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the LM, shall be treated equally for the purpose of allocation to be made on a proportionate basis

**Option to Subscribe to the Issue**

1. Our Company shall allot the specified securities in dematerialised form only. Investors opting for allotment in dematerialised form may get the specified securities rematerialized subsequent to allotment.
2. The equity shares, on allotment, shall be traded on stock exchange in demat segment only.
3. A single application from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines.

**Application By HUF**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form/Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs may be considered at par with Applications from individuals.

**Application by Mutual Funds**

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

Application made by asset management companies or custodians of Mutual Funds shall 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 (1) 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. With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be attached with the Application Form. Failing this, our Company reserves the right to reject their application in whole or in part, in either case, without assigning any reason thereof.

No mutual fund scheme shall invest more than 10% of its net asset value in the equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

**Application by Indian Public including eligible NRIs applying on non-Repatriation**

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors (other than minor having valid depository accounts as per demographic details provided by the depository), Foreign Nationals, Non Residents (except for those applying on non-repatriation), trusts (unless the trust is registered under the Societies

Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF.

Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares issued to the public.

#### **Application by Eligible NRIs/FII's on Repatriation Basis**

Eligible NRIs may obtain copies of Application Form from the Designated Intermediaries. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) ASBA Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary (“NRO”) accounts for the full Application Amount, at the time of the submission of the Application Form. NRIs applying in the Issue through the UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such Application.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour).

Pursuant to the provisions of the FEMA regulations, investments by NRIs under the Portfolio Investment Scheme (“PIS”) is subject to certain limits, i.e., 10.00% of the paid-up equity share capital of the company. Such limit for NRI investment under the PIS route can be increased by passing a board resolution, followed by a special resolution by the shareholders, subject to prior intimation to the RBI. Our Company has not passed any resolution to increase this limit and hence investments by NRIs under the PIS will be subject to a limit of 10% of the paid-up equity capital of the Company.

#### **Application by FPIs**

In terms of the FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post- Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased upto the sectoral cap by way of a resolution passed by our Board followed by a special resolution passed by the shareholders of our Company and subject to prior intimation to the RBI.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the FPI Regulations, an FPI, by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with ‘know your client’ nor. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. In case of Applications made by FPIs, a verified true copy of the certificate of registration issued by the designated Depository Participant under the FPI Regulations is required to be attached along with the Application form, failing which our Company reserves the right to reject the Application without assigning any reasons thereof.

#### **Application by SEBI registered VCFs, AIFs and FVCIs**

SEBI VCF Regulations and SEBI FVCI Regulations inter alia prescribe the investment restrictions on the VCFs and FVCIs registered with SEBI. Further, SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

Accordingly, the holding by any individual VCF registered with SEBI in one (1) venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public issue.

Category I and II AIFs cannot invest more than 25% of their corpus in one (1) investee company. A category III AIF cannot invest more than 10% of their investible funds in one (1) investee company. A venture capital fund registered as a category I AIF, as defined in SEBI AIF Regulations, cannot invest more than 1/3<sup>rd</sup> of its corpus by way of subscription to an initial public issue of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under SEBI AIF Regulations shall continue to be regulated by SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of SEBI AIF Regulations.

Further, according to SEBI ICDR Regulations, the shareholding of VCFs and category I AIFs or FVCI held in a company prior to making an initial public issue would be exempt from lock-in requirements provided that such equity shares held are locked in for a period of at least one (1) year from the date of purchase by such VCF or category I AIFs or FVCI.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

**Our Company or the LM will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency. There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.**

#### **Application by provident funds/ pension funds**

In case of Applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject their application, without assigning any reason thereof

#### **Application by limited liability partnerships**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject their application without assigning any reason thereof.

#### **Application by Banking Companies**

In case of Application made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application by a banking company, without assigning any reason therefor. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

#### **Application by Insurance Companies**

In case of Application made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject their application without assigning any reason thereof.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time including the Insurance Regulatory and Development Authority of India Investment) Regulations, 2016 ("IRDA Investment Regulations").

- i. Equity shares of a company: the lower of 10% of the investee company's outstanding equity shares (face value) or 10% of the respective fund in case of a life insurer/investment assets in case of a general insurer or a reinsurer;
- ii. The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or a reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- iii. The industry sector in which the investee company operates: not more than 15% of the respective fund of a life insurer or general insurance or 15% of the investment assets, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) or (iii) above, as the case may be.

The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of Rs. 2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of Rs. 500,000 million or more but less than Rs. 2,500,000 million.

Insurer companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by the IRDA from time to time including the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 ("IRDA Investment Regulations").

### **Application by SCSBs**

SCSBs participating in the Issue are required to comply with the terms of SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

### **Application by Systemically Important Non-Banking Financial Companies**

In case of Application made by systemically important non-banking financial companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof. Systemically important non-banking financial companies participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

### **Application under Power of Attorney**

In case of Application made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, FPIs, Mutual Funds, Eligible QFIs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund, provident funds with a minimum corpus of Rs. 2,500 Lakhs and pension funds with a minimum corpus of Rs. 2,500 Lakhs (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject their application in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- With respect to Applications by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form.
- With respect to Applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Application Form.
- With respect to Applications made by provident funds with a minimum corpus of Rs. 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form.
- With respect to Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form.
- Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application form, subject to such terms and conditions that our Company and the Lead Manager may deem fit.



The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories

### **Application by OCBs**

In accordance with RBI regulations, OCBs cannot participate in this Issue.

### **ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS**

**In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.**

Lists of banks that have been notified by SEBI to act as SCSB (Self-Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

### **ASBA Process and Electronic Registration of Application**

Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ("ASBA Account") is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Lead Manager.

ASBA Applicants are required to submit their applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

**APPLICATION FORM SHALL BEAR THE STAMP OF THE SYNDICATE MEMBER/SCSBS/REGISTRAR AND SHARE TRANSFER AGENTS/DEPOSITORY PARTICIPANTS/STOCK BROKERS AND IF NOT, THE SAME SHALL BE REJECTED.**

### **Who can apply?**

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process.

### **Mode of Payment**

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

**Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.**

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

### **Unblocking of ASBA Account**

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

### **Terms of payment**

The entire Issue price of Rs. 30/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants. SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs. The Applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

### **Payment Mechanism**

The Applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the application Amount (issue price) in the bank account specified in the Application Form. The SCSB shall keep the application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the application Amount. However, Non-Retail Investors shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

### **PROCEDURE FOR UNIFIED PAYMENT INTERFACE (UPI)**

**In accordance to the SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, to stream line the process of public issue of Equity Shares and convertibles, Phase II shall become effective from July 01, 2019, thereafter for applications by Retail Individual Investors through intermediaries, where the existing process of investor submitting application form with any intermediaries along with bank account details and movement of such application forms from intermediaries to self-certified Syndicate Banks (SCSBs) for blocking of funds, will be discontinued. For such applications only the UPI mechanism would be permissible mode.**

#### **Who can apply through UPI Mode?**

Only Retail Individual Investors are allowed to use UPI for the payment in public issues. Qualified Institutional Buyers and High-Net worth Investors shall continue to apply as per the existing process.

#### **Process**

**Applications through UPI in IPOs (Public Issue) can be made only through the SCSBs/mobile applications whose name appears on the SEBI website: [www.sebi.gov.in](http://www.sebi.gov.in).**

#### **Blocking of Funds:**

- a) Investors shall create UPI ID
- b) Investors shall submit their IPO applications through intermediaries and the investors shall enter UPI ID in the application form
- c) Thereafter, intermediary shall upload the application details and UPI ID in the electronic bidding system of the Stock Exchange
- d) Stock Exchange shall validate the application details on the real time basis with depository's records and shall bring the inconsistencies to the notice of intermediaries for rectification and re-submission
- e) Stock Exchange shall share the details including UPI ID with Sponsor Bank, to enable the Sponsor Bank to initiate the request for the blocking of funds
- f) Thereafter the investor shall receive notification and shall confirm the request by entering valid UPI PIN and upon such acceptance of request, funds would get blocked and intimation shall be given to the investor regarding blocking of funds

#### **Unblocking of funds:**

- a) After the issue close day, the RTA on the basis of applying and blocking received from stock exchange undertake a reconciliation and shall prepare Basis of Allotment.
- b) Upon approval of such basis, instructions would be sent to the Sponsor Bank to initiate process for credit of funds in the public issue escrow account and unblocking of excess funds
- c) Based on authorization given by the investor using UPI PIN at the time of blocking of funds, equivalent to the allotment, would be debited from investors account and excess funds, if any, would be unblocked.

#### **Terms of payment**

The entire Issue price of Rs. 30/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants. SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs. The Applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

#### **Payment Mechanism**

The Applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the bid Amount (issue price) in the bank account specified in the Application Form. The SCSB shall keep the bid Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the bid Amount. However, Non-Retail Investors shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Bid Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Bid

Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Bid by the ASBA Bidder, as the case may be.

#### **PROCEDURE FOR UNIFIED PAYMENT INTERFACE (UPI)**

**In accordance to the SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, to stream line the process of public issue of Equity Shares and convertibles, Phase II shall become effective from July 01, 2019, thereafter for applications by Retail Individual Investors through intermediaries, where the existing process of investor submitting application form with any intermediaries along with bank account details and movement of such application forms from intermediaries to self-certified Syndicate Banks (SCSBs) for blocking of funds, will be discontinued. For such applications only the UPI mechanism would be permissible mode.**

##### **Who can apply through UPI Mode:**

Only Retail Individual Investors are allowed to use UPI for the payment in public issues. Qualified Institutional Buyers and High-Net worth Investors shall continue to apply as per the existing process.

##### **Process**

**Applications through UPI in IPOs (Public Issue) can be made only through the SCSBs/mobile applications whose name appears on the SEBI website: [www.sebi.gov.in](http://www.sebi.gov.in).**

##### **Blocking of Funds:**

- a) Investors shall create UPI ID
- b) Investors shall submit their IPO applications through intermediaries and the investors shall enter UPI ID in the application form
- c) Thereafter, intermediary shall upload the bid details and UPI ID in the electronic bidding system of the Stock Exchange
- d) Stock Exchange shall validate the bid details on the real time basis with depository's records and shall bring the inconsistencies to the notice of intermediaries for rectification and re-submission
- e) Stock Exchange shall share the details including UPI ID with Sponsor Bank, to enable the Sponsor Bank to initiate the request for the blocking of funds
- f) Thereafter the investor shall receive notification and shall confirm the request by entering valid UPI PIN and upon such acceptance of request, funds would get blocked and intimation shall be given to the investor regarding blocking of funds

##### **UNBLOCKING OF FUNDS:**

- a) After the issue close day, the RTA on the basis of bidding and blocking received from stock exchange undertake a reconciliation and shall prepare Basis of Allotment.
- b) Upon approval of such basis, instructions would be sent to the Sponsor Bank to initiate process for credit of funds in the public issue escrow account and unblocking of excess funds
- c) Based on authorization given by the investor using UPI PIN at the time of blocking of funds, equivalent to the allotment, would be debited from investors account and excess funds, if any, would be unblocked.

**Further, RIIs would continue to have an option to modify or withdraw the application till the closure of the issue period. For each such modification of application, RIIs shall submit a revised application and shall receive a mandate request from the Sponsor Bank to be validated as per the process indicated above. Hence, applications made through UPI ID for payment the same shall be revised by using UPI ID only.**

#### **REJECTION GROUNDS UNDER UPI PAYMENT MECHANISM**

An investor making application using any of channels under UPI Payments Mechanism, shall use only his/ her own bank account or only his/ her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

#### **LIST OF BANKS PROVIDING UPI FACILITY**

An investor shall ensure that when applying in the IPO using UPI facility, the name of his Bank shall appear in the list of SCSBs as displayed on the SEBI website.

A list of SCSBs and mobile application which are live for applying in public issues using UPI mechanism is provided on the SEBI Website at the following path:

*Home >> Intermediaries/Market Infrastructure Institutions >> Recognised Intermediaries >> Self Certified Syndicate Banks eligible as Issuer Banks for UPI.*

Investors whose Bank is not live on UPI as on the date of the aforesaid circular, may use the other alternate channels available to them viz. submission of application form with SCSBs or using the facility of linked online trading, demat and bank account (Channel I or II at para 5.1 SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018).

## **ELECTRONIC REGISTRATION OF APPLICATIONS**

1. The Designated Intermediary will register the Applications using the on-line facilities of the Stock Exchanges. There will be at least one on-line connectivity facility in each city, where a stock exchange is located in India and where Applications are being accepted. The Lead Manager, our Company and the Registrar are not responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the Designated Intermediary, (ii) the Applications uploaded by the Designated Intermediary, (iii) the Applications accepted but not uploaded by the Designated Intermediary or (iv) Applications accepted and uploaded without blocking funds.
2. The Designated Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the Designated Intermediary, (ii) the Applications uploaded by the Designated Intermediary, (iii) the Applications accepted but not uploaded by the Designated Intermediary and (iv) Applications accepted and uploaded without blocking funds. It shall be presumed that for Applications uploaded by the Designated Intermediary, the full Application Amount has been blocked.
3. In case of apparent data entry error either by the Designated Intermediary in entering the Application Form number in their respective schedules other things remaining unchanged, the Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to Stock Exchange.
4. The Designated Intermediary will undertake modification of selected fields in the Application details already uploaded within before 1.00 p.m. of the next Working Day from the Issue Closing Date.
5. The Stock Exchanges will offer an electronic facility for registering Applications for the Issue. This facility will be available with the Designated Intermediary and their authorized agents during the Issue Period. The Designated Branches or the Agents of the Designated Intermediary can also set up facilities for off-line electronic registration of Applications subject to the condition that they will subsequently upload the off-line data file into the on-line facilities on a regular basis. On the Issue Closing Date, the Designated Intermediary shall upload the Applications till such time as may be permitted by the Stock Exchanges. This information will be available with the Lead Manager on a regular basis. Applicants are cautioned that a high inflow of high volumes on the last day of the Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation.
6. At the time of registering each Application submitted by an Applicant, Designated Intermediary shall enter the following details of the investor in the on-line system, as applicable:
  1. Name of the Applicant;
  2. IPO Name;
  3. Application Form number;
  4. Investor Category;
  5. PAN (of First Applicant, if more than one Applicant);
  6. DP ID of the demat account of the Applicant;
  7. Client Identification Number of the demat account of the Applicant;
  8. UPI ID (RIIs applying through UPI Mechanism)
  9. Numbers of Equity Shares Applied for;
  10. Location of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA

Account is maintained; and

11. Bank account number
  12. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic Application Form number which shall be system generated.
7. The Designated intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
  8. Such acknowledgement will be non-negotiable and by itself will not create any obligation of any kind.
  9. In case of QIB Applicants, the Lead Manager has the right to accept the Application or reject it. However, the rejection should be made at the time of receiving the Application and only after assigning a reason for such rejection in writing. In case on Non-Institutional Applicants and Retail Individual Applicants, Applications would be rejected on the technical grounds.
  10. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
  11. Only Applications that are uploaded on the online IPO system of the Stock Exchanges shall be considered for allocation/Allotment. The Designated Intermediary will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the PAN, DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar will receive this data from the Stock Exchanges and will validate the electronic Application details with depository's records. In case no corresponding record is available with depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such Applications are liable to be rejected.

## **WITHDRAWAL OF APPLICATIONS**

RIIs can withdraw their applications until Issue Closing Date. In case a RII wishes to withdraw the applications during the Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB or Sponsor Bank in the ASBA Account.

The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Applications at any stage.

## **SIGNING OF UNDERWRITING AGREEMENT**

The issue is 100% Underwritten. For further details please refer to the Chapter titled "**General Information**" on page 55 of this Draft Prospectus.

## **FILING OF THE DRAFT PROSPECTUS**

For filing details, please refer to the Chapter titled "**General Information**" beginning on page 55 of this Draft Prospectus.

## **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013, the Company shall, after filing the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where registered office of the Company is situated.

## **PRICE DISCOVERY AND ALLOCATION OF EQUITY SHARES**

- a) The Issue is being made through the Fixed Price Process where in up to Equity Shares shall be reserved for Market Maker. Equity shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid Application being received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on proportionate basis to Non-Retail Applicants.
- b) Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Stock Exchange.
- c) Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
- d) In terms of SEBI Regulations, Non-Retail Investors shall not be allowed to either withdraw or lower the size of their applications at any stage.
- e) Allotment status details shall be available on the website of the Registrar to the Issue.

## **ISSUANCE OF ALLOTMENT ADVICE**

Upon approval of the Basis of Allotment by the Designated stock exchange, the Registrar shall upload on its website. On the basis of approved basis of allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue. Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Issue.

1. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.
2. Issuer will ensure that: (i) the allotment of the equity shares; and (ii) initiate corporate action for credit of shares to the successful applicant's Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.
3. The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

## **ISSUANCE OF CONFIRMATION ALLOCATION NOTE ("CAN")**

- a) A physical book is prepared by the Registrar on the basis of the Application Forms received from Investors. Based on the physical book and at the discretion of the Company in consultation with the LM, selected Investors will be sent a CAN and if required, a revised CAN.
- b) In the event that the Issue Price is higher than the Investor Allocation Price: Investors will be sent a revised CAN within 1 (one) day of the Pricing Date indicating the number of Equity Shares allocated to such Investor and the pay-in date for payment of the balance amount. Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Investors.
- c) In the event the Issue Price is lower than the Investor Allocation Price: Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

## **DESIGNATED DATE**

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

## **GENERAL INSTRUCTIONS**

Applicants are requested to note the additional instructions provided below.

### **Do's:**

1. Check if you are eligible to apply as per the terms of the Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Read all the instructions carefully and complete the Application Form;

3. Ensure that the details about the PAN, UPI ID (if applicable), DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
4. Ensure that your Application Form, bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Collection Centre within the prescribed time, except in case of electronic forms. Retail Individual Investors using UPI mechanism, may submit their ASBA forms with Designated Intermediary and ensure that it contains the stamp of such Designated Intermediary;
5. Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
6. If the first applicant is not the ASBA account holder (or the UPI- linked bank account holder as the case may be), ensure that the Application Form is signed by the ASBA account holder (or the UPI- linked bank account holder as the case may be). Ensure that you have mentioned the correct bank account number and UPI ID in the Application Form;
7. All Applicants (other than Anchor Investors and RII using UPI Mechanism) should apply through the ASBA process only. RII not using UPI mechanism, should submit their application form directly with SCSB's and not with any designated intermediary.
8. With respect to Applications by SCSBs, ensure that you have a separate account in your own name with any other SCSB having clear demarcated funds for applying under the ASBA process and that such separate account (with any other SCSB) is used as the ASBA Account with respect to your Application;
9. Ensure that you request for and receive a stamped acknowledgement of your Application;
10. Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;
11. Instruct your respective banks to not release the funds blocked in the ASBA Account under the ASBA process. Retail Individual Investors using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment, in a timely manner
12. Submit revised Applications to the same Designated Intermediary, as applicable, through whom the original Application was placed and obtain a revised TRS;
13. Except for Applications (i) on behalf of the central or state governments and the officials appointed by the courts, who, in terms of SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market and (ii) Applications by persons resident in the state of Sikkim, who, in terms of SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the central or the state government and officials appointed by the courts and for Applicants residing in the state of Sikkim is subject to (a) the demographic details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same. All other applications in which PAN is not mentioned will be rejected.
14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. Ensure that thumb impressions and signatures other than in the languages specified in the eighth schedule to the Constitution of India are attested by a magistrate or a notary public or a special executive magistrate under official seal;
16. Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint application, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;
17. Ensure that the category and sub-category under which the Application is being submitted is clearly specified in the Application Form;
18. Ensure that in case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. If you are resident outside India, ensure that Applications by you are in compliance with applicable foreign and Indian laws;
20. Applicants should note that in case the DP ID, the Client ID, UPI ID (where applicable) and the PAN mentioned in the Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, match with the DP ID, Client ID (where applicable) and PAN available in the Depository database otherwise liable to be rejected; Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
21. Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
22. Ensure that you have correctly signed the authorization /undertaking box in 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 Amount mentioned in the Application Form at the time of submission of the Application;
23. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than Retail Individual Investors Bidding using the UPI Mechanism) in the Bid cum Application Form and such ASBA account belongs to you and no one else. Further,



Retail Individual Investors using the UPI Mechanism must also mention their UPI ID and shall use only his/her own bank account which is linked to his/her UPI ID;

24. Retail Individual Investors Bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;
25. Retail Individual Investors Bidding using the UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. Retail Individual Investors shall ensure that the name of the app and the UPI handle which is used for making the application appears on the list displayed on the SEBI website. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;

**Don'ts:**

1. Do not apply for lower than the minimum Application size;
2. Do not apply at a Price different from the Price mentioned herein or in the Application Form;
3. Do not pay the Application Amount in cash, cheque, by money order or by postal order or by stock invest or any mode other than stated herein;
4. Do not send Application / ASBA Forms by post, instead submit the same to the Designated Intermediary only;
5. Do not submit the Application Forms with the Banker(s) to the Issue (assuming that such bank is not a SCSB), our Company, the LM or the Registrar to the Issue (assuming that the Registrar to the Issue is not one of the RTAs) or any non-SCSB bank;
6. Do not apply on an Application Form that does not have the stamp of the Designated Intermediary;
7. If you are a Retail Individual Applicant, do not apply for an exceeding ₹ 200,000;
8. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Prospectus;
9. Do not submit the General Index Register number instead of the PAN;
10. As an ASBA Applicant, do not submit the Application without ensuring that funds equivalent to the entire Application Amount are available to be blocked in the relevant ASBA Account and as in the case of Retail Individual Investors using the UPI Mechanism shall ensure that funds equivalent to the entire application amount are available in the UPI linked bank account where funds for making the bids are available.
11. As an ASBA Applicant, do not instruct your respective banks to release the funds blocked in the ASBA Account;
12. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
13. Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
14. If you are a QIB, do not submit your Application after 3.00 pm on the Issue Closing Date for QIBs;
15. If you are a Non-Institutional Applicant or Retail Individual Applicant, do not submit your Application after 3.00 pm on the Issue Closing Date;
16. Do not submit an Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
17. Do not submit an Application if you are not competent to contract under the Indian Contract Act, 1872, (other than minors having valid depository accounts as per Demographic Details provided by the Depositories);
18. If you are a QIB or a Non-Institutional Applicant, do not withdraw your Application or lower the size of your Application (in terms of quantity of the Equity Shares or the Application Amount) at any stage;
19. Do not submit more than five (5) ASBA Forms per ASBA Account;
20. Do not submit ASBA Forms at a location other than the Specified Locations or to the brokers other than the Registered Brokers at a location other than the Broker Centres; and
21. Do not submit ASBA Forms to a Designated Intermediary at a Collection Centre unless the SCSB where the ASBA Account is maintained, as specified in the ASBA Form, has named at least one (1) branch in the relevant Collection Centre, for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>). The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.
22. Do not submit a Bid cum Application Form with third party UPI ID or using a third-party bank account (in case of Bids submitted by Retail Individual Investors using the UPI Mechanism)

**The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.**

## **Instructions for completing the Application Form**

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker (“broker”) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of Stock Exchange.

## **Applicant’s Depository Account and Bank Details**

**Please note that, providing bank account details in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.**

Applicants should note that on the basis of name of the Applicants, Depository Participant’s name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicant’s bank account details, MICR code and occupation (hereinafter referred to as ‘Demographic Details’). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants’ sole risk and neither the Lead Manager nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

## **Payment by Stock Invest**

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003 04 dated June 10, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

## **OTHER INSTRUCTIONS**

### **JOINT APPLICATIONS IN THE CASE OF INDIVIDUALS**

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

### **MULTIPLE APPLICATIONS**

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same. In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- i. All applications are electronically strung on first name, address (1<sup>st</sup> line) and applicant ‘s status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband ‘s name to determine if they are multiple applications.
- ii. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.

- iii. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

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. In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of know your client norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple Applications and are liable to be rejected. The Company, in consultation with the Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple Applications is given below:

- All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII subaccounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
- For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

#### **PERMANENT ACCOUNT NUMBER (“PAN”)**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (PAN) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

**Our Company/ Registrar to the Issue, Lead Manager can, however, accept the Application(s) which PAN is wrongly entered into by ASBA SCSB's in the ASBA system, without any fault on the part of Applicant.**

#### **RIGHT TO REJECT APPLICATIONS**

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds. It should be noted that RIIs using third party bank account for the payment in the public issue using UPI facility or using third party UPI ID linked bank account are liable to be rejected.

#### **GROUND FOR TECHNICAL REJECTIONS**

Applicants are requested to note that Application may be rejected on the following additional technical grounds.

- a. Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- b. In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- c. Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- d. PAN not mentioned in the Application Form;
- e. GIR number furnished instead of PAN;
- f. Applications for lower number of Equity Shares than specified for that category of investors;

- g. Applications at a price other than the Fixed Price of the Issue;
- h. Applications for number of Equity Shares which are not in multiples as stated in the chapter titled “Issue Structure”;
- i. Category not ticked;
- j. Multiple Applications as defined in the Prospectus;
- k. In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- l. Applications accompanied by Stock invest/ money order/ postal order/ cash;
- m. Signature of the First Applicant or sole Applicant is missing;
- n. Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- o. In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant’s identity (DP ID) and the beneficiary’s account number;
- p. Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- q. Applications by OCBs;
- r. Applications by US persons other than in reliance on Regulations or “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
- s. Applications not duly signed;
- t. Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- u. Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- v. Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- w. Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- x. Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date;
- y. Applications not containing the details of Bank Account and/or Depositories Account.
- z. Applications under the UPI Mechanism submitted by Retail Individual Investors using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
- aa. Application submitted by Retail Individual Investors using the UPI Mechanism through an SCSB and/or using a Mobile App or UPI handle, not listed on the website of SEBI;

## **EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL AND CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent.

- a) A tripartite agreement dated May 15, 2023 with NSDL, our Company and Registrar to the Issue;
  - b) A tripartite agreement dated May 11, 2023 with CDSL, our Company and Registrar to the Issue;
- The Company’s shares bear an ISIN No: INE0PSN01013
- a) An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
  - b) The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant’s Identification number) appearing in the Application Form or Revision Form.
  - c) Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant’s beneficiary account (with the Depository Participant).
  - d) Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
  - e) If incomplete or incorrect details are given under the heading ‘Applicants Depository Account Details’ in the Application Form or Revision Form, it is liable to be rejected.
  - f) The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis-à-vis those with their Depository Participant.
  - g) It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
  - h) The trading of the Equity Shares of our Company would be only in dematerialized form.

## **COMMUNICATIONS**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

Investors can contact the Company Secretary and Compliance Officer (Poorvi Jain) or the Registrar to the Issue in case of any Pre-Issue or Post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

<b>Reet Projects Limited</b>  Shop No. 327, Third Floor, Ishana The Business Hub, Althan Surat City 395017 Gujarat India <b>Tel No: +91 98256 06745</b> <b>Email: <a href="mailto:info@reetprojects.com">info@reetprojects.com</a></b> <b>Website: <a href="http://www.reetprojects.com">www.reetprojects.com</a></b>	<b>KFin Technologies Limited</b> Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana <b>Tel No.: +91 40 6716 2222</b> <b>Contact Person: M Murli Krishna</b> <b>Email: <a href="mailto:reetprojects.ipo@kfintech.com">reetprojects.ipo@kfintech.com</a></b> <b>Website: <a href="http://www.kfintech.com">www.kfintech.com</a></b> <b>Investor Grievance Email: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a></b> <b>SEBI Registration No: INR000000221</b>
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## Disposal of Applications

With respect to Investors, our Company shall ensure dispatch of Allotment Advice, refund orders (except for applicants who receive refunds through electronic transfer of funds) and give benefit to the beneficiary account of Depository Participants of the Applicants and submit the documents pertaining to the Allocation to the Stock Exchange(s) on the Investor Applying Date. In case of Applicants who receive refunds through NECS, NEFT, direct credit or RTGS, the refund instructions will be given to the clearing system within 6 Working Days from the Issue Closing Date.

## IMPERSONATION

Attention of the Applicant is specifically drawn to the provisions of Sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

“Any person who:

- 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 shall be liable for action under Section 447”.

Section 447 of Companies Act, 2013 deals with ‘Fraud’ and prescribed a punishment of “imprisonment for a term which shall not be less than 6 (six) months but which may extend to 10 (ten) years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to 3 (three) times the amount involved in the fraud”.

## NAMES OF ENTITIES RESPONSIBLE FOR FINALISING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER

The authorised employees of the Stock Exchange, along with the Lead Manager and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

## BASIS OF ALLOTMENT

Allotment will be made in consultation with the Stock Exchange. In the event of over subscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

- The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
- The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e.,

Total number of Shares applied for into the inverse of the over subscription ratio).

3. For applications where the proportionate allotment works out to less than 4,000 Equity Shares the allotment will be made as follows:
  - a. Each successful applicant shall be allotted 4,000 Equity Shares; and
  - b. The successful applicants out of the total applicants for that category shall be determined by the draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 4,000 Equity Shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 4,000 Equity Shares subject to a minimum allotment of 4,000 Equity Shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of 4,000 Equity Shares, results in the actual allotment being higher than the shares issue, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this Draft Prospectus.
6. Since present issue is a fixed price issue, the allocation in the net Issue to the public category in terms of Regulation 253 of the SEBI (ICDR) Regulations, 2018 shall be made as follows:
  - a. A minimum of 50% of the net Issue of shares to the Public shall initially be made available for allotment to retail individual investors as the case may be.
  - b. The balance net Issue of shares to the public shall be made available for allotment to a) individual applicants other than retails individual investors and b) other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
  - c. The unsubscribed portion of the net to any one of the categories specified in (a) or (b) shall/may be made available for allocation to applicants in the other category, if so required.

If the retail individual investor is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.

Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor in the manner in this para titled “**Basis of Allotment**” of this Draft Prospectus.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2 lakhs Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the Stock Exchange.

## **BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION**

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size as specified shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

**As per the RBI regulations, OCBs are not permitted to participate in the Issue. There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.**

## **AT PAR FACILITY**

Letters of Allotment or refund orders or instructions to Self-Certified Syndicate Banks in Application Supported by Blocked Amount process. The issuer shall ensure that “at par” facility is provided for encashment of refund orders for applications other than Application Supported by Blocked Amount process.

## **GROUND FOR REFUND**

*Non-Receipt of Listing Permission*

An Issuer makes an Application to the Stock Exchange for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchange from where such permission is sought are disclosed in this Draft Prospectus. The designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by Stock Exchange, the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of this Draft Prospectus.

In the event that the listing of the Equity Shares does not occur in the manner described in this Draft Prospectus, the Lead Manager and Registrar to the Issue shall intimate Public Issue bank / Bankers to the Issue and Public Issue Bank/Bankers to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary Applicants.

If such money is not repaid within Four days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in this Draft Prospectus.

#### *Minimum Subscription*

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per section 39 of the Companies Act, 2013, if the "Stated Minimum Amount" has not been subscribed and the sum payable on application money has to be returned within such period of 30 days from the date of the Draft Prospectus, the application money has to be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Issue through this issue document including devolvement of underwriters within Sixty Days from the date of closure of the Issue, the Issuer shall Forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer become liable to pay the amount, the Issuer shall pay interest prescribed under section 73 of the Companies Act, 1956 (or the Company shall follow any other substitutional or additional provisions as has been or may be notified under the Companies Act, 2013).

#### *Minimum Number of Allottees*

The Issuer may ensure that the number of Allottees to whom Equity Shares may be allotted may not be less than fifty (50), failing which the entire application monies may be refunded forthwith.

### **MODE OF REFUNDS**

- a) **In case of ASBA Applications:** Within Four (4) Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application, for any excess amount blocked on Application, for any ASBA Applications withdrawn, rejected or unsuccessful or in the event of withdrawal or failure of the Issue.
- b) In the case of Applicant from Eligible NRIs and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/ or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Company may not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.
- c) **In case of Investors:** Within Four (4) Working Days of the Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Investors. In case of Investors, the Registrar to the Issue may obtain from the depositories, the Applicants' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Investors in their Investor Application Forms for refunds. Accordingly, Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, may be liable to compensate the Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

### **MODE OF MAKING REFUNDS FOR APPLICANTS OTHER THAN ASBA APPLICANTS**

The payment of refund, if any, may be done through various modes as mentioned below:

- (i) **NECS** - Payment of refund may be done through NECS for Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Applicant as obtained from the Depository;
- (ii) **NEFT** - Payment of refund may be undertaken through NEFT wherever the branch of the Applicants' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Applicants through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;
- (iii) **Direct Credit** - Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;
- (iv) **RTGS** - Applicants having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS. The IFSC code shall be obtained from the demographic details. Investors should note that on the basis of PAN of the applicant, DP ID and beneficiary account number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicant's account details, IFSC code, MICR code and occupation (hereinafter referred to as "Demographic Details"). The bank account details for would be used giving refunds. Hence, Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at their sole risk and neither the LM or the Registrar to the Issue or the Escrow Collection Banks nor the Company shall have any responsibility and undertake any liability for the same; and
- (v) Please note that refunds, on account of our Company not receiving the minimum subscription of 100% of the Issue, shall be credited only to the bank account from which the Applicant Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc. Applicants may refer to this Draft Prospectus.

#### **INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND**

The issuer shall allot securities offered to the public shall be made within the period prescribed by the Board. The issuer shall also pay interest at the rate of fifteen per cent. per annum (15% p.a.) if the allotment letters or refund orders have not been despatched to the applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner within eight days from the date of the closure of the issue. However, applications received after the closure of issue in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.



## **COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING**

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instruction for credit of Equity Shares to the beneficiary account with DPs, and dispatch the allotment Advise within 4 Working Days of the Issue Closing Date.

## **UNDERTAKING BY OUR COMPANY**

Our Company undertakes the following:

1. That the complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (Six) working days of closure of the Issue;
3. That funds required for making refunds / unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
4. That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. That no further issue of Equity Shares shall be made till the Equity Shares issued through this Draft Prospectus are listed or until the Application monies are refunded on account of non-listing, under subscription etc.
6. That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of Allotment; and
7. That if our Company does not proceed with the Issue after the Issue Closing Date, the reason thereof shall be given as a public notice which will be issued by our Company within two (2) days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. Stock Exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
8. That if our Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh Draft Prospectus with Stock Exchange/ RoC / SEBI, in the event our Company subsequently decides to proceed with the Issue;

## **Utilization of Issue Proceeds**

Our Board certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act; 2013
- 2) Details of all monies utilized out of the Issue shall be disclosed and continue to be disclosed till any part of the issue proceeds remains unutilized under an appropriate separate head in the Company's balance sheet indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment ("FDI") through press notes and press releases.

The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, GoI, earlier known as Department of Industrial Policy and Promotion ("**DPIIT**") has issued the Consolidated FDI Policy Circular of 2020 ("**FDI Policy**") by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by DPIIT that were in force and effect as on October 15, 2020.. Our Company falls within the prohibited sector under the FDI Policy

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non- resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("**Restricted Investor**"), will require prior approval of the Government of India, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future FDI in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction / purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules.

Each Applicant should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Applicant shall intimate our Company and the Registrar to the Issue in writing about such approval along with a copy thereof within the Issue Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue. For further details, see "**Issue Procedure**" beginning on page 228 of this Draft Prospectus.

**The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers, and sales occur.**

**The above information is given for the benefit of the Investors. Our Company, and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Investors are advised to make their independent investigations, seek independent legal advice about its ability to participate in the Issue and ensure that the number of Equity Shares Issue for do not exceed the applicable limits under laws or regulations.**

For further details, see "**Issue Procedure**" beginning on page **Error! Bookmark not defined.** of this Draft Prospectus.

## **SECTION IX- MAIN PROVISIONS OF ARTICLES OF ASSOCIATION**

### **INTERPRETATION**

I. (1) In these regulations—

(a) “the Act” means the Companies Act, 2013,

(b) “the seal” means the common seal of the company.

(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

Share capital and variation of rights

II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—

(a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon. and shall be signed by two directors or by a director and the company secretary, wherever the company has appointed a company secretary:

Provided that in case the company has a common seal it shall be affixed in the presence of the persons required to sign the certificate.

Explanation:- For the purpose of this item, it is hereby clarified that in case of One person Company, it shall be sufficient if the certificate is signed by a director and the company secretary, wherever the company has appointed a company secretary, or any other person authorized by the Board for the purpose

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.

4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

## **LIEN**

9. (i) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

#### Calls on shares

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

#### **TRANSFER OF SHARES**

19. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20. The Board may, subject to the right of appeal conferred by section 58 decline to register—

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the company has a lien.

21. The Board may decline to recognise any instrument of transfer unless—

- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

### **TRANSMISSION OF SHARES**

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

### **FORFEITURE OF SHARES**

27. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

28. The notice aforesaid shall—

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

30. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

31. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

32. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

33. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### **ALTERATION OF CAPITAL**

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

35. Subject to the provisions of section 61, the company may, by ordinary resolution,—

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

36. Where shares are converted into stock,—

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

(a) its share capital;

(b) any capital redemption reserve account; or

(c) any share premium account.

### **CAPITALISATION OF PROFITS**

38. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

39. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and



- (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

### **BUY-BACK OF SHARES**

40. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

### **GENERAL MEETINGS**

41. All general meetings other than annual general meeting shall be called extra- ordinary general meeting.

42. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

### **PROCEEDINGS AT GENERAL MEETINGS**

43. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

### **ADJOURNMENT OF MEETING**

47. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **VOTING RIGHTS**

48. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

50. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

51. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

53. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

54. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

### **PROXY**

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

### **BOARD OF DIRECTORS**

\*58. First directors of company shall be

1. Mr. HARDIK AJITKUMAR DESAI
2. Mrs. KAVITA HARDIK DESAI
3. Ms. REET HARDIK DESAI

They shall be liable to retire by rotation as per provisions of Companies Act.

59. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

*\* Amended as per special resolution passed at an Extra Ordinary General Meeting held on 01st Day of December, 2023*

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

60. The Board may pay all expenses incurred in getting up and registering the company.

61. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

62. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

b. The Board may from time to time, for the purpose of the Company's business raise or borrow or secure the payment of any sum or sums of money in excess of the aggregate of paid up capital of the Company and its free reserves in addition to temporary loans, if any, obtained from the Company's bankers as they, in their discretion deem fit and proper. Any such money may be raised or the payment or repayment thereof may be secured in such manner and upon such terms and conditions in all respect as the Board may think fit by promissory notes or by opening loan or current accounts or by receiving deposits and advances at interest with or without security or otherwise and in particular by the issue of bonds, perpetual or redeemable debentures, stocks of the Company charged upon all or any part of the property of the Company [both present and future] including its uncalled capital for the time being or by mortgaging or charging or pledging any lands, buildings, machinery, plant, goods or other property and securities of the company or by other means as the Board deems expedient.

63. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

64. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

### **PROCEEDINGS OF THE BOARD**

65. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

66. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

67. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

68. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

69. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

70. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

71. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

72. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

#### **CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER**

74. Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

75. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

#### **THE SEAL**

76. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

#### **DIVIDENDS AND RESERVE**

77. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

78. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

79. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

80. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

81. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

82. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

83. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

84. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

85. No dividend shall bear interest against the company.

## **ACCOUNTS**

86. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

## **WINDING UP**

87. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

## **INDEMNITY**

88. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Note: The Articles shall be signed by each subscriber of the memorandum of association who shall add his address, description and occupation, if any, in the presence of at least one witness who shall attest the signature and shall likewise add his address.

## SECTION X - OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered into or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Prospectus) which are or may be deemed material will be attached to the copy of the Prospectus which will be filed with the Registrar of Companies for registration. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at Shop No. 327, Third Floor, Ishana The Business Hub, Althan Surat City 395017 Gujarat, India, between 10.00 a.m. and 5.00 p.m. (IST) on all Working Days from the date of this Draft Prospectus until the Issue Closing Date.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

#### A) Material contracts for the Issue

1. Issue Agreement dated December 2, 2023 between our Company and the Lead Manager.
2. Registrar Agreement dated December 2, 2023 between our Company and Registrar to the Issue.
3. Underwriting Agreement dated [ ● ] amongst our Company, the Underwriter and the Lead Manager.
4. Market Making Agreement dated [ ● ] amongst our Company, Market Maker and the Lead Manager.
5. Bankers to the Issue Agreement dated [ ● ] amongst our Company, the Lead Manager, Banker(s) to the Issue and the Registrar to the Issue.
6. Tripartite agreement dated May 11, 2023 amongst our Company, Central Depository Services (India) Limited and Registrar to the Issue.
7. Tripartite agreement dated May 15, 2023 amongst our Company, National Securities Depository Limited and Registrar to the Issue.

#### B) Material documents for the Issue

1. Certified true copy of Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended.
2. Resolutions of the Board of Directors dated November 5, 2023 in relation to the Issue and other related matters.
3. Shareholders' resolution dated December 1, 2023 in relation to the Issue and other related matters.
4. Consents of our Promoter, Directors, our Company Secretary and Compliance Officer, our Chief Financial Officer, Statutory Auditor, Peer Reviewed Auditor, Lead Manager, Legal Advisor to the Issue, the Registrar to the Issue, Underwriter to the Issue, Bankers to our Company, Market Maker and Banker to the Issue to include their names in this Draft Prospectus and to act in their respective capacities.
5. Peer Review Auditors Report dated December 1, 2023 on Restated Financial Statements of our Company for the period ended on June 15, 2023 and for the financial year ended on March 31, 2023, March 31, 2022 and March 31, 2021.
6. The Report dated December 12, 2023 from the Peer Reviewed Auditors of our Company, confirming the Statement of Possible Tax Benefits available to our Company and its Shareholders as disclosed in this Draft Prospectus.
7. Copy of approval from BSE vide letter dated [ ● ] to use the name of BSE in this Draft Prospectus/ the Prospectus for listing of Equity Shares on SME Platform of BSE Limited.
8. Due diligence certificate dated December 14, 2023 shall be submitted to SEBI by Lead Manager to the Issue.
9. Copies of the annual report of our Company for the period ended on June 15, 2023 and for the financial year ended on March 31, 2023, March 31, 2022 and March 31, 2021.
10. Board Resolution dated December 14, 2023 & [ ● ], 2023 for approval of this Draft Prospectus and Prospectus respectively.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time, if so required, in the interest of our Company or if required by the other parties, without reference to the Equity Shareholders, subject to compliance with applicable law.



## DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Draft Prospectus are true and correct.

### SIGNED BY ALL THE DIRECTORS OF OUR COMPANY

NAME OF DIRECTOR AND DIN	DESIGNATION	SIGNATURE
Hardik Ajitbhai Desai	Chairman and Managing Director	Sd/-
Kavita Hardik Desai	Executive Director	Sd/-
Reet Hardik Desai	Non- Executive director	Sd/-
Nirav Manojkumar Desai	Non- Executive director	Sd/-
Gopal Indravadan Bhagat	Non-Executive Independent Director	Sd/-
Jitendra Mangabhai Warde	Non-Executive Independent Director	Sd/-

### SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Kaushal Kashyap Desai	Sd/-
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**Date:** December 14, 2023

**Place:** Surat Gujarat