



RADHE DEVELOPERS (INDIA) LIMITED
Corporate Identification Number: L45201GJ1995PLC024491

Our Company was originally incorporated as Radhe Developers (India) Limited on February 03, 1995 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Pursuant of Section 149 (1) (a) to (d) / 149 (2) (a) to (c) of the Companies Act, 1956 company has obtained Certificate of Commencement of Business in the name of Radhe Developers (India) Limited on February 07, 1995 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Please see section titled "General Information" page 53, respectively.

Registered Office: First Floor, Chunibhai Chambers, Behind City Gold (Old Dipali Theatre), Ashram Road, Ahmedabad - 380009, Gujarat, India
Tel: +91 79 26583381; **E-mail:** secretarial@radheinfra.com; **Website:** www.radhedevlopers.com; **Contact Person:** Ms. Khyati Kanaiyalal Patel, Company Secretary and Compliance Officer

OUR PROMOTERS ARE: MR. ASHISHBHAI PRAFULBHAI PATEL, MRS. JAHNAVI ASHISH PATEL, MR. PRAFULBHAI CHUNIBHAI PATEL, MRS. MADHUBEN PRAFULBHAI PATEL AND MRS. NIKIBEN MITESHBHAI SHAH		
FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF RADHE DEVELOPERS (INDIA) LIMITED (THE "COMPANY" OR THE "ISSUER") ONLY		
ISSUE OF UP TO [●] EQUITY SHARES WITH A FACE VALUE OF ₹10 EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF [●] EACH INCLUDING A SHARE PREMIUM OF [●] PER RIGHTS EQUITY SHARE ("ISSUE PRICE") FOR AN AGGREGATE AMOUNT UP TO ₹ 755.40 CRORES* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF [●] RIGHTS EQUITY SHARES FOR EVERY [●] FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON [●] DAY, [●] (THE "ISSUE"). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" ON PAGE 181. <i>*Assuming full subscription and receipt of all Call Monies with respect to Rights Equity Shares</i>		
WILFUL DEFAULTER		
Neither our Company nor any of our Promoters or Directors has been categorized as a Wilful Defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on Wilful Defaulter(s) issued by the Reserve Bank of India.		
GENERAL RISK		
Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Rights Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of the contents of this Document. Specific attention of investors is invited to the statement of "Risk Factors" on page 23 before making an investment in this Issue		
ISSUER'S ABSOLUTE RESPONSIBILITY		
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Letter of Offer contains all information with regard to our Company and the Issue which is material in the context of the Issue, that the information contained in this Draft Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this Draft Letter of Offer as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.		
LISTING		
The existing Equity Shares are listed on the BSE Limited ("BSE") (the "Stock Exchange"). Our Company has received 'in-principle' approval from the BSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letters dated [●], respectively. Our Company will also make an application to the Stock Exchanges to obtain the trading approval for the Rights Entitlements as required under the SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2020/13) dated January 22, 2020. For the purpose of this Issue, the Designated Stock Exchange is BSE.		
LEAD MANAGER TO THE ISSUE		REGISTRAR TO THE ISSUE
		
FIRST OVERSEAS CAPITAL LIMITED 1-2 Bhupen Chambers, Dalal Street, Fountain, Mumbai – 400 001, Maharashtra, India Tel No.: +91 22 4050 9999 Fax No.: N.A. Email: satish@focl.in / mala@focl.in / Investor Grievance Email: investorgrievance@focl.in Website: www.focl.in SEBI Registration No: INM000003671 Contact Person: Mr. Satish Sheth / Ms. Mala Soneji		BIGSHARE SERVICES PRIVATE LIMITED 1st Floor, Bharat Tin Works Building, Opp Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400059 Tele No.: +91 22 62638200 Email: rightsissue@bigshareonline.com Website: www.bigshareonline.com Investor Grievance Email: investor@bigshareonline.com Contact Person: Mr. Ashish Bhope SEBI Registration Number: INR000001385
ISSUE PROGRAMME		
ISSUE OPENS ON: [●]	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSURES ON: [●]#
<p>* Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.</p> <p># Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.</p>		

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SECTION I – GENERAL DEFINITIONS AND ABBREVIATIONS

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

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

The words and expressions used in this Draft Letter of Offer, but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act, and the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in “Statement of Special Tax Benefits” and “Financial Statements” beginning on pages 69 and 99, respectively, shall have the meaning given to such terms in such sections.

I. GENERAL TERMS

Radhe Developers (India) Limited/ RADHE DEVELOPERS / RDIL / The Company/ Company/ We/ Us/ Our/ our Company/ the Issuer Company	Unless the context otherwise indicates or implies refers to Radhe Developers (India) Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 with its registered office at First Floor, Chunibhai Chambers, Behind City Gold (Old Dipali Theatre), Ashram Road, Ahmedabad - 380009, Gujarat, India
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II. COMPANY RELATED TERMS

TERM	DESCRIPTION
Act/ Companies Act	The Companies Act, 2013 and Companies Act, 1956 to the extent applicable.
Articles / Articles of Association / AoA	The Articles of Association of our Company, as amended from time to time
Auditor / Statutory Auditor	The statutory auditor of our Company, being M/s. H. K. Shah & Co. , Chartered Accountants
Audited Financial Statements	he audited financial statements for the financial year ended March 31, 2021 which comprises of the balance sheet as at March 31, 2021, the statement of profit and loss, including other comprehensive income, the cash flow statement and the statement of changes in equity for the year ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information
Board/ Board of Directors	Board of Directors of our Company, including any committees thereof
Chairman & Managing Director	Chairman & Managing Director of our Company, being Mr. Ashishbhai Prafulbhai Patel
Chief Financial Officer	Chief financial officer of our Company, being Mr. Pranavbhai Jayprakashbhai Patel
Corporate Office	The corporate office of our Company located at First Floor, Chunibhai Chambers, Behind City Gold (Old Dipali Theatre), Ashram Road, Ahmedabad - 380009, Gujarat, India
Corporate Promoters	The Company does not have any Corporate Promoters
Director(S)	The director(s) on the Board of our Company, unless otherwise specified
Equity Shareholder	A holder of Equity Shares
Equity Shares	The equity shares of our Company of a face value of ₹ 10 each, unless otherwise specified in the context thereof.
ESOS	Radhe Developers (India) Limited does not have any Stock Option Scheme with its employees
Group Companies	Group companies of our Company, as determined in terms of the SEBI ICDR Regulations Viz., COMPANIES 1. Pratigna Properties Private Limited 2. Essan Organizers Private Limited

	3. Radhe Infrastructure & Project (India) Limited PARTNERSHIP FIRMS 1. Abhyudaya Developers 2. Jash Development Corporation 3. Radhe Associates 4. Radhe Construction 5. Radhe Consultancy 6. Radhe Estate Developers 7. Radhe Organisers PROPRIETORSHIP FIRMS 1. Abhyudaya Finance 2. Radhe Finance 3. Radhe Organisers HUF 1. Ashish P. Patel – HUF 2. Prafulbhai C. Patel – HUF LLP 1. Akshaj Luxury Cars LLP 2. Shaival Infracon LLP
Independent Director(s)	The independent director(s) of our Company, in terms of Section 2(47) and Section 149(6) of the Companies Act and Regulation 16(1)(b) of the SEBI Listing Regulations.
Key Management Personnel / KMP	Key management/ managerial personnel of our Company in accordance with Regulation 2(1)(bb) of the SEBI ICDR Regulations and as described in “Our Management – Key Managerial Personnel” on page no. 96
Memorandum / Memorandum of Association / MoA	Memorandum of association of our Company, as amended from time to time
Promoter(s)	The Promoters of our Company, Viz., Mr. Ashishbhai Prafulbhai Patel, Mrs. Jahnvi Ashish Patel, Mr. Prafulbhai Chunibhai Patel, Mrs. Madhuben Prafulbhai Patel And Mrs. Nikiben Miteshbhai Shah
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 COMPANIES 1. Pratigna Properties Private Limited 2. Essan Organizers Private Limited 3. Radhe Infrastructure & Project (India) Limited PARTNERSHIP FIRMS 1. Abhyudaya Developers. 2. Jash Development Corporation 3. Radhe Associates 4. Radhe Construction 5. Radhe Consultancy 6. Radhe Estate Developers 7. Radhe Organisers PROPRIETORSHIP FIRMS 1. Abhyudaya Finance 2. Radhe Finance 3. Radhe Organisers HUF 1. Ashish P. Patel - HUF 2. Prafulbhai C. Patel – HUF LLP 1. Akshaj Luxury Cars LLP 2. Shaival Infracon LLP.
Registered Office	The registered office of our Company located at First Floor, Chunibhai Chambers, Behind City Gold (Old Dipali Theatre), Ashram Road, Ahmedabad - 380009, Gujarat, India
Registrar of Companies/ RoC	The Registrar of Companies situated at ROC Bhavan, Opp Rupalben Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat,

	India
Shareholders / Equity Shareholder	The equity shareholders of our Company, from time to time
Statutory Auditors	The current statutory auditors of our Company, Viz., M/s. H K SHAH & Co. , Chartered Accountants
Subsidiaries	Subsidiaries of our Company, Viz., NIL
Unaudited Financial Results	The limited review unaudited financial results for the Six months period ended September 30, 2021, including the notes thereto and the report thereon. For details, see “Financial Statements” on page no. 99

III. ISSUE RELATED TERMS

TERM	DESCRIPTION
Abridged Letter of Offer / ALOF	The abridged letter of offer to be sent to the Eligible Equity Shareholders of our Company with respect to this Issue in accordance with the SEBI ICDR Regulations and the Companies Act.
Additional Rights Equity Shares	The Rights Equity Shares applied or allotted under this Issue in addition to the Rights Entitlement
Allot / Allotted / Allotment	Unless the context otherwise requires, the allotment of Rights Equity Shares pursuant to the Issue.
Allotment Accounts	The accounts opened with the Bankers to this Issue, into which the Application Money lying credit to the Escrow Account and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act.
Allotment Account Bank	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being, [●] .
Allotment Advice	Note, advice or intimation of Allotment sent to each successful Applicant who has been or is to be Allotted the Rights Equity Shares pursuant to the issue.
Allotment Date	Date on which the Allotment is made pursuant to this Issue.
Allottee(s)	Persons to whom the Rights Equity Shares are Allotted pursuant to the Issue
Applicant(s) / Investor(s)	Eligible Equity Shareholder(s) and/or Renouncees who are entitled to make an application for the Equity Shares in terms of this Draft Letter of Offer.
Application	Application made by the Applicant through (i) submission of the Application Form or plain paper Application to the Designated Branch of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, or (ii) filling the online Application Form available on R-WAP instituted only for resident investors, in the event the investors are not able to utilize the ASBA facility for making an Application to subscribe to the Rights Equity Shares at the Issue Price.
Application Form	Unless the context otherwise requires, an application form (including online application form available for submission of application through R-WAP facility or through the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Applicant to make an application for the Allotment of Rights Equity Shares in this Issue.
Application Money	Aggregate amount payable at the time of Application, i.e., [●] in respect of the Rights Equity Shares applied for in the Issue at the Issue Price
Application Supported by Blocked Amount / ASBA	The application (whether physical or electronic) used by an Applicant(s) to make an application authorizing the SCSB to block the amount payable on application in their ASBA Account maintained with such SCSB.
ASBA Account	An account maintained with an SCSB and as specified in the Application Form or plain paper Application, as the case may be, by the Applicant for blocking the amount mentioned in the Application Form or in the plain paper Application
ASBA Applicant / ASBA Investor	Applicant/Investor proposing to subscribe to the Issue authorizing the SCSB to block the amount payable on application in their ASBA Account maintained with such SCSB

Banker to the Issue	Collectively, Escrow Collection Bank, Allotment Account Bank and the Refund Bank, in this case being [●]
Banker to the Issue Agreement	Agreement dated [●] entered into by and among our Company, the Registrar to the Issue, the Lead Manager and the Banker to the Issue for collection of the Application Money from Applicants/Investors making an application through the R-WAP facility, transfer of funds to the Allotment Account from the Escrow Account and SCSBs, release of funds from Allotment Account to our Company and other persons and where applicable, refunds of the amounts collected from Applicants/ Investors and providing such other facilities and services as specified in the agreement.
Basis of Allotment	The basis on which the Rights Equity Shares will be Allotted to successful applicants in consultation with the Designated Stock Exchange in this Issue, as described in “Terms of the Issue” on page no. 180.
Call	The notice issued by our Company to the holders of the Rights Equity Shares as on the Call Record Date for making a payment of the Call Monies.
Call Monies	The balance amount payable by the holders of the Rights Equity Shares pursuant to the Payment Schedule of Rights Equity Shares, being [●] per Rights Equity Share after payment of the Application Money. For further details, see “Terms of Issue” beginning on page 181.
Call Record Date	A record date fixed by our Company for the purpose of determining the names of the holders of Rights Equity Shares for the purpose of issuing of the Call.
Controlling Branches / Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes , updated from time to time, or at such other website(s) as may be prescribed by the SEBI from time to time.
Demographic Details	Details of Investors including the Investor’s address, name of the Investor’s father/ husband, investor status, occupation and bank account details, where applicable
Designated Branches	Such branches of the SCSBs which shall collect the Application Form or the plain paper Application, as the case may be, from the ASBA Investors and a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes , updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	BSE Limited
Depository(ies)	NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 1996
Eligible Equity Shareholder(s)	Existing Equity Shareholders as on the Record Date. Please note that the investors eligible to participate in the Issue exclude certain overseas shareholders. For further details, see “Notice to Investors” on page 14.
Escrow Account	One or more no-lien and non-interest bearing accounts with the Escrow Collection Bank for the purposes of collecting the Application Money from resident Investors making an Application through the R-WAP facility.
Escrow Collection Bank	Bank(s) which are clearing members and registered with SEBI as banker to an issue and with whom the Escrow Account will be opened, in this case being, [●]
Internal Auditor of the Company	M/s Kishan Tilva & Company, Chatered Accountant
Issue / Rights Issue	Issue of up to [●] equity shares with a face value of ₹10 each (“rights equity shares”) of our company for cash at a price of [●] each including a share premium of [●] per rights equity share (“issue price”) for an aggregate amount up to ₹ 755.40 crores* on a rights basis to the existing equity shareholders of our company in the ratio of [●] Right equity shares for every [●] Fully paid-up equity shares held by the existing equity shareholders on the record date, that is on [●]_day, [●] (the “issue”). The

	<p>issue price for the rights equity shares is [●] Times the face value of the equity shares.</p> <p>*Assuming full subscription and receipt of all Call Monies with respect to Rights Equity Shares.</p>
Issue Agreement	Issue agreement dated December 07, 2021 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	[●]
Issue Opening Date	[●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants/Investors can submit their Applications, in accordance with the SEBI ICDR Regulations.
Issue Price	<p>[●] per Rights Equity Share</p> <p>On Application, Investors will have to pay Rs. [●] per Rights Equity Share which constitutes [●]% of the Issue Price and the balance Rs. [●] per Rights Equity Share which constitutes [●]% of the Issue Price, will have to be paid, on First and Final Call, as determined by our Board at its sole discretion.</p>
Issue Proceeds	The gross proceeds raised through the Issue
Issue Size	<p>Issue of up to [●] Rights Equity Shares aggregating to an amount up to ₹ 755.40 Crores*.</p> <p>*Assuming full subscription and receipt of all Call Monies with respect to Rights Equity Shares.</p>
Investor(s)	Eligible Equity Shareholder(s) of our Company on the Record Date, being [●] and the Renouncee(s)
Lead Manager to the Issue / Lead Manager	First Overseas Capital Limited
Letter of Offer / LOF	This Letter of Offer dated [●] filed with the Stock Exchanges and SEBI and includes any addenda or corrigenda thereto
Material Subsidiaries	Following company have been identified by our Company based on the materiality threshold adopted by our Board under SEBI Listing Regulations as Material Subsidiaries; Our Company does not have any Material Subsidiaries as of now.
MCA Circulars	General Circular No. 21/2020 dated May 11, 2020 issued by the Ministry of Corporate Affairs, Government of India, read with the circular dated August 3, 2020
Monitoring Agency	[●]
Monitoring Agency Agreement	Agreement dated [●] between our Company and the Monitoring Agency in relation to monitoring of Net Proceeds.
Multiple Application Forms	Multiple application forms submitted by an Eligible Equity Shareholder/Renouncee in respect of the Rights Entitlement available in their demat account. However supplementary applications in relation to further Equity Shares with/without using additional Rights Entitlements will not be treated as multiple application.
Net Proceeds	Issue Proceeds less the Issue-related expenses. For details, see “Objects of the Issue” on page 64.
Non-Institutional Investor(s) / NII	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1)(jj) of the SEBI ICDR Regulations.
On Market Renunciation	The renouncement of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchanges through a registered stock broker in accordance with the SEBI – Rights Issue Circulars, circulars issued by the Stock Exchanges from time to time and other applicable laws, on or before [●]
Off Market Renunciation	The renouncement of Rights Entitlements undertaken by the Investor by transferring them through off market transfer through a depository participant in accordance with the SEBI – Rights Issue Circulars, circulars issued by the Depositories from time to time and other applicable laws.

Payment Schedule	Payment schedule is as follows:			
	Amount payable per Rights Equity Shares (1)	Face Value (₹)	Premium (₹)	Total (₹)
	On Application (2)	[●]	[●]	[●]
	One or more subsequent Call(s) as determined by our Board/ Committee at its sole discretion, from time to time (3)	[●]	[●]	[●]
	Total	10.00	[●]	[●]
	(1) For further details on Payment Schedule, see “Terms of the Issue” on page 181 (2) Constitutes [●]% of the Issue Price (3) Constitutes [●]% of the Issue Price			
Policy of Materiality	Company’s policy on disclosure of material events framed in accordance with regulation 30 of SEBI Listing Regulations approved by our Board pursuant to its resolution dated October 14, 2021			
QIBs / Qualified Institutional Buyers	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.			
Record Date	Designated date for the purpose of determining the Shareholders eligible to apply for the Rights Equity Shares in the Issue, being, [●].			
Refund Bank	The Bankers to the Issue with whom the refund account will be opened, in this case being [●]			
Registrar / Registrar to the Company	Registrar / Registrar to the Company being MCS Share Transfer Agent Limited			
Registrar / Registrar to the Issue	Company is having appointed their Registrar / Registrar to the Issue being Bigshare Services Private Limited			
Registrar Agreement to Issuer	Agreement dated December 07, 2021 entered into between our Company and the Registrar in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue, including in relation to the R-WAP facility.			
Renouncee(s)	Person(s) who has/have acquired Rights Entitlements from the Eligible Equity Shareholders on renunciation either through On Market Renunciation or through Off Market Renunciation in accordance with the SEBI ICDR Regulations, the SEBI – Rights Issue Circular, the Companies Act and any other applicable law			
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on [●], in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through Off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date.			
Retail Individual Investor / RII	An individual Investor who has applied for Rights Equity Shares for an amount not more than ₹ 200,000 (including an HUF applying through karta) in the Issue as defined under Regulation 2(1)(vv) of the SEBI ICDR Regulations.			
Rights Entitlements/ REs	The number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to his / her shareholding in our Company as on the Record Date, being [●] RIGHTS Equity Shares for every [●] Equity Shares held by the Eligible Equity Shareholder on the Record Date. Pursuant to the provisions of the SEBI ICDR Regulations and the SEBI – Rights Issue Circular, the Rights Entitlements shall be credited in dematerialized form in respective demat accounts of the Eligible Equity Shareholders before the Issue Opening Date.			
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity			

	Shareholders. The Rights Entitlements are also accessible through the R-WAP facility and the link of which is available on the website of our Company.
Rights Equity Shares / Rights Shares	Equity Shares of our Company to be Allotted pursuant to the Issue.
R - WAP	Registrar's web based application platform accessible at www.bigshareonline.com instituted as an optional mechanism in accordance with the R-WAP Circulars. This platform is instituted only for resident Investors, in the event such Investors are not able to utilize the ASBA facility for making an Application despite their best efforts.
R – WAP Circulars	SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 read with the SEBI circular bearing reference SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, SEBI circular bearing reference SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021, SEBI circular bearing reference SEBI/HO/CFD/DIL2/CIR/P/ 2021/552 dated April 22, 2021 and SEBI circular bearing reference SEBI/HO/CFD/DIL2/CIR/P/2021/633 dated October 1, 2021
SEBI Relaxation Circulars	SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, read with SEBI circulars bearing reference numbers SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 and SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021
SEBI Rights Issue Circulars	Collectively, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, and the SEBI Relaxation Circulars
Self-Certified Syndicate Banks / SCSBs	Banks which are registered with the SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, and offer services of ASBA, and a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes , and as updated from time to time.
Stock Exchanges	BSE where the Equity Shares are presently listed.
Transfer Date	The date on which the Application Money held in the Escrow Account and the Application Money blocked in the ASBA Account will be transferred to the Allotment Account(s) in respect of successful Applications, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange
Wilful Defaulter	An entity or person categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in terms of Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Day	In terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, working day means all days on which commercial banks in Mumbai and Ahmedabad are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai and Ahmedabad are open for business. Furthermore, for the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, working day means all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI.

IV. CONVENTIONAL AND GENERAL TERMS OR ABBREVIATIONS

TERM	DESCRIPTION
₹/ Rs./ Rupees/ INR	Indian Rupees
A/c	Account
AGM	Annual General Meeting
AIF	Alternative investment fund, as defined and registered with SEBI under the

	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
ASBA Circulars	Collectively, SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011 and the SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020
Bn	Billion
BSE	BSE Limited
CAGR	Compounded annual growth rate
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CIN	Corporate Identity Number
Companies Act	Erstwhile Companies Act, 1956, and new Companies Act, 2013 and the rules made thereunder
Competition Act	Competition Act, 2002
Consolidated FDI Policy	Consolidated FDI Policy dated October 15, 2020 issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India.
COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CSR	Corporate Social Responsibility
Depositories Act	The Depositories Act, 1996
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
Depository Participant / DP	A depository participant as defined under the Depositories Act
DIN	Director Identification Number
DP ID	Depository Participant's Identification Number
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
EGM	Extraordinary general meeting
EPS	Earnings per Share
ERP	Enterprise Resource Planning
Exchange Information	Collectively constitutes and includes, but is not limited to, a description of the nature of our Company's business and our Company's most recent balance sheet and profit and loss account, and similar statements for preceding years together with press releases, announcements, investor education presentations and annual reports.
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Rule	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial year/ FY / Fiscal	Period of 12 (twelve) months beginning April 1 and ending March 31 of that particular year, unless otherwise stated
Foreign Portfolio Investor / FPI	Foreign portfolio investor as defined under the SEBI FPI Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign Venture Capital Investors registered under the FVCI Regulations FVCI Regulations
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
GDP	Gross Domestic Product
Government / GoI	Government of India
GST	Goods and Services Tax
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financing Reporting Standards of the International Accounting

	Standards Board
Ind AS	Indian accounting standards prescribed under Section 133 of the Companies Act, as notified under the Companies (Indian Accounting Standards) Rules, 2015
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
Income-tax Act / I.T. Act / IT Act	Income-tax Act, 1961
I. T. Rules	Income Tax Rules, 1962
India	Republic of India
IPO	Initial public offering
ISIN	International Securities Identification Number allotted by the depository
IT / IT Act	Information Technology, Information Technology Act, 2000
Listing Agreements	Equity listing agreements entered into between our Company and the Stock Exchanges in terms of the SEBI Listing Regulations read along with SEBI Circular No. CIR/CFD/CMD/6/2015 dated October 13, 2015
LLP	Limited Liability Partnership
MAT	Minimum Alternate Tax
MCA	Ministry of Corporate Affairs, Government of India
MICR	Magnetic ink character recognition
Mn.	Million
MoU	Memorandum of Understanding
Mutual Fund	Mutual fund registered with SEBI under the SEBI (Mutual Fund) Regulations, 1996.
NA / N.A.	Not Applicable
NACH	National Automated Clearing House which is a consolidated system of ECS
NAV	Net asset value
NCLT	National Company Law Tribunal
NCLAT	National Company Law Appellate Tribunal
NEFT	National Electronic Fund Transfer
Net Worth	The aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation
NI Act	Negotiable Instruments Act, 1881
NSDL	National Securities Depositories Limited
NR / Non-Resident	A person resident outside India, as defined under the FEMA
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NRI	A person resident outside India as Non-Resident Indian, who is a citizen of India and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016
NSE	National Stock Exchange of India Limited
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA.
OCI	Overseas Citizen of India
p.a.	Per Annum
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
P/E Ratio	Price / Earnings Ratio
PIO	Persons of Indian Origin
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934

Registered Foreign Portfolio Investors / Foreign Portfolio Investors / FPIs	Foreign portfolio investors as defined under the SEBI FPI Regulations
Regulation S	Regulations S under the Securities Act
RTGS	Real Time Gross Settlement
RONW	Return on Net Worth
SCORES	SEBI Complaints Redress System
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India, constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI PIT Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SDR	Strategic Debt Restructuring
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
STT	Securities Transaction Tax
State Government	Government of a state of India
TAN	Tax Deduction Account Number
Trade Marks Act	Trade Marks Act, 1999
UAE	United Arab Emirates
U.S.	United States of America
USD	United States Dollar
U. S. QIB	A qualified institutional buyer as defined in Rule 144A under the Securities Act
US Securities Act	United States Securities Act of 1933
VCF	A venture capital fund (as defined and registered with SEBI under the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996.

The words and expressions used but not defined herein shall have the same meaning as is assigned to such terms under the Companies Act, the Securities Contracts (Regulation) Act, 1956, the SEBI ICDR Regulations, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, the terms used in “**Industry Overview**”, “**Statement of Special Tax Benefits**”, “**Financial Statements**” and “**Outstanding Litigation and Defaults**” on pages 73,69, 99 and 160, respectively, shall have the meaning given to such terms in such sections.

NOTICE TO INVESTORS

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and this Draft Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other applicable Issue material (collectively, the “**Issue Materials**”) will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address and who are located in jurisdictions where the offer for the Rights Equity Shares are permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent any Issue materials. Further, the Letter of Offer will be provided through e-mail by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, the Lead Manager, and the Stock Exchanges, and on R-WAP, subject to the applicable law.

Our Company, the Lead Manager, and the Registrar will not be liable for non-dispatch of physical copies of Issue Materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and Application Form.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except in India. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and this Draft Letter of Offer or other Issue Materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer or any other Issue Materials (including by way of electronic means) will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer (“**Restricted Jurisdictions**”) and, in those circumstances, this Draft Letter of Offer or any other Issue Materials must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of this Draft Letter of Offer or any other Issue Materials should not distribute such document(s) to any person outside India where to do so would or might contravene local securities laws or regulations. If this Draft Letter of Offer or any other Issue Materials is received by any person in any Restricted Jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares. Rights Entitlements may not be transferred or sold to any person outside India. For more details, see “**Restrictions on Purchases and Resales**” on page 215.

Envelopes containing an Application Form should not be postmarked or otherwise dispatched from any Restricted Jurisdiction, and all persons subscribing for the Rights Equity Shares and wishing to hold such Rights Equity Shares in registered form must provide an address for registration of these Rights Equity Shares in India.

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

The contents of this Draft Letter of Offer should not be construed as legal, tax or investment advice. Prospective investors may be subject to adverse foreign, state or local tax or legal consequences as a result of the purchase or sale of Rights Equity Shares or Rights Entitlements. Accordingly, each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters concerning the offer of Rights Equity Shares. In addition, neither our Company nor the Lead Manager is making any representation to any offeree or purchaser of the Rights Equity Shares regarding the legality of an investment in the Rights Equity Shares by such offeree or purchaser under any applicable laws or regulations.

Any person outside the United States who acquires Rights Entitlements and the Rights Equity Shares shall be deemed to have made the representations, warranties, acknowledgments and agreements set forth in “**Restrictions on Purchases and Resales – United States – Investors Outside the United States**” on page 215. Any person in the United States who accepts Rights Entitlements and subscribes to the Rights Equity Shares shall be deemed to have made the representations, warranties, acknowledgments and agreements set forth in

Our Company reserves the right to treat any Application Form as invalid which: (i) does not include the certifications set out in the Application Form; (ii) appears to us or our agents to have been executed in or dispatched from a Restricted Jurisdiction; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Equity Shares in respect of any such Application Form.

The Rights Entitlements and the Rights Equity Shares have not been approved, disapproved or recommended by the United States Securities and Exchange Commission, any other federal or state authorities in the United States or the securities authority of any other jurisdiction or any other regulatory authority in any jurisdiction. No authority has passed on or endorsed the merits of the Issue or the accuracy or adequacy of this Draft Letter of Offer. Any representation to the contrary is a criminal offence in the United States and may be a criminal offence in other jurisdictions.

Notice to Investors in the United States

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act of 1933, as amended (the “**Securities Act**”), or the securities laws of any state of the United States of America and may not be offered or sold in the United States of America, its territories and possessions, any State of the United States, and the District of Columbia (“**United States**”), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only (a) to persons in the United States who are reasonably believed to be qualified institutional buyers as defined in Rule 144A under the Securities Act (“**U.S. QIBs**”) pursuant to Section 4(a)(2) of the Securities Act and (b) to persons outside the United States in reliance on Regulation S under the Securities Act (“**Regulation S**”). In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares in the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with an exemption from registration under the Securities Act. The Rights Equity Shares are transferable only in accordance with the restrictions described in *“Restrictions on Purchases and Resales – United States”* on page 215.

The Exchange Information and this Draft Letter of Offer have been prepared in accordance with content, format and style that is either prescribed by SEBI, the Stock Exchanges or under Indian laws, which differs from the content, format and style customary for similar offerings in the United States. In particular, (i) our Company’s financial information contained in the Exchange Information and this Draft Letter of Offer have been prepared in accordance with Ind AS, Companies Act, and other applicable statutory and/or regulatory requirements and not in a manner suitable for an offering registered with the United States Securities Commission and (ii) this Draft Letter of Offer does not include all of the information that would be required if our Company were registering the offer and sale of the Rights Entitlements and the Rights Equity Shares under the Securities Act.

Our Company is a limited liability company incorporated under the laws of India. All of our Company’s Directors and key management personnel are residents of India and a substantial portion of our Company’s assets and such persons are located in India. As a result (i) it may be difficult for you to enforce your rights and any claim you may have arising under the U.S. federal securities laws, (ii) you may not be able to sue our Company, our Directors and our key management personnel in an Indian court for violations of the U.S. securities laws, and (iii) it may be difficult to compel our Company and our affiliates to be subject to a U.S. court's judgment. For further details, see *“Risk Factors – Investors may have difficulty enforcing foreign judgements against our Company, our Directors or our management”* on page 23.

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

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION, MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

Unless otherwise specified or the context otherwise requires, all references to “India” contained in this Draft Letter of Offer are to the Republic of India and the ‘Government’ or ‘GoI’ or the ‘Central Government’ or the ‘State Government’ are to the Government of India, Central or State, as applicable.

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

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

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

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

Financial Data

Unless stated or the context requires otherwise, our financial data included in this Draft Letter of Offer is derived from the Audited Financial Statements of our Company as of and for the financial year ended March 31, 2021 and Unaudited Financial Results for the six months period ended September 30, 2021.

We have prepared our Audited Financial Statements of our Company as of and for the financial year ended March 31, 2021 and Unaudited Financial Results for the six months period ended September 30, 2021 in accordance with Ind AS, Companies Act, and other applicable statutory and / or regulatory requirements. Our Company publishes its financial statements in Indian Rupees.

We have prepared our Audited Financial Statements in accordance with Ind AS and Unaudited Financial Results in accordance with Ind AS 34 prescribed under the Section 133 of the Companies Act, 2013. The Unaudited Financial Results have been subjected to limited review by our Statutory Auditors and they have issued a review report, based on their review conducted in accordance with Standard on Review Engagement (SRE) 2410 issued by the ICAI. The Audited Financial Statements should be read along with the report issued thereon, and the Unaudited Financial Results should be read along with the review report issued thereon. Our Unaudited Financial Results are not necessarily indicative of results that may be expected for the full financial year or any future reporting period.

There are significant differences between Ind AS and IFRS. Our Company does not provide reconciliation of its financial information to IFRS. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Letter of Offer and it is urged that you should consult your own advisors regarding such differences and their impact on our Company’s financial data. Accordingly, the degree to which the financial information included in this Letter of Offer will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Letter of Offer should accordingly be limited. Prospective Investors are advised to consult their advisors before making any investment decision.

For details of the Audited Financial Statements for the financial year ended March 31, 2021 and the Unaudited Financial Statements for the quarter ended September 30, 2021, please refer to the section titled “Financial Statements” beginning on page 99.

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

In this Draft Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off, and unless otherwise specified, all financial numbers in parenthesis represent negative

figures.

Currency and Units of Presentation

All references to “Rupees” or “₹” or “Rs.” are to Indian Rupees, the official currency of the Republic of India. All references to “US\$”, “U.S. Dollar”, “USD” or “U.S. Dollars” are to United States Dollars, the official currency of the United States of America.

In this Draft Letter of Offer, our Company has presented certain numerical information. All figures have been expressed in ‘lakhs’. The amounts derived from financial statements included herein are represented in ‘lakhs’, as presented in the Audited Financial Statements and the Unaudited Financial Results. One lakh represents 1,00,000 and one crore represents 1,00,00,000.

Except as otherwise set out in this Letter of Offer, certain monetary thresholds have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them.

Exchange Rates

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 the U.S. Dollar:

Currency	Exchange Rate as on		
	September 30, 2021	March 31, 2021	March 31, 2020
1 US \$	74.25	73.50	75.39

(Source: www.fbil.org.in)

Industry and Market Data

Unless stated otherwise, industry data used throughout this Draft Letter of Offer 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 this Draft Letter of Offer is reliable, it has not been independently verified.

The Industry data used in this Draft Letter of Offer has not been independently verified by our Company or the Lead Manager, or any of their affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors and cannot be verified with certainty due to limits on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey.

The Lead Managers have not independently verified this data, and the Lead Managers do not make any representation regarding the accuracy of such data. Similarly, while our Company believes its internal estimates to be reasonable, such estimates have not been verified by any independent sources and accordingly, neither our Company nor the Lead Managers can assure the prospective investors as to their accuracy.

The extent to which market and industry data used in this Draft Letter of Offer is meaningful depends on the reader’s familiarity with and understanding of methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which our business is conducted, and methodologies and assumptions may vary widely among different industry sources. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “**Risk Factors**” on page 23 of this Draft Letter of Offer. Accordingly, investment decisions should not be based solely on such information.

FORWARD LOOKING STATEMENTS

Certain statements contained in this Draft Letter of Offer that are not statements of historical fact constitute ‘forward - looking statements’. Investors can generally identify forward-looking statements by terminology including ‘anticipate’, ‘believe’, ‘continue’, ‘can’, ‘could’, ‘estimate’, ‘expect’, ‘future’, ‘forecast’, ‘intend’, ‘may’, ‘objective’, ‘plan’, ‘potential’, ‘project’, ‘pursue’, ‘shall’, ‘should’, ‘target’, ‘will’, ‘would’ or other words or phrases of similar import. Similarly, statements that describe our objectives, plans or goals are also forward- looking statements. However, these are not the exclusive means of identifying forward-looking statements. All statements regarding our Company’s expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements may include planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Draft Letter of Offer that are not historical facts.

These forward-looking statements contained in this Draft Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. All forward-looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results to differ materially from those contemplated by the relevant forward - looking statement. Important factors that could cause our actual results, performances and achievements to differ materially from any of the forward-looking statements include, among others:

- uncertainty in relation to continuing effect of the COVID-19 pandemic on our business and operations;
- our ability to maintain and enhance our brands image;
- our ability to maintain our market position and to compete effectively against existing or potential competitors;
- our reliance on third party suppliers for our raw materials;
- our ability to manage our operations at our current size or to manage any future growth effectively;
- Our ability to successfully implement our growth strategy and expansion plans, technological initiatives, and to launch and implement various projects and business plans for which funds are being raised through this Issue;
- Our ability to respond to technological changes;
- Our ability to attract and retain qualified personnel;
- Our ability to meet our capital expenditure requirements;
- Fluctuations in operating costs and impact on the financial results;
- The effect of wage pressures, seasonal hiring patterns and the time required to train and productively utilize new employees;
- General social and political conditions in India which have an impact on our business activities or investments;
- Potential mergers, acquisitions restructurings and increased competition;
- Occurrences of natural disasters or calamities affecting the areas in which we have operations;
- Market fluctuations and industry dynamics beyond our control;
- Changes in the competition landscape;
- Our ability to finance our business growth and obtain financing on favorable terms;
- Our ability to compete effectively, particularly in new markets and businesses;
- Changes in government policies and regulatory actions that apply to or affect our business;
- Changes in political and social conditions in India or in countries that our company may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- Developments affecting the Indian economy;
- Any adverse outcome in the legal proceedings in which we are involved
- Conflicts of interest with affiliated companies, the promoter group and other related parties;
- Contingent Liabilities, environmental problems and uninsured losses; and
- The performance of the financial markets in India and globally.

For further discussion of factors that could cause the actual results to differ from the expectations, see the sections “Risk Factors”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 23, 86 and 153, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

Forward-looking statements reflect the current views of our Company as at the date of this Draft Letter of Offer and are not a guarantee or assurance of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon

which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Accordingly, we cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct and given the uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialise, or if any of our Company's underlying assumptions prove to be incorrect, the actual results of operations or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements. None of our Company, our Directors, the Lead Manager nor any of their respective affiliates has any obligation to update or otherwise revise any statements reflecting circumstances arising after the date of this Draft Letter of Offer or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company and the Lead Manager will ensure that investors are informed of material developments from the date of this Draft Letter of Offer until the time of receipt of the listing and trading permissions from the Stock Exchanges.

SUMMARY OF THIS DRAFT LETTER OF OFFER

The following is a general summary of certain disclosures included in this Draft Letter of Offer and is neither exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Letter of Offer or all details relevant to prospective investors. This summary should be read in conjunction with and is qualified by, the more detailed information appearing in this Draft Letter of Offer, including the sections titled “Risk Factors”, “Objects of the Issue”, “Industry Overview”, “Our Business”, “Financial Statements”, “Outstanding Litigation and Defaults”, “Terms of the Issue” on pages 23, 64, 73, 86 and 99, respectively.

Summary of our Business

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

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

We have established a track record of successfully executing projects in Ahmedabad, Gandhinagar and Mehsana, Gujarat. As of October 30, 2021, we had developed 1,26,529.52 square meters (13.61 Lacs square feet) of Developable Area across 8 Completed Projects. We believe that our deep understanding of the relevant real estate market, design and execution capabilities, and the strong Radhe brand and extensive marketing initiatives have enabled us to successfully grow our business. Certain of our key completed and ongoing projects include Takshashila Apartments, Mandar Bunglows, Tirthbhumi Apartments, Tirthdham Apartments, Tulsi Complex, Ganesh Plaza, Abhinav Arcade, Radiance Residency, Radhe Acre, Radhe Serene, Emerald Park.

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

- Development and Construction of Residential and Commercial Complex;
- Development and Maintenance of Plotting Scheme; and
- Acquisition of Hotel and operate through Flagship Company.

For further details, see “**Business Overview**” on page 86.

Summary of Industry

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

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

Market Size

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

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

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

For further details, see “*Industry Overview*” on page 73.

Objects of the Issue

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

		(Rs. In Lakhs)
Sr. No.	PARTICULARS	AMOUNT
1.	Acquisition of land, land development rights or development rights (directly or indirectly) for our Forthcoming Identified projects and Our Forthcoming Joint Development Project	[●]
2.	To acquire running Hotel business with property, other assets and liabilities	[●]
3.	General corporate purposes	[●]
4.	Issue related expenses	[●]
5.	Total Issue Proceeds	75539.70

For further details, see “*Objects of the Issue*” on page 64.

Intention and extent of participation by our Promoters and Promoter Group

Pursuant to letter dated December 07, 2021, Mr. Ashishbhai Prafulbhai Patel (“Subscription Letter”), has confirmed that he along with other Promoters and certain members of Promoter Group of our Company, intend to subscribe, jointly and / or severally, to the full extent of their Rights Entitlements (including through subscription of any Rights Entitlements renounced in their favour by any other Promoter or member(s) of the Promoter Group of our Company). Further, our Promoters and certain members of the Promoter Group also reserve the right to subscribe to Additional Rights Equity Shares, over and above their Rights Entitlements for ensuring minimum subscription in the Issue as required under the SEBI ICDR Regulations and subscribe to unsubscribed portion of the Issue, if any subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR and the SEBI Listing Regulations.

The acquisition of Additional Rights Equity Shares by our Promoters and members of our Promoter Group, over and above their Rights Entitlements, if any, shall not result in a change of control of the management of our Company and shall be in accordance with provisions of the SEBI SAST Regulations. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

Summary of Financial Information

The following table sets forth summary financial information derived from the Audited Financial Statements and the Unaudited Financial Results of the Company. The financial information as of and for the financial year ended March 31, 2020 is derived from the comparatives presented in the Audited Financial Statements as of and for the financial year ended March 31, 2021.

(Rs. in Lakhs)

Particulars	As at and for the period ended @	As at and for the year ended March 31,	
	September 30, 2021	2021	2020
Equity Share Capital	2517.99	2517.99	2517.99
Net Worth	3757.64	2919.75	3210.65
Total Income	1473.34	88.85	387.11
Profit/ (Loss) after tax	837.89	(291.11)	(190.83)
Basic & Diluted EPS (in ₹)	3.33	(1.16)	(0.76)
Net asset value per Equity Share (in ₹)	14.92	11.60	12.75
Total borrowings #	2988.49	48.52	129.79

@ Not annualized

consists of borrowings under non-current liabilities and borrowings under current liabilities

Qualifications of the Auditors

No reservations, qualifications and adverse remarks have been made by our statutory auditors in their reports which require any adjustments to the Audited Financial Statements for Fiscal 2021 and the Unaudited Financial Results for the six months period ended September 30, 2021.

Contingent Liabilities

For details regarding our contingent liabilities, see “*Financial Statements*” on page 99.

Related Party Transactions

For details of our related party transactions as per Ind AS 24, see “*Financial Statements*” on page 99.

Financing Arrangements

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

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

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

Summary of Outstanding Litigations

For further details on outstanding legal proceedings involving our Company and our Subsidiaries as on the date of this Draft Letter of Offer, see “*Outstanding Litigations and Defaults*” beginning on page 160 this Draft Letter of Offer.

Risk Factors

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

SECTION II – RISK FACTORS

An investment in equity shares involves a high degree of risk. Prospective Investors should carefully consider all the information disclosed in this Draft Letter of Offer, including the risks and uncertainties described below and the “Financial Statements” on page 99, before making an investment in the Equity Shares. The risks described below are not the only risks relevant to us or the Equity Shares or the industries in which we currently operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our business, cash flows, prospects, results of operations and financial condition. In order to obtain a complete understanding about us, investors should read this section in conjunction with “Our Business”, “Industry Overview” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 86, 73 and 153, respectively, as well as the other financial information included in this Draft Letter of Offer. If any of the risks described below, or other risks that are not currently known or are currently deemed immaterial actually occur, our business, cash flows, prospects, results of operations and financial condition could be adversely affected, the trading price of the Equity Shares could decline, and investors may lose all or part of the value of their investment. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below.

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

This Draft Letter of Offer also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Letter of Offer. Any potential investor in, and purchaser of, the Equity Shares should pay particular attention to the fact that our Company is an Indian company and is subject to a legal and regulatory environment which, in some respects, may be different from that which prevails in other countries. For further information, see “Forward Looking Statements” on page 18.

Unless otherwise indicated or the context requires otherwise, the financial information included herein is based on our Audited Financial Statements and Unaudited Financial Results included in this Draft Letter of Offer. For further information, see “Financial Statements” on page 99. In this section, unless the context otherwise requires, a reference to “our Company” is a reference to Radhe Developers (India) Limited on a standalone basis, while any reference to “we”, “us”, is a reference to Radhe Developers (India) Limited on a consolidated basis.

INTERNAL RISK FACTORS

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

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

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

(Rs. in lakhs)

Nature of case	Cases filed by		Cases filed Against	
	No. of Cases	Amount involved	No. of Cases	Amount involved
Litigation involving our Company				
Criminal cases	-	-	-	-
Civil cases	4	1654.40	14	1653.93
Tax Proceedings	3	2206.93	2	37.18
Litigation involving our Promoters				
Criminal cases	3	-	10	388.96
Civil cases	2	21.00	4	21.00
Tax Proceedings	6	2648.61	4	37.07
Litigation involving our Group Companies				
Criminal cases	-	-	-	-
Civil cases	1	34.00	5	42.84
Tax Proceedings	-	-	2	427.83

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

For further details, please refer to section titled “**Outstanding Litigation and Defaults**” beginning on page no. 160 of this Draft Letter of Offer.

- We have entered into certain arrangements with one of our Promoter Director- Mrs. Jahnvi Ashish Patel for acquisition of land and/or land development rights where part of the Net Issue Proceeds will be paid to her.***

As on the date of filing this Draft Letter of Offer, our Company has entered into a memorandum of understanding with one of our Promoter Director- Mrs. Jahnvi Ashish Patel, for acquiring the land and/ or land development rights for approximately 37000 Sq. Mtrs land owned by her in Gandhinagar, Mehsana and Ahmedabad, Gujarat at the prevailing market price and to be decided mutually at the time of entering into agreement. This land is free of all encumbrances and the land title is clear under her name. “Acquisition of Land and/ or land development rights” being one of the objects of this Issue, part of the Net Proceeds will be paid as a consideration to her in anticipation of transaction being executed between our company and her. Apart from this, there is no material existing or anticipated transactions in relation to the utilisation of the Net Proceeds and no part of the Net Proceeds will be paid as consideration to any our other Promoters, Directors, group companies or Key Management Personnel of our Company. Except for one of our Promoter Director- Mrs. Jahnvi Ashish Patel, none of our other Promoters, members of Promoter Group or Directors are interested in the Objects of the Issue.

- We, our Promoters and management have no experience in operating and/or managing hotel business and matters related to it. If we are not successful in managing our new line of business, our business may be disrupted, and our profitability may be reduced.***

We, our Promoters and management have no experience in operating and/or managing hotel business and matters related to it. There may be many unforeseen challenges in the business, and they may pose bigger risk due to our inexperience. Our business and financial position may be adversely affected to the extent we are not able to deal with these business challenges in a timely and effective manner. Although, we plan to continue to expand our scale of operations, we may not grow at a rate comparable to our growth rate in the past or the growth of the industry, either in terms of income or profit.

Further, as on the date of filing this Draft Letter of Offer, the hotel property under the name of “Welcomhotel, Ahmedabad” that our company proposes to acquire through its Issue Proceeds, is currently operated and managed by ITC Group under the ITC brand management agreement entered into with proposed Seller-GHK Hospitality and Infrastructures Limited. Upon successful completion of the acquisition of the hotel property, our company proposes to enter into similar agreement with ITC Group to operate and manage the hotel. However, we cannot assure that ITC Group agrees to enter into agreement with us or if they agree, the terms and conditions of the agreement will be in our favour or they would fulfill their part of the obligations or run the hotel business successfully upon being fully acquired by us. We are being fully dependent on ITC Group for running, operating and managing the hotel business. If ITC Group withdraws to run operation and manage the hotel or amends the terms and conditions that are not in our favour, we may have to enter into an operational agreement with another established branded hotel management company(s) to run our hotel. In case there is any delay in finding a suitable partner, we would face loss of business and our operational cost might increase thereby reducing our profits.

4. *Many of our projects are in the preliminary stages of planning and require approvals or permits and we are required to fulfill certain conditions precedent in respect of some of them, which may require us to reschedule our current or planned projects.*

We require statutory and regulatory approvals and permits, and applications need to be made at appropriate stages for us to successfully execute our projects. For example, we are required to obtain requisite development certificate, fire safety clearances and the commencement, completion and occupation certificates from the competent governmental authorities.

As some of our Forthcoming Projects are still in initial stages of development, the proposed use and development plans for these projects may be subject to further changes, as may be decided by us keeping in mind various factors including the economic conditions, the prevailing preferences of the consumers and regulations applicable to us. We cannot assure you that we shall receive any of the underlying approvals in a timely manner or at all. In the event that we do not receive these approvals or if there is any delay, our projects, our business, prospects, financial condition and results of operations could be adversely affected. For details, please refer to the chapter titled “Government And Other Statutory Approvals” on page no. 171 of this Draft Letter of Offer.

Further, some approvals and/or renewals for projects under joint development have been obtained or applied for by our joint development partners and/or owners of the land and such approvals and/or renewals have not been transferred in our name. We cannot assure you that our joint development partners will obtain such approvals and/or renewals, in a timely manner, or at all. Moreover, there can be no assurance that we or our joint development partners will not encounter material difficulties in fulfilling any conditions precedent to the approvals or renewals.

Further, if we may not be able to adapt to new laws, regulations or policies that may come into effect from time to time with respect to the real estate industry in general or the particular processes with respect to the granting of approvals, we may have to reschedule the implementation schedule of some of our planned projects in the future. This may lead to delay in executing our planned/ proposed projects which will further adversely affect our business, financial condition and results of operations.

5. *Our inability to acquire ownership of or development rights over suitable parcels of land may affect our future development activities and our business prospects, financial condition and result of operations.*

Our ability to identify suitable parcels of land for development or redevelopment and subsequent sale of the constructed area forms an integral part of our business. Our ability to identify land in the right location is critical for a project. Our decision to acquire land or development rights over appropriate land involves taking into account the size and location of the land, tastes of potential residential customers, requirements of potential commercial clients, economic potential of the region, the proximity of the land to civic amenities and urban infrastructure, the willingness of landowners to sell the land to us on terms which are commercially acceptable to us, government directives on land use, the ability to obtain approvals for land acquisition and development and the availability and competence of third parties such as architects, surveyors, engineers and contractors.

Further, 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 that our internal assessment criteria will

lead to entirely accurate land identification or assessment. Further, any information considered to be accurate, complete or current while doing our internal assessment may not continue to be accurate, complete or current at a future date. 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.

Any failure to identify and acquire suitable parcels of land for development or redevelopment in a timely manner may reduce the number of projects that can be undertaken by us and thereby adversely affect our business, prospects, financial condition and results of operations. In addition, if demand for a project does not meet our expectations, we may alter certain aspects of the project, provided we receive the requisite approvals, or abandon development of the project, which would adversely affect our business and prospects.

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

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

Certain parties granting development rights to us or to our partners (in case of joint development management agreements) may not have acquired ownership rights or clear title in respect of land that we have categorized as part of our Saleable Area. In addition, we may face practical difficulties in verifying the title of a prospective seller of property or of the landowner or developer. As each transfer in a chain of title may be subject to defects, our title and agreements we will be entering into with land owners for construction on, and development of, land may be subject to various defects which we may not be aware of. Further, our Company may also be required to make partial payments to the land owner for land development rights which our Company may be unable to recover under certain circumstances. Additionally, under certain of our agreements, our development partners are required to aggregate large parcels of land for us to commence developing the project. If these development partners face any difficulties in obtaining or fail to obtain the requisite amount of land, the schedule of development of that project could be substantially disrupted which could have an adverse effect on our business, financial condition and results of operations. Our Company's inability to acquire land development rights, or if our Company fails to recover the partial payment made by it with respect to such land developments rights, it may adversely affect our Company's business, financial condition and results of operation.

7. *We face uncertainty of title to our lands, which entails certain risks.*

As part of our strategy to expand operations in 3 focus regions, Ahmedabad, Gandhinagar and Mehsana-Gujarat, Mumbai and Pune-Maharashtra and Greater Nodia-Uttar Pradesh, we have initiated the process of acquiring land parcels in these regions. There is difficulty in obtaining title guarantees in India as title records provide only for presumptive rather than guaranteed title. While title insurance has recently become available in India to guarantee title or development rights in respect of land, it may not be available on commercially acceptable terms. Therefore, we face a risk of loss of lands we believe we own or have development rights over, which would have an adverse effect on our business, financial condition and results of operations.

In addition, the original title to lands may often be fragmented, and land may have multiple owners. Certain lands may have irregularities of title, such as non-execution or non-registration of conveyance deeds and inadequate stamping and may be subject to encumbrances and litigation of which we may not be aware. Additionally, some of our projects are executed through development agreements in collaboration with third parties where such third parties own such land. Though we obtain title certificates and title opinions prior to executing a definitive agreement with respect to the project, we cannot assure you that the persons with whom we enter into development agreements have clear title to such lands. Further, the method of documentation of land records in India has not been fully computerized and are updated manually. This could result in investigations of property records being time consuming and possibly inaccurate.

While we appoint legal counsel to conduct due diligence and assessment exercises prior to acquiring land or entering into development agreements with land owners and undertaking a project, we may not be able to assess or identify all risks and liabilities associated with the land, such as non-conversion or improper conversion for

the proposed land use, faulty or disputed title, unregistered encumbrances or adverse possession rights, improperly executed, unregistered or insufficiently stamped conveyance instruments in the property's chain of title, ownership claims of family members of prior owners, or other defects that we may not be aware of. As a result, some of the land under the development agreements with land owners and future land may not have marketable title which has been independently verified. As each transfer in a chain of title may be subject to these and other defects, our title and development rights over land may be subject to various defects of which we are not aware. The processes followed by legal counsel who have provided us title reports may be inconsistent in a number of respects, such as non-review of tax paid receipts, not making invitations of claims by issuing public advertisements and non-review of encumbrance certificates. Further, in the past we have received certain objections to the invitations of claims made by us by issuing public advertisements and we cannot assure you that we will not receive similar objections in the future.

As a result, any acquisition or development decision made by us in reliance on our assessment of such information, or the assessment of such information by a third party, is subject to risks and potential liabilities arising from the inaccuracy of such information. If such information later proves to be inaccurate, any defects or irregularities of title may result in the loss of title or development rights over land, and the cancellation of our development plans in respect of such land. The uncertainty of title to land makes the acquisition and development process more complicated, may impede the transfer of title, expose us to legal disputes and adversely affect our land valuations.

Legal disputes in respect of land title can take several years and considerable expense to resolve if they become the subject of court proceedings and arbitrations and their outcome can be uncertain. Under Indian law, a title document is generally not effective, nor may be admitted as evidence in court, unless it has been registered with the applicable land registry and applicable stamp duty has been paid in respect of such title document. The failure of prior landowners to comply with such requirements may result in our failing to have acquired valid title or development rights with respect to that land. If we or the owners of the land which is the subject of our development agreements are unable to resolve such disputes with these claimants, we may lose our interest in the land, being our right to own or develop the land, and we may have to make payments to these claimants as compensation. Further, such litigation could delay the project and adversely affect our business and financial condition. The failure to obtain clear title to a particular plot of land and the abandoning of the property as a result may adversely affect the success of a development for which that plot is a critical part and may require us to write off expenditures in respect of the development.

8. *We have not applied for regulatory consents or approvals for our upcoming projects and our plans are subject to a number of uncertainties.*

We have plans to acquire land and/or land development rights our forthcoming projects, for which we have not applied for any regulatory consents or approvals as on the date of filing this Draft Letter of Offer. Although, we are under the process of entering into initial agreement of sales with the owners of our forthcoming projects and making an application with the respective tasildar for obtaining title clearance in our favour. These forthcoming projects are subject to significant changes and modifications from our current management estimates as a result of factors beyond our control, including, among others, regulatory consents and approvals and the availability of financing. Such changes and modifications may have a significant impact on our forthcoming projects, and, consequently, may have an adverse effect on our business, results of operations and financial condition. Though, we currently intend to acquire land and/or land development rights these forthcoming projects, we may or may not develop these projects as planned or at all. In addition, there can be no assurance that if pursued, these projects will be implemented in a timely and cost-effective manner and will improve our results of operations and profitability.

9. *Certain information contained in this Draft Letter of Offer is based on management estimates and we cannot assure you of the completeness or accuracy of the data.*

Certain information contained in this Draft Letter of Offer like data on land available for development, our funding requirements and our proposed use of issue proceeds is based solely on management estimates and has not been appraised by any bank or financial institution. The estimated project dates as well as costs may change depending on the circumstances like changes in laws and regulations, competition, irregularities or claims with respect to title of land, the ability of third parties to complete their services, delays, cost overruns or modifications to our on going and planned projects. Such circumstances can have an impact on our financials condition and results of operation.

10. *We may not be able to identify suitable project sites in future or enter into Development Agreements for land development rights at reasonable cost or favourable terms which may adversely affect our business and results of operations.*

Our performance is dependent on our ability to identify the suitable projects sites in the future or to enter into Development Agreements for acquiring land development rights at reasonable cost and on favourable terms. For the purpose of this Issue, our company has identified the suitable projects sites and has entered into the MOU/Declaration with the respective parties, however, we are yet to enter into sale deed agreement and Development Agreements for acquiring land development rights at reasonable cost and on favourable terms. Further, there are other factors that are beyond our control like availability of suitable land, location, the willingness of landowners to sell the land and to assign land development rights on terms acceptable, the availability and cost of financing, encumbrances on targeted project sites, government directives on land use, obtaining the necessary permits and approvals for land development, etc. Such factors may impede our efforts to acquire development rights on acceptable/suitable terms and conditions. This may cause us to modify, delay or abandon projects, which could adversely affect our business and results of operations.

11. *We may experience challenges expanding our business in three focus regions, which may adversely affect our business, financial condition and results of operations.*

While we may pursue suitable opportunities in other regions, as a part of our strategy, we are focused on developing properties in three regions, Ahmedabad, Gandhinagar and Mehsana-Gujarat, Mumbai and Pune-Maharashtra and Greater Nodia-Uttar Pradesh. While expanding, our business will be exposed to various challenges, including seeking governmental approvals, identifying and collaborating with local business partners, contractors and suppliers, identifying and obtaining development rights over suitable properties, and attracting potential customers. We cannot assure you that we will be successful in expanding our business in these three regions. Any failure by us to successfully carry out our plan to expand our business in these three regions could have an adverse effect on our business, financial condition and results of operations.

12. *Our development agreements do not convey any interest in the immovable property to us and only the development right is transferred to us. Further, investments through development agreements involve risks, including the possibility that our development partners may fail to meet their obligations under the development agreement, causing the whole project to suffer.*

We have sought to develop our projects and certain parts of some of our projects primarily through development agreements with landowners. We have sought to develop our projects and certain parts of some of our projects primarily through development agreements with landowners. 1 out of our 3 Forthcoming Projects, as of November 30, 2021, covering an estimated Saleable Area of 28.64 lakhs Sq. Ft., are owned through development agreements.

Most of our development agreements confer rights on us to construct, develop, market and eventually sell the Saleable Area to third party buyers. Such agreements do not convey any interest in the title of the immovable property to us and only the development right is transferred to us. Under these agreements, we are typically entitled to a share in the developed property or a share of the revenues or profits generated from the sale of the developed property, or a combination of the above entitlements after adjusting the amount paid earlier, if any.

Investments through development agreements involve risks, including the possibility that our development partners may fail to meet their obligations under the development agreement, causing the whole project to suffer. For instance, the land-owners may be responsible for certain financial obligations towards the development of the project, procuring certain regulatory approvals (such as approvals for change in use of the land for residential/commercial purposes), furnishing documents of title to lenders for securing financing, paying taxes and local levies on the land, curing title defects and settling title litigation within a stipulated period of time.

We cannot assure you that projects that involve collaboration with third parties will be completed as scheduled, or at all, or that our ventures with these parties will be successful and our development agreements may permit us only partial control over the operations of the development under certain circumstances. Where we do not hold the entire interest in a development, it may be necessary for us to obtain consent from a development partner before the development partner makes or implements a particular business development decision or distribute profits to us. These and other factors may cause our development partners to act in a way that is contrary to our interests, or otherwise be unwilling to fulfill their obligations under our development

arrangements. Disputes that may arise between us and our development partners may cause delay in completion, suspension or complete abandonment of a project, which may adversely affect our business, financial condition and results of operations.

- 13. Our business may be subject to the RERA, a fairly recent legislation which is subject to regulatory interpretation and the rules under it are evolving. Accordingly, we may require more time and cost to comply with these regulations and we may face challenges in interpreting and complying with them due to limited jurisprudence.***

The Government notified RERA on May 1, 2016, and RERA was subsequently effective from May 1, 2017. RERA is intended to regulate the real estate industry and to ensure, among others, imposition of certain responsibilities on real estate developers and accountability towards customers and protection of their interest. The RERA established a real estate regulatory authority for regulation and planned development in the real estate sector and to protect the interest of consumers in the real estate sector. The RERA obliges real estate developers, including us, to mandatorily register real estate projects, not issue any advertisements or accept advances unless real estate projects are registered, maintain a separate account for amounts realized from each real estate project and restrict withdrawal of amounts from such accounts.

The RERA also requires real estate developers to disclose certain information on their proposed projects on the web portal of the relevant authorities, incorporate certain details in the letters of allotment issued to their customers, specify the responsibilities of customers until conveyance of residential units, adhere to sanctioned plans and project specifications, obtain prior consent from allottees in the event of any deviations from the sanctioned plans, obtain insurance for, among other things, title and construction of the real estate project, and return amounts collected from allottees (with interest) if they are unable to grant possession of a residential unit in accordance with the terms of the underlying agreement for sale or due to discontinuation of their business as developers.

In addition, we will have to comply with state-specific rules and regulations which will be enacted by the relevant state government where our Forthcoming Projects may be located, due to the introduction of RERA. While most of the state governments have notified rules in relation to RERA, other states are in the process of doing so.

To ensure compliance with the requirements of the RERA, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention. Further, we may face challenges in interpreting and complying with the provisions of the RERA due to limited jurisprudence on them. Any non-compliance of the provisions of RERA or such state-specific legislations may result in litigation or fines or penalties and revocation of registration of our Forthcoming Projects, which may have an adverse effect on our business, operations and financial condition.

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

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

- 15. We share our Registered Office with some of our Group Companies and we do not have any rent sharing agreement or demarcation of the premises and facilities installed therein for use by the said Group Companies. Any multiple or overlapping use of the said facilities may create some disruption which may adversely affect our business operations.***

Our Registered Office is shared with our other Group Companies namely Radhe Infrastructure & Project (India) Limited, Pratigna Properties Private Limited and Essan Organizers Private Limited. Neither there is any rent sharing agreement between our Company and any of the Group Companies nor there is any demarcation of the premises and facilities installed therein for use by the said Group Companies. Any multiple or overlapping use of the said facilities may create some disruption which may adversely affect our business operation.

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

We have and may enter into several partnership agreements with our Promoters, Group Companies and certain other parties for the development of our various real estate projects. These projects include our ongoing in Ahmedabad, Gandhinagar and Mehsana-Gujarat. Under the terms of these agreements, we are required to contribute a certain amount as initial capital contribution to the partnership and we are entitled to a percentage of the profits that is generated by the partnership. Additionally, we are required to assist the partnership in obtaining financing for the construction and development of the project and may also be responsible for additional capital contributions, as and when the need arises. Further, we are required to obtain the consent of our partners before transferring our ownership interests, transfer or purchase of assets above certain thresholds and making material changes to the businesses. In addition, pursuant to our partnership agreements, we are required to indemnify our partners for any losses that may arise as a result of our acts in breach of the agreement. If we are required to bear losses under these partnership agreements, our financial condition and results of operations may be adversely affected.

17. *The recent outbreak of the novel coronavirus could have a significant effect on our results of operations, and could negatively impact our business, revenues, financial condition and results of operations.*

An outbreak of COVID-19 was recognized as a pandemic by the WHO on March 11, 2020. In response to the COVID-19 outbreak, the governments of many countries, including India, have taken preventive or protective actions such as imposing country-wide lockdowns, as well as restrictions on travel and business operations. Since May 2020 many of these measures have been lifted. We proactively engaged with our clients to reassure them and to demonstrate our commitment to restart our operations and to build confidence in the safety protocols deployed at our office. If we do not respond appropriately to the pandemic, or if customers do not perceive our response to be adequate, we could suffer damage to our reputation and our brand, which could adversely affect our business in the future.

Further, the lockdown was again imposed by the government in some parts of India during April 2021, which was partially relaxed in June 2021, during this lockdown although we have continued with our business, the execution of our business operations was delayed by few weeks.

We cannot predict the degree to, or the time period over, which our business will be affected by the COVID-19 outbreak. For example, this pandemic could necessitate further lockdowns, resulting in significant additional effects on our revenue, financial condition and results of operations. There are numerous uncertainties associated with the COVID-19 outbreak, including the number of individuals who will become infected, availability of a vaccine or a cure that mitigates the effect of the virus, the extent of the protective and preventative measures imposed by governments and whether the virus' impact will be seasonal, among others. Consequently, there may be adverse effects of this pandemic on our short-term business operations and our financial results may be impacted.

18. *We require certain statutory and regulatory approvals and licenses in the ordinary course of our business. If we are unable to obtain renew or maintain any of such statutory or regulatory permits or approvals, it may have a material adverse effect on our business.*

We require certain statutory and regulatory approvals, licenses, registrations and permissions to operate our business. Our projects are at various stages of development/completion, and we have obtained approvals from statutory/ regulatory authorities as are required at the various stages of development. We are also in the process of making applications to certain statutory/regulatory authorities for the approvals that will be required further. We will be required to obtain change in land use permissions, including from agricultural use to non-agricultural use and in certain cases, requisite environmental consents, fire safety clearances, commencement, completion and occupation certificates etc. from the relevant government authorities. The development plans and use of the projects may be subject to further changes, depending on various factors such as prevailing economic conditions, preferences of our customers and laws and regulations applicable to us from time to time.

We believe that we have complied considerably with such laws and regulations, as are applicable to our projects however, statutory/regulatory 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, seizure of land and other civil or criminal proceedings. While we also believe that we will be able to obtain or renew the necessary permits and

approvals as and when required; there can be no assurance that the relevant authorities will issue/renew any or all requisite permits or approvals in the time-frame anticipated by us, or at all. Failure by us to obtain, renew or maintain the required permits or approvals may result in the interruption of our operations or delay or prevent the development of our existing/future projects and may have a material adverse effect on our business, financial condition and results of operations. For further details, please see chapter titled “*Government And Other Statutory Approvals*” at pages 171 respectively of this Draft Letter of Offer.

19. We are dependent upon third party entities for the construction and development of our projects, which entails certain risks including limited control over the timing or quality of services and sophisticated machinery or supplies provided by such third parties.

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

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

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. We will require a greater supply of such services as we grow our business and expand into new cities. 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. Any consequent delay in project execution could adversely affect our business, reputation, financial condition and results of operations. If the services of these or other contractors do not continue to be available on terms acceptable to us or at all, our business and results of operations could be adversely affected.

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

Based on the agreements with the land owners, we and our third-party contractors procure plotting and/ or building materials and other raw materials for our projects, such as steel, cement, hardware, bitumen, sand and aggregates and other fittings from third party suppliers. In case any of our or our contractor’s regular suppliers curtail or discontinue supply of key raw materials at competitive prices or at all, our business and results of operations could be adversely affected. The prices and supply of such plotting and/ or building materials depend on factors not under our control, including cost of the raw materials, increased demand or reduced supply, general economic conditions, competition, production costs and levels, transportation costs, indirect taxes and import duties. Our ability to develop the projects profitably is dependent upon our ability and the ability of our contractors to source adequate and timely building supplies within our estimated budget. During periods of

shortages in materials, especially cement and steel, we may not be able to complete projects according to our project schedules, at our estimated cost, or at all, which could adversely affect our results of operations and financial condition. In addition, during periods where the prices of materials or labour significantly increase, we may not be able to pass these price increases on to our customers, which could reduce or eliminate the profits we intend to attain from our projects or cause us to incur losses. Prices of certain materials, such as cement and steel, in particular, are susceptible to rapid increases. In addition, our contractors may also revise the agreed contract price in the event the price of certain raw materials increases above an agreed threshold. These factors could adversely affect our business, results of operations and cash flows.

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

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

21. Our business is dependent on the availability/supply and cost of raw materials. Any significant increase in the prices including the taxes and levies or decrease in the availability of any of the raw materials may adversely affect our results of operations.

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

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

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

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

Further, in the event of any delay in the completion of the development within the time frame specified, we are required to pay certain penalties or liquidated damages, which are typically capped, as specified in these agreements, which may adversely affect our business, financial condition and results of operations. In certain of our projects, in the event that we fail to pay such liquidated damages within the specified period of such claim to pay these liquidated damages, our joint development partner is entitled to take over our obligations under the development agreement and we would be required to vacate the property and forgo such revenue or profit or

area sharing arrangement with respect to that project as may have been agreed to. If we are required to pay penalties or liquidated damages pursuant to such agreements, and we decline to do so, we may not be able to recover the deposits made by us to the owners of the land. In addition, if for any reason, the development agreement is terminated or the development is delayed or cancelled, we may not be able to recover such payments, which could have an adverse effect on our business, financial condition and results of operations.

Further, under the development agreements, if we are unable to acquire certain land or land development rights in accordance with our preferences, we may not be able to recover all or part of the payments paid by us to these third parties. Further, in the event that these agreements are either invalid or have expired, we may lose the right to acquire such land and may also be unable to recover payments made in relation to the land.

23. *Certain information contained in this Draft Letter of Offer is based on assumptions and current management plans and 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 Letter of Offer.*

Certain information contained in this Draft Letter of Offer, such as development rights owned by us, type of project, estimated project commencement and completion dates, our funding requirements and the Saleable Area presented herein with regard to Ongoing Projects and Forthcoming Projects are based on management plans and estimates and are subject to regulatory approvals. The square footage that we may develop in the future with regards to a particular property may differ from what is presented herein based on various factors such as prevailing market conditions, current management plans, change in laws and regulations, competition, title defects, an inability to obtain the required regulatory approvals such as zone conversion, approvals under the local township policy, changes or modifications in the development norms (such as floor space index and zoning, including the RERA Norms, Court order), approval of incentive FSI under various regulations, transferable development rights or our understanding of development norms.

The actual timing of the completion of a project may be different from its forecasted schedule. We may also have to revise our assumptions, estimates, development plans (including the type of proposed development) and the estimated project commencement and completion dates of our projects depending on future contingencies and events, including, changes in our business plans due to prevailing economic and market conditions; changes in laws and regulations; and changes in political scenario of the states where our projects are located.

We may also change our management plans and timelines for strategic, marketing, internal planning and other reasons. Such changes and modifications may have a significant effect on our Ongoing Projects and Forthcoming Projects, and consequently, we may not develop these projects as contemplated, or at all, which may have an adverse effect on our business, results of operations and financial condition.

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

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

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

- 25. *We may not be able to add to or replenish our Developable and Saleable Area by acquiring suitable sites or entering into development agreements for suitable sites in locations with growth potential and at reasonable cost, which may adversely affect our business and prospects.***

In order to maintain and grow our business, we are required to continuously increase our Developable and Saleable Area with new sites for development. Our ability to identify and acquire or enter into definitive agreements for suitable sites is dependent on a number of factors that are beyond our control. These factors include the availability of suitable land, competition from other parties for the acquisition of suitable land, the willingness of landowners to sell land and/or assign development rights on terms attractive to us, the ability to obtain an agreement to sell or develop from all the owners where land has multiple owners, the availability and cost of financing, encumbrances on targeted land, government directives on land use and the obtaining of permits and approvals for land acquisition and development. The failure to acquire land or obtain development rights over targeted land may cause us to modify, delay or abandon entire projects, which could adversely affect our business and prospects.

Certain of our projects are being built on large contiguous parcels of land. We cannot assure you that we or our development partners will be able to continue to acquire ownership of or development rights over large contiguous parcels of land on terms that are acceptable to us, or at all. This may prohibit us from developing additional large projects or may cause delays or force us to modify the development of the land at a particular location, which in turn may result in failure to maximize our return or even realize our investments from such parcels of land. Accordingly, our inability to acquire ownership of or development rights over contiguous parcels of land may adversely affect our business and prospects.

- 26. *Our Company may require additional capital resources to achieve our expansion plans.***

The rate of our expansion will depend to an extent on the availability of adequate debt and equity capital. Further, the actual expenditure incurred may be higher than current estimates owing to but not limited to, implementation delays or cost overruns. We may, therefore, primarily try to meet such cost overruns through our internal accruals and in case if the same is not adequate, we may have to raise additional funds by way of additional term debt from banks and/or financial institutions, unsecured loans and/ or by raising funds through issuance of specified securities, which may have an adverse effect on our business and results of operations.

- 27. *If we are unable to service our debt obligations in a timely manner or to comply with various financial and other covenants and other terms and conditions of our financing agreements, it may adversely affect our business, prospects, results of operations and financial condition.***

Our total debt obligations payable on account of vehicle loans availed by our Company from various lenders as on September 30, 2021 is Rs. 19.95 Lakhs. The said loans have been secured, inter-alia, by way of equitable mortgage of Movable properties of our Company. Any failure to pay our dues in time or comply with any requirement or other condition or covenant under our loan agreements, may lead to a termination of our agreements, and may adversely affect our business, prospects, results of operations and financial condition. For further information on the secured and unsecured loan of our Company, please refer the Section titled "Financial Information" on page 99 of this Draft Letter of Offer.

- 28. *Our Company and our Group Companies have availed unsecured loans that may be recalled by the lenders at any time.***

Our Company and our Group Companies have currently availed unsecured loans in the nature of overdraft and cash credit facilities which may be recalled by the respective lenders at any time. In the event that any lender seeks a repayment of any such loan, our Company and our Group Companies would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. Our Company and our Group Companies may not have adequate working capital to undertake new projects or complete the ongoing projects. As a result, any such demand may affect our business, cash flows, financial condition and results of operations.

- 29. *Our Company had negative cash flow in recent fiscals, details of which are given below. Sustained negative cash flow could adversely impact our business, financial condition and results of operations.***

(Rs. in Lakhs)

Particulars	As on Sept. 30, 2021	As on March 31,		
		2021	2020	2019
Net cash from (used in) Operating activities	(2563.19)	21.03	(13.60)	525.67
Net cash from (used in) Investing activities	(12.19)	81.34	(94.51)	(0.35)
Net cash from (used in) Financing activities	2938.71	(87.87)	93.14	(533.93)
Net Cash Flow	363.34	14.50	(14.97)	(8.60)

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flow, it may adversely affect our business and financial operations. For further details please refer to the section titled “*Financial Information*” and chapter titled “*Management's Discussion and Analysis of Financial Conditions and Results of Operations*” beginning on page no. 99 and page no. 153 respectively, of this Draft Letter of Offer.

30. Our Group Companies have incurred losses in the past and may incur losses in the future.

Our Group Companies have incurred loss in the past. The following table sets forth information on losses incurred by our Group Companies in the past:

(Rs. in Lakhs)				
Name of the Group Companies	Particulars	As on March 31,		
		2021	2020	2019
Radhe Infrastructure & Project Private Limited	Profit/(Loss) after tax	(110.81)	(192.90)	(273.24)
Essan Organizers Private Limited	Profit/(Loss) after tax	(0.07)	(0.12)	(0.11)
Pratigna Properties Private Limited	Profit/(Loss) after tax	(0.16)	(0.18)	(0.40)

There can be no assurance that our Group Companies will not incur losses in the future, which may have an adverse effect on our reputation and business.

31. Our Company has unsecured loans which are repayable on demand. Any demand from lenders for repayment of such unsecured loans, may adversely affect our cash flows.

As on September 30, 2021, our Company has unsecured loans amounting to Rs. 2966.51 Lakhs from Promoters and Members of Promoter Group and certain other entities which are repayable on demand. Such loans are not repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lenders at any time. Any such unexpected demand or accelerated repayment may have a material adverse effect on our business, cash flows and financial conditions. For further information on the secured and unsecured loan of our Company, please refer the Section titled “Financial Information” on page 99 of this Draft Letter of Offer.

32. We have entered into certain related party transactions and may continue to do so.

We have entered into related party transactions with our Promoters, Promoter Group, Group Companies/Entities and Directors. While we believe that all such transactions have been conducted on the arms length basis, however it is difficult to ascertain whether more favorable terms would have been achieved had such transactions been entered with unrelated parties. Furthermore, it is likely that we may enter into related party transactions in the future. For details of these transactions, please refer the Section titled “Financial Information” on page 99 of this Draft Letter of Offer.

33. The Promoter and Promoter Group will continue to exercise control post completion of the Issue and will have considerable influence over the outcome of matters.

Upon completion of this Issue, our Promoters and Promoter Group will continue to own a majority of our Equity Shares. As a result, our Promoters will have the ability to exercise significant influence over all matters requiring shareholders’ approval. Our Promoters will also be in a position to influence any shareholder action or approval requiring a majority vote, except where they may be required by applicable law to abstain from voting. This control could also delay, defer or prevent a change in control of our Company, impede a merger,

consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from obtaining control of our Company even if it is in the best interests of our Company. The interests of our Promoters could conflict with the interests of our other equity shareholders, and the Promoters could make decisions that materially and adversely affect your investment in the Equity Shares.

- 34. *We require high working capital for our smooth day to day operations of business and any discontinuance or our inability to acquire adequate working capital timely and on favorable terms may have an adverse effect on our operations, profitability and growth prospects.***

Our business demands substantial funds towards working capital requirements. In case there are insufficient cash flows to meet our working capital requirement or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favorable terms, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects.

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

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

- 36. *Our sales revenue is dependent on factors affecting prospective consumer's purchasing power that are out of our control.***

Our sales revenue is dependent on the financial ability and financial availability of our prospective customers to invest or purchase properties within Ahmedabad, Gandhinagar and Mehsana-Gujarat, Mumbai and Pune-Maharashtra and Greater Nodia-Uttar Pradesh. Besides this, consumers also have the option of borrowing funds either from the banks or in the form of home loans from secured or unsecured lenders at the current interest rates. Further, the favorable interest rates on financing from banks and housing finance companies, particularly for residential real estate, combined with the tax treatment of loans, has helped the consumers in investing or purchasing properties. However, any changes in the interest rates, tax treatment with respect to the repayment of principal on housing loans and interest paid on housing loans may further affect demand for residential real estate.

Further, if the interest rate at which our real estate customers may borrow funds for the purchase of our properties affects the affordability of our real estate projects. Any changes in the home loans market, making home loans less attractive to our customers may adversely affect our business, future growth and results of operations.

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

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

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

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

slowdown / shutdown of business operations may have a material adverse effect on our business operations and financial conditions.

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

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

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

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

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

Under RERA, in case of a delay in completion of units within the stipulated time or delay in handover of possession of units to a buyer under certain specified circumstances, the buyer is granted the right to withdraw from the project, and is entitled to amounts paid, along with interest and specified compensation. Further, in the event a buyer does not withdraw, the promoter is required to pay interest for every month of delay until handover of possession on the amount received by the promoter. The completion date of the units and the rate of interest in case of default has to be compulsorily included in the sale agreement. Further, delays from the timeline specified for the project's RERA registration may result in the revocation of the RERA registration. Accordingly, in large residential projects, the aggregate of all penalties in the event of delays may adversely affect the overall profitability of the project and therefore adversely affect our business, results of operations and financial condition.

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

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

41. Our insurance coverage may not be sufficient or adequate in protecting us against all or certain operating hazards and from all or certain losses and this may have an adverse impact on the financial conditions of the business.

As on the date of this Draft Letter of Offer, Our Company has availed of various insurance coverage including COVID-19 Insurance. We believe that the insurance coverage taken by us will protect our products/ business and from any damages or losses that we may suffer in the future. Further, our insurance coverage would be reasonably adequate to cover the normal risks associated with the operation of our businesses. However, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. In addition, our insurance coverage expires from time to time. We may or may not apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. To the extent that we suffer loss or damage, or successful assertion of one or more large claims against us for events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected.

42. Our intellectual property right may be infringed upon or we may infringe the intellectual property rights of third parties.

Our Company logo is a registered Trademark. The said trademark is permitted to be used till 15-12-2026. However, there is no assurance that our Trademark will not be infringed upon or on a later date will be renewed on time. Depending on whether we are able to discover any such infringement of our Trademark or successfully enforce our legal rights in the jurisdictions where such infringements may occur, our business and branding may suffer as a result of any misuse of our trademark. In such circumstances, our reputation and business may be adversely affected. Further, if we decide to pursue action against such infringements to protect our reputation, it could result in diversion of our resources and our financial results may be adversely affected. Similarly, we may also infringe the intellectual property rights of third parties in the use of our Trademark in our operations. Although we are not aware of any such infringement by us, there is no assurance that we will not infringe or have not infringed the intellectual property rights of any third party. In the event of any such infringement, we may be subject to our claims or actions and our business, reputation, financial condition and results of operations may be adversely affected.

Further, while filing renewal application for registration if the same is not accepted or if there are oppositions filed against the trademark application if any, are successful, our company may lose the statutory protection available to it under the Trade Marks Act, 1999 for such trademarks there affecting our business, reputation, financial condition and results of operations.

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

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

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

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

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

44. If we are unable to source business opportunities effectively and successfully identify suitable projects, we may not be able to achieve our business prospects, financial conditions and results of operations.

Our ability to achieve our financial objectives and results of operations will depend on our ability to identify and evaluate suitable projects and thereby accomplishing our business opportunities. To grow our business, availability of suitable land, the willingness of landowners to sell us on attractive terms, the ability to obtain an agreement to sell from all the owners where land has multiple owners, the availability and cost of financing, encumbrances on targeted land, government directives on land use, and the obtaining of permits and approvals for land acquisition and development is a must. If we fail to acquire the targeted land(s), it may cause us to modify, delay or abandon entire projects, which in turn could cause our business to suffer.

Further, our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It also is 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 analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

45. If we are not able to implement our growth strategies or manage our growth, our business and financial condition could be adversely affected.

We have embarked on a growth strategy which involves a substantial expansion of our current business. Such a growth strategy places significant demands on our management as well as our financial, accounting and operating systems. Even if we have successfully executed our business strategies in the past, we cannot assure you that we will be able to execute our strategies on time and within the estimated budget, or that we will meet the expectations of targeted customers. Our failure to execute our growth strategy may result in our inability to maintain prior rates of growth.

Implementation of our growth strategies require significant management resources. As we expand our operations, we may be unable to manage our business efficiently, which could result in delays, increased costs and affect the quality of our projects, and may adversely affect our reputation. Such expansion also increases the challenges involved in preserving a uniform culture, set of values and work environment across our business operations, developing and improving our internal administrative infrastructure, particularly our financial, operational, communications, internal control and other internal systems, recruiting, training and retaining management, technical and marketing personnel, maintaining high levels of customer satisfaction, and adhering to health, safety, and environmental standards. Our failure to manage our growth could have an adverse effect on our business and financial condition.

Each of the elements of new project initiatives that we develop to grow our business carries significant risks, as well as the possibility of unexpected consequences, including: acceptance by and sales of the new project initiatives to our customers may not be as high as we anticipate; our marketing strategies for the new projects may be less effective than planned and may fail to effectively reach the targeted consumer base or engender the desired consumption; we may incur costs exceeding our expectations as a result of the continued development and launch of the new projects; we may experience a decrease in sales of certain of our existing projects as a result of the introduction of new projects nearby; and any delays or other difficulties impacting our ability, or the ability of our third party contractors and developers, to develop and construct projects in a timely manner in

connection with launching the new project initiatives. If any of these risks occur, our business and financial condition could be adversely affected.

46. We may be subject to third-party indemnification and liability claims, which may adversely affect our business, cash flows, results of operations and reputation.

Some of the agreements that we have entered into with land owners and partners (in terms of the development agreements and the limited liability partnership agreements) place indemnity obligations on us that require us to compensate such land owners and partners for loss or damage suffered by them on account of a default or breach by us. In the event that such land owners and partners successfully invoke these indemnity clauses under their respective agreements, we may be liable to compensate them for loss or damage suffered in respect of such agreements, which may adversely affect our financial condition. We may be subject to claims resulting from defects in our developments, including claims brought under the RERA and such claims shall continue for period of five years after the conveyance deed of all flat and/ or apartments, plots or buildings, are executed as per provision of RERA. We may also be exposed to third-party liability claims for injury or damage sustained on our properties. These liabilities and costs could have an adverse effect on our business, cash flows, results of operations and reputation.

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

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

The Government of India has also implemented a comprehensive national goods and services tax (“GST”) regime with effect from July 1, 2017 that combines multiple taxes and levies by the Central and State Governments into a unified tax structure. While the Government of India and certain state governments have announced that all committed incentives will be protected following the implementation of the GST, given that the various rules and regulations regarding the new regime are being evaluated in terms of various implications concerning the GST, we cannot assure you as to this or as to any other aspect of the tax regime following implementation of the GST including anti-profiteering regulations of the new tax regime and availability of input tax credit. The implementation of this rationalized tax structure may be affected by any disagreement between certain state governments, which may create uncertainty. Any future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. If, as a result of a particular tax risk materializing, the tax costs associated with certain transactions are greater than anticipated, it could affect the profitability of such transactions.

Further, the General Anti-Avoidance Rules (“GAAR”) became effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in the denial of tax benefits to an arrangement, among other consequences. In the absence of any such precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.

48. Some of our Group Companies, as they are engaged in the line of business similar to our Company. There are no non- compete agreements between our Company and such other Group Companies. We cannot assure that our Promoters will not favour the interests of the said Group Companies over our interest or that the said companies will not expand which may increase our competition, which may adversely affect business operations and financial condition of our Company.

Our Group Companies are engaged in the kind of activities similar to our Company. Further, we have not entered into any non-compete agreement with any of our group companies. We cannot assure you that our Promoters who have common interest in such other group companies would not favour the interest of the said companies or such companies would not expand, which may adversely affect our profitability and results of operations.

49. *Restrictions on foreign investment and financing in the real estate and development sector may hamper our ability to raise additional capital.*

While foreign direct investment of up to 100% without prior regulatory approval is permitted in the development of townships and in the construction of residential or commercial premises, roads or bridges, hotels, resorts, hospitals, educational institutions, recreational facilities, city and regional level infrastructure and townships, the regulations in India impose certain restrictions and pre-conditions on such investments. Investments by specific classes of investors such as FPIs are similarly subject to ceilings prescribed under the extant foreign exchange regulations, and limits approved by our Company and the shareholders of our Company. For further details, see “Restrictions On Purchases And Resales” on page 215. Further, under the applicable external commercial borrowings regime notified by the RBI, bank loans and other commercial borrowings from non-resident entities cannot be obtained or utilized for investment in real estate or purchase of land subject to certain exceptions (including construction or development of industrial parks/integrated townships/SEZ). Our Company’s inability to raise additional capital as a result of these and other restrictions may adversely affect our business and prospects.

50. *Our operations and the work force on project sites are exposed to various hazards, which could adversely affect our business, financial condition and results of operations.*

Our project sites are subject to hazards inherent such as the risk of equipment failure, impact from falling objects, collision, work accidents, fire or explosion. Many of these hazards can cause injury and loss of life, severe damage to and destruction of property and equipment and environmental damage.

While we conduct various site studies to identify potential risks prior to the acquisition of any parcel of land or development rights for a parcel of land and its plotting and development, there are certain unanticipated or unforeseen risks that may arise due to adverse weather and geological conditions such as outbreaks of storms, hurricanes, lightning, floods, landslides, rockslides and earthquakes and other reasons. If any one of these hazards or other hazards were to affect our business, financial condition and results of operations may be adversely affected.

51. *Our success depends largely on our senior management and our ability to attract and retain our key personnel.*

Our success is dependent on our management team whose loss could seriously impair the ability to continue to manage and expand business efficiently. Our success largely depends on the continued services and performance of our management and other key personnel. The loss of service of the Key Managerial Personnel and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. Further, the loss of any of the senior management or other key personnel may adversely affect the operations, finances and profitability of our Company. Any failure or inability of our Company to efficiently retain and manage its human resources would adversely affect our ability to expand our business.

52. *We are dependent on our Promoter, our senior management, directors and key personnel of our Company for success whose loss could seriously impair the ability to continue to manage and expand business efficiently.*

Our Promoter, Directors, senior management and key managerial personnel collectively have many years of experience in the industry and are difficult to replace. They provide expertise which enables us to make well informed decisions in relation to our business and our future prospects. For further details of our Directors and key managerial personnel, please refer to Section “Our Management” on page 96 of this Draft Prospectus. Our success largely depends on the continued services and performance of our management and other key personnel. 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.

Further, the loss of any of the senior management or other key personnel may adversely affect the operations, finances and profitability of our Company. Any failure or inability of our Company to efficiently retain and manage its human resources would adversely affect our ability to implement new projects and expand our business.

53. *Major fraud, lapses of internal control or failures on part of the employees and could adversely impact the company's business.*

Our Company is vulnerable to risk arising from the failure of employees to adhere to approved procedures, system controls, fraud, system failures, information system disruptions, communication systems failure and interception during transmission through external communication channels or networks. Failure to protect fraud or breach in security may adversely affect our Company's operations and financial performance. Our reputation could also be adversely affected by significant fraud committed by our employees, agents, customers or third parties.

54. *We have not independently verified certain data in this Draft Letter of Offer.*

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

These facts and statistics are included in "*Summary of Industry*" and "*Industry Overview*" on pages 20 and 73 respectively of this Draft Letter of Offer. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

ISSUE SPECIFIC RISK

55. *SEBI has recently, by way of circulars dated January 22, 2020, May 6, 2020, July 24, 2020, January 19, 2021 and April 22, 2021, streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars and in this Draft Letter of Offer.*

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. Eligible Equity Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI circulars dated January 22, 2020, May 6, 2020, July 24, 2020, January 19, 2021 and April 22, 2021, and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. For details, see "*Terms of the Issue*" on page 181.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings.

56. *The R-WAP payment mechanism facility proposed to be used for this Issue may be exposed to risks, including risks associated with payment gateways.*

In accordance with SEBI circulars dated May 6, 2020, July 24, 2020, January 19, 2021 and April 22, 2021, a separate web based application platform, i.e., the R-WAP facility (accessible at www.bigshareonline.com), has been instituted for making an Application in this Issue by resident Investors. Further, R-WAP is only an additional option and not a replacement of the ASBA process. On R-WAP, the Eligible Shareholders can access and fill the Application Form in electronic mode and make online payment using the internet banking or UPI facility from their own bank account thereat. For details, see "*Terms of the Issue*" on page 181. Such payment gateways and mechanisms are faced with risks such as:

- keeping information technology systems aligned and up to date with the rapidly evolving technology in the payment services industries;
- scaling up technology infrastructure to meet requirements of growing volumes;
- applying risk management policy effectively to such payment mechanisms;
- keeping users' data safe and free from security breaches; and
- effectively managing payment solutions logistics and technology infrastructure.

Investors should also note that only certain banks provide a net banking facility by way of which payments can be made on the R-WAP platform. In the event that your bank does not provide such facility, you will have to use an UPI ID to make a payment. Further, R-WAP is a relatively new facility which has been instituted due to challenges arising out of COVID-19 pandemic. We cannot assure you that R-WAP facility will not suffer from any unanticipated system failure or breakdown or delay, including failure on the part of the payment gateway, and therefore, your Application may not be completed or rejected. These risks are indicative and any failure to manage them effectively can impair the efficacy and functioning of the payment mechanism for this Issue. Since Application process through R-WAP is different from the ASBA process, there can be no assurance that investors will not find difficulties in accessing and using the R-WAP facility.

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

The Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Right Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renouncees may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation (the last day for which is [●]), such Renouncee will not be able to apply in this Issue with respect to such Rights Entitlements. For details, see “Terms of the Issue” on page 181.

58. The entitlement of Rights Equity Shares to be allotted to investors applying for Allotment in physical form, will be kept in abeyance.

Investors will not have the option of getting the allotment of Equity Shares in physical form. The Equity Shares Allotted to the Applicants who do not have demat accounts or who have not specified their demat details, will be kept in abeyance till receipt of the details of the demat account of such Applicants. This further means that they will have no voting rights in respect of the Equity Shares. For details, see “**Terms of the Issue – Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form**” on page 198 of the Draft Letter of Offer.

59. The Eligible Equity Shareholders holding Equity Shares in physical form will have no voting rights in respect of Equity Shares until they provide details of their demat account and Equity Shares are transferred to such demat account from the demat suspense account thereafter.

The Equity Shares will be credited to a demat suspense account to be opened by our Company, in case of Allotment in respect of resident Eligible Equity Shareholders holding Equity Shares in physical form and who have not provided the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date. Such Eligible Equity Shareholders are required to send, amongst others, details of their demat accounts to our Company or the Registrar to enable our Company to transfer, after verification of the details of such demat account by the Registrar, the Equity Shares from the demat suspense account to the demat accounts of such Eligible Equity Shareholders. Unless and until such Eligible Equity Shareholders provide details of their demat account and the Equity Shares are transferred from demat suspense account to such demat accounts thereafter, they will have no voting rights in respect of Equity Shares. For details, see “Terms of the Issue” on page 181.

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

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. Eligible Equity Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI circulars dated January 22, 2020 and May 6, 2020, read with SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 and SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021, and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. For details, see “Terms of the Issue” on page 180. In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only.

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

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

62. *Investors may be subject to Indian taxes arising out of capital gains on the sale of our Equity Shares and Rights Entitlements.*

Under current Indian tax laws and regulations, capital gains arising from the sale of shares in an Indian company are generally taxable in India. Previously, any gain realised on the sale of listed equity shares on or before March 31, 2018, on a stock exchange held for more than 12 months was not subject to long-term capital gains tax in India if securities transaction tax (“STT”) was paid on the sale transaction. However, the Finance Act, 2018, now seeks to tax such long-term capital gains exceeding ₹1,00,000 arising from sale of equity shares on or after April 1, 2018, while continuing to exempt unrealized capital gains earned up to January 31, 2018, on such Equity Shares. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which our Equity Shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of our Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India’s ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of our Equity Shares Rights Entitlements.

Further, the Finance Act, 2019, which has been notified with effect from April 1, 2019, stipulates the sale, transfer and issue of securities through exchanges, depositories or otherwise to be charged with stamp duty. The Finance Act has also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These amendments have been notified on December 10, 2019;

however, these amendments will come into effect from July 1, 2020. The Finance Act, 2020 has also provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident.

- 63. *You may not receive the Equity Shares that you subscribe in the Issue until 15 days after the date on which this Issue closes, which will subject you to market risk.***

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

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

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

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

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

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

Our Articles of Association and Indian law govern our corporate affairs. Legal principles relating to these matters and the validity of corporate procedures, Directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a corporate entity in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as one of our shareholders than as a shareholder of a bank or corporate entity in another jurisdiction. In accordance with the provisions of the Companies Act, the voting rights of an equity shareholder in a company shall be in proportion to the share of a person in the paid-up equity share capital of that company.

- 67. *There may be less information available in the Indian securities markets than in more developed securities markets in other countries.***

There is a difference between the level of regulation and monitoring of the Indian securities markets and that of the activities of investors, brokers and other participants in securities markets in more developed economies. SEBI is responsible for monitoring disclosure and other regulatory standards for the Indian securities market. SEBI has issued regulations and guidelines on disclosure requirements, insider trading and other matters. There

may be less publicly available information about Indian companies than is regularly made available by public companies in more developed countries pursuant to such disclosure requirements, which could adversely affect the market for our Equity Shares. As a result, investors may have access to less information about our business, financial condition, cash flows and results of operation, on an ongoing basis, than investors in companies subject to the reporting requirements of other more developed countries.

68. *No market for the Rights Entitlements may develop and the price of the Rights Entitlements may be volatile.*

No assurance can be given that an active trading market for the Rights Entitlements will develop on the Stock Exchanges during the Renunciation Period or that there will be sufficient liquidity in Rights Entitlements trading during this period. The trading price of the Rights Entitlements will not only depend on supply and demand for the Rights Entitlements, which may be affected by factors unrelated to the trading in the Equity Shares, but also on the quoted price of the Equity Shares, amongst others. Factors affecting the volatility of the price of the Equity Shares, as described herein, may magnify the volatility of the trading price of the Rights Entitlements, and a decline in the price of the Equity Shares will have an adverse impact on the trading price of the Rights Entitlements. Since the trading of the Equity Shares will be on a separate segment compared to the Equity Shares on the floor of the Stock Exchanges, the trading of Equity Shares may not track the trading of Equity Shares. The trading price of the Rights Entitlements may be subject to greater price fluctuations than that of the Equity Shares.

69. *There is no public market for the Equity Shares or Equity Shares outside India.*

After this Issue, there will continue to be no public market for our Equity Shares in the United States or any country other than India. We cannot assure you that the face value of the Equity Shares will correspond to the price at which the Equity Shares will trade subsequent to this Issue. This may also affect the liquidity of our Equity Shares and restrict your ability to sell them.

70. *We will not distribute this Draft Letter of Offer, the Abridged Letter of Offer, the Application Form and the Rights Entitlement Letter to certain categories of overseas shareholders.*

In accordance with the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, our Company will send, primarily through email, the Abridged Letter of Offer, Application Form and other applicable Issue materials to the email addresses of all the Eligible Equity Shareholders who have provided their Indian addresses to our Company. Further, this Letter of Offer will be provided, to those who make a request in this regard. In the event that e-mail addresses of the Eligible Equity Shareholders are not available with the Company or the Eligible Shareholders have not provided valid e-mail addresses to the Company, our Company will dispatch the Abridged Letter of Offer, Application Form and other applicable Issue materials by way of physical delivery as per the applicable laws to those Eligible Equity Shareholders who have provided their Indian address. Investors can also access this Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, the Lead Managers, the Stock Exchange and on R-WAP. Other than as indicated above, the Issue materials will not be distributed to addresses outside India on account of restrictions that apply to circulation of such materials in overseas jurisdictions. However, the Companies Act, 2013 requires companies to serve documents at any address, which may be provided by the members as well as through e-mail. Presently, there is lack of clarity under the Companies Act, 2013 and the rules made thereunder with respect to distribution of the Issue materials in overseas jurisdictions where such distribution may be prohibited under the applicable laws of such jurisdictions. We have requested all the overseas Eligible Equity Shareholders to provide an address in India and their e-mail addresses for the purposes of distribution of the Issue materials. However, we cannot assure you that the regulator or authorities would not adopt a different view with respect to compliance with the Companies Act, 2013 and may subject us to fines or penalties.

71. *Your ability to acquire and sell the Equity Shares offered in the Issue is restricted by the distribution, solicitation and transfer restrictions set forth in this Draft Letter of Offer.*

No actions have been taken to permit a public offering of the Equity Shares offered in the Issue in any jurisdiction except India. As such, our Equity Shares have not and will not be registered under the Securities Act, any state securities laws of the United States or the law of any jurisdiction other than India. Further, your ability to acquire Equity Shares is restricted by the distribution and solicitation restrictions set forth in this Letter of Offer. For further information, see “Notice to Investors” and “Other Regulatory and Statutory Disclosures – Selling Restrictions” and “Restrictions on Purchases and Resales” on pages 14, 171 and 214, respectively. You are required to inform yourself about and observe these restrictions. Our representatives, our

agents and us will not be obligated to recognize any acquisition, transfer or resale of the Equity Shares made other than in compliance with applicable law.

- 72. Our funding requirements and proposed deployment of the Net Proceeds are based on our internal management estimates and have not been appraised by any bank or financial institution or other external agency and may be subject to change based on various factors, some of which are beyond our control.***

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

- 73. We may, at any time in the future, make further issuances of Equity Shares and this may significantly dilute your future shareholding or our Promoters and other major shareholders may undertake sale of Equity Shares which may affect the trading price of our Equity Shares.***

Any future equity issuances by us, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of our Equity Shares, which may lead to other adverse consequences for us including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. In addition, any perception that such issuance or sales of shares may occur, may lead to dilution of your shareholding, significantly affect the trading price of our Equity Shares and our ability to raise capital through an issue of our securities. There can be no assurance that such future issuance by us will be at a price equal to or more than the Issue Price. Further, there can be no assurance that we will not issue further shares or that the major shareholders will not dispose of, pledge or otherwise encumber their shares.

EXTERNAL RISK FACTORS

- 74. Our business may be affected by certain factors beyond our control***

Our business may be affected by various factors that are beyond our control. Such factors may affect our business as they may have an effect on the Indian economy and consequently, may affect our Group companies in term of the investment pattern of investors, borrowing patterns of borrowers and decrease in the consumer disposable income. Such factors include changes in investment patterns, budget announcements, policy announcements, political changes, changes in interest rates, inadequate monsoons, health pandemics, terrorist attacks, natural calamities and other acts of violence or war, which may adversely affect worldwide financial and Indian markets. These could potentially lead to an economic recession, which could adversely affect our business, results of operations, financial condition and cash flows, and more generally, any of these events could lower confidence in India's economy.

- 75. The nationalized Goods and Services Tax (GST) regimes proposed by the Government of India may have material impact on our operations.***

The Government of India has proposed a comprehensive national goods and service tax (GST) regime that will combine taxes and levies by the Central and State Governments into a unified rate structure. Given the limited liability of information in the public domain covering the GST we are unable to provide/ measure the impact this tax regime may have on our operations.

- 76. Significant differences exist between Indian GAAP and other accounting principles, such as US GAAP and IFRS, which may be material to investors' assessments of our Company's financial condition. Our failure to successfully adopt IFRS may have an adverse effect on the price of our Equity Shares. The proposed adoption of IFRS could result in our financial condition and results of operations appearing materially different than under Indian GAAP.***

Our financial statements, including the financial statements provided in this Draft Prospectus, are prepared in accordance with Indian GAAP. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the

financial data included in this Draft Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Indian GAAP. For details, see “**Presentation of Financial, Industry and Market Data**” on page no. 99 and 73 of this Draft Prospectus. Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Prospectus should accordingly be limited.

India has decided to adopt the “Convergence of its existing standards with IFRS” and not the “International Financial Reporting Standards” (“IFRS”), which was announced by the MCA, through the press note dated January 22, 2010. These “IFRS based / synchronized Accounting Standards” are referred to in India as IND (AS). Public companies in India, including our Company, may be required to prepare annual and interim financial statements under IND (AS). The MCA, through a press release dated February 25, 2011, announced that it will implement the converged accounting standards in a phased manner after various issues, including tax related issues, are resolved. Further, MCA Notification dated February 16, 2015, has provided an exemption to the Companies proposing to list their shares on the SME Exchange as per Chapter IX of the SEBI ICDR Regulations and hence the adoption of IND (AS) by a SME exchange listed company is voluntary. Accordingly, we have made no attempt to quantify or identify the impact of the differences between Indian GAAP and IFRS or to quantify the impact of the difference between Indian GAAP and IFRS as applied to its financial statements. There can be no assurance that the adoption of IND-AS will not affect our reported results of operations or financial condition. Any failure to successfully adopt IND-AS may have an adverse effect on the trading price of our Equity Shares. Currently, it is not possible to quantify whether our financial results will vary significantly due to the convergence to IND (AS), given that the accounting principles laid down in the IND (AS) are to be applied to transactions and balances carried in books of accounts as on the date of the applicability of the converged standards (i.e., IND (AS) and for future periods.

Moreover, if we volunteer for transition to IND (AS) reporting, the same may be hampered by increasing competition and increased costs for the relatively small number of IND (AS)-experienced accounting personnel available as more Indian companies begin to prepare IND (AS) financial statements. Any of these factors relating to the use of converged Indian Accounting Standards may adversely affect our financial condition.

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

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

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

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

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

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

Indian stock exchanges, which are smaller and more volatile than stock markets in developed economies, have in the past, experienced problems which have affected the prices and liquidity of listed securities of Indian companies. These problems include temporary exchange closures to manage extreme market volatility, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading, limited price movements and restricted margin requirements. Further, disputes have occurred on occasion between listed companies and the Indian stock exchanges and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. If similar problems occur in the future, the market price and liquidity of the Equity Shares could be adversely affected. Further, a closure of, or trading stoppage on, either of the Stock Exchanges could adversely affect the trading price of our Equity Shares.

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

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

81. *Natural calamities (Act of God) and force majeure events may have a negative impact on the Indian economy and cause our business to suffer.*

India has experienced natural calamities such as earthquakes, a tsunami, floods and drought in the past few years. These natural disasters may cause significant interruption to our operations, and damage to the environment that could have a material adverse impact on us. The extent and severity of these natural disasters determines their impact on the Indian economy. Further prolonged spells of deficient or abnormal rainfall or other natural calamities in the future could have a negative impact on the Indian economy, adversely affecting our business and the price of the Equity Shares.

82. *Terrorist attacks, civil unrests and other acts of violence in India and around the region could adversely affect the markets, resulting in loss of consumer confidence and adversely affect the business, results of operations, financial condition and cash flows.*

Terrorist attacks, civil unrests and other acts of violence or war in India and around the region may adversely affect worldwide financial markets and result in a loss of consumer confidence and ultimately adversely affect the business, results of operations, financial condition and cash flows. Political tensions could create a perception that an investment in Indian companies involves higher degrees of risk and on the business and price of the Equity Shares.

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

Certain events that are beyond the company's control such as earthquake, fire, floods and similar natural calamities may cause interruptions in the business operations. The operations and financial results and the market price and liquidity of the equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India. In addition, any political instability in India may adversely affect the Indian economy and the Indian securities markets in general, which could also affect the trading price of our Equity Shares.

84. *In future the company may depend on banks and financial institutions and other sources for meeting its short and medium term financial requirements.*

Any delay in the disbursement of funds from these bodies can act as a bottleneck to the project execution capabilities and thereby its results of operations. The company cannot assure that it will be able to do so on

commercially reasonable terms. Any increase in interest expense may have a material adverse effect on its business prospects, financial condition and results of operations.

85. *Increases in interest rates may affect the results of operations.*

Currently, the company does not have any debt, but it cannot be assured that it will not incur indebtedness with a floating rate of interest in the future. As such, increases in interest rates may adversely affect the cost of future borrowings.

The company has not entered into any interest rate hedging or swaps transactions. It cannot be assured to the prospective investor that the company, if it does not enter into any interest rate hedging or swap transactions, will be able to do so on commercially reasonable terms, or that any of such agreements will protect the company fully against interest rate risk. Any increase in interest expense may have an adverse impact on its business, prospects, financial condition and results of operations.

86. *If inflation were to rise in India, we might not be able to increase the prices of our services at a proportional rate in order to pass costs on to our customers and our profits might decline.*

Inflation rates could be volatile, and we may face high inflation in the future as India had witnessed in the past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, salaries, and other expenses relevant to our Subsidiaries' business. Further, high inflation leading to higher interest rates may also lead to a slowdown in the economy and adversely impact credit growth. Consequently, we may also be affected and fall short of business growth and profitability.

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 operating expenses, which we may not be able to pass on to our customers, whether entirely or in part, and the same may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

While the Government of India through the RBI has previously initiated economic measures to combat high inflation rates, it is unclear whether these measures will remain in effect, and there can be no assurance that Indian inflation levels will not rise in the future.

SECTION III – INTRODUCTION THE ISSUE

This Issue has been authorised through a resolution passed by our Board at its meeting held on November 26, 2021 and December 06, 2021 pursuant to Section 62 of the Companies Act, 2013 and other applicable provisions.

The following is a summary of this Issue and should be read in conjunction with and is qualified in its entirety by, the information detailed in “*Terms of the Issue*” on page 181 of this Draft Letter of Offer.

PARTICULARS	SCHEME DETAILS
Equity Shares proposed to be issued	Up to [●] Rights Equity Shares
Rights Entitlements	[●] Rights Equity Shares for every [●] Equity Shares held on the Record Date.
Fractional Entitlement	For Rights Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Shares or is not in multiples of [●], the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlements. However, Eligible Equity Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one additional Rights Equity Share each, if such Eligible Equity Shareholders have applied for additional Rights Equity Shares over and above their Rights Entitlement, if any.
Record Date	[●]
Face value per Equity Share	Rs. 10 per equity share
Issue Price per Rights Equity Share	[●] per equity share (including a premium of [●] per equity share) On Application, Investors will have to pay [●] per Rights Equity Share which constitutes [●]% of the Issue Price and the balance [●] per Rights Equity Share which constitutes [●]% of the Issue Price, will have to be paid, on One or more subsequent Calls, as determined by our Board at its sole discretion, from time to time.
Issue Size	Up to ₹ 755.40 Crores* *Assuming full subscription and receipt of all Call Monies with respect to Rights Equity Shares
Equity Shares issued, subscribed and paid-up prior to the Issue	2,51,79,900 Equity Shares
Equity Shares outstanding after the Issue (assuming full subscription for and allotment of the Rights Equity Shares) and having made fully paid-up	3,77,69,850 Equity Shares
Use of Issue Proceeds	For details, see “Objects of the Issue” on page 64
Terms of the Issue	For details, see “Terms of the Issue” on page 181.
Security Code	ISIN: INE986B01036 BSE: 531273
ISIN for Rights Equity Shares	[●]

Terms of Payment

Payment Schedule is as follows:

(Amount in Rs.)			
Amount payable per Rights Equity Shares (1)	Face Value	Premium	Total
On Application (2)	[●]	[●]	[●]
One or more subsequent Call(s) as determined by our Board/ Committee at its sole discretion, from time to time (3)	[●]	[●]	[●]
Total	10.00	[●]	[●]

1) For further details on Payment Schedule, see “Terms of the Issue” on page 181.

(2) Constitutes [●]% of the Issue Price

(3) Constitutes [●]% of the Issue Price

GENERAL INFORMATION

Our Company was originally incorporated as Radhe Developers (India) Limited on February 03, 1995 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Pursuant of Section 149 (1) (a) to (d) / 149 (2) (a) to (c) of the Companies Act, 1956 company has obtained Certificate of Commencement of Business in the name of Radhe Developers (India) Limited on February 07, 1995 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Please see section titled “**General Information**” and “**Business Overview**” on pages 53 and 86, respectively.

Registered Office

CIN : L45201GJ1995PLC024491
Registration Number : 024491
Address : First Floor, Chunibhai Chambers, Behind City Gold (Old Dipali Theatre), Ashram Road, Ahmedabad - 380009, Gujarat, India.
Tel No. : +91-79-26583381
Email Id : secretarial@radheinfra.com
Website : www.radhedevelopers.com
Contact Person : Ms. Khyati Kanaiyalal Patel

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

Changes in our Registered Office

Our Company's Registered Office is currently situated at First Floor, Chunibhai Chambers, Behind City Gold (Old Dipali Theatre), Ashram Road, Ahmedabad - 380009, Gujarat, India. Except as mentioned below, there is no change in the registered office address as on the date of filing of this Draft Letter of Offer.

Date	From Address	To Address	Reasons for Change
February 3, 1995	-	1 st Floor, Swagat Building, C. G. Road, Navrangpura, Ahmedabad – 380 006, Gujarat, India	Since Incorporation
October 25, 2000	1 st Floor, Swagat Building, C. G. Road, Navrangpura, Ahmedabad – 380 006, Gujarat, India	First Floor, Chunibhai Chambers, Behind City Gold (Old Dipali Theatre), Ashram Road, Ahmedabad - 380009, Gujarat, India	Resolutions Through EGM, For Administrative Purpose

Address of the RoC

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

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

CHIEF EXECUTIVE OFFICER & MANAGING DIRECTOR

Name : **MR. ASHISHBHAI PRAFULBHAI PATEL**
Address : First Floor, Chunibhai Chambers, Behind City Gold (Old Dipali Theatre), Ashram Road, Ahmedabad - 380009, Gujarat, India.
Tel No. : +91-79-26583381
Email Id : ashish@radheinfra.com
Website : www.radhedevelopers.com

CHIEF FINANCIAL OFFICER

Name : **MR. PRANAVBHAI JAYPRAKASHBHAI PATEL**
Address : First Floor, Chunibhai Chambers, Behind City Gold (Old Dipali Theatre), Ashram Road, Ahmedabad - 380009, Gujarat, India.
Tel No. : +91-79-26583381
Email Id : pranav@radheinfra.com
Website : www.radhedevelopers.com

COMPANY SECRETARY & COMPLIANCE OFFICER

Name : **MS. KHYATI KANAIIYALAL PATEL**
Address : First Floor, Chunibhai Chambers, Behind City Gold (Old Dipali Theatre), Ashram Road, Ahmedabad - 380009, Gujarat, India.
Tel No. : +91-79-26583381
Email Id : secretarial@radheinfra.com
Website : www.radhedevelopers.com

PEER REVIEW AND STATUTORY AUDITORS OF OUR COMPANY

Name : **M/s H. K. SHAH & Co., CHARTERED ACCOUNT**
Address : 403/404, SARAP Building, Opp. Navjivan Press, Off Ashram Road, Near Income Tax, Ahmedabad – 380014, Gujarat, India
Tel No. : +91 79 2754495/ 27542785
Email Id : hkshahandco@gmail.com
Contact Person : Mr. Gopesh Shah
Membership No. : 106204
Firm Registration No. : 109583W
M/s. H K SHAH & Co., CA, holds valid Peer Review Certificate Number **012191** dated **10.02.2020** issued by Peer Review Board of the Institute of Chartered Accountants of India. The certificate is valid till **09.02.2023**.

INTERNAL AUDITOR OF OUR COMPANY

Name : **M/s KISHAN TILVA & COMPANY, CHARTERED ACCOUNT**
Address : C-103, Anushuti Tower, Thaltej Tekra, Opp. Newyork tower, Ahmedabad, 380052
Tel No. : +91 88663 66675
Email Id : cakishantilva@gmail.com
Contact Person : Mr. Kishan Tilva
Membership No. : 188518
Firm Registration No. : 151060W

LEAD MANAGER TO THE ISSUE

Name : **FIRST OVERSEAS CAPITAL LIMITED**
Address : 1-2 Bhupen Chambers, Ground Floor, Dalal Street, Mumbai-400 001
Tel No. : +91 22 40509999
Email Id : satish@focl.in/mala@focl.in
Contact Person : Mr. Satish Sheth/ Ms. Mala Soneji
Website : www.focl.in
SEBI Registration No. : INM000003671
CIN : U67120MH1998PLC114103

LEGAL ADVISOR TO THE ISSUE

Name : **M/S S.V. RAJU ASSOCIATES**
Address : 7, Swagat Park Bungalows, Thaltej, Ahmedabad 380059
Tel No. : +91 79 26853003/ 5

Email Id : bhadrish.raju@svrajuassociates.com
Contact Person : Mr. Bhadrish S Raju
Membership No. : G/1413/2011

REGISTRAR TO THE ISSUE

Name : **BIGSHARE SERVICES PRIVATE LIMITED**
Address : Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400059, Maharashtra, India
Tel No. : +91 22 62638200
Fax No. : +91 22 62638299
Email Id : rightsissue@bigshareonline.com
Investor Grievance Email Id : investor@bigshareonline.com
Contact Person : Mr. Ashish Bhope
Website : www.bigshareonline.com
SEBI Registration No. : INR000001385

REGISTRAR TO THE COMPANY

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

BANKERS TO THE COMPANY

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

Name : **BANK OF INDIA LIMITED**
Address : 1st Floor, Super Market, Opp, H K Arts & Commerce College, Ashram Road, Ahmedabad – 380009
Tel No. : +91 79 26582498, 26589706
Email Id : ahmedabad@bankofindia.co.in
Contact Person : Harish Kumar Sukhija (GM)
Website : www.bankofindia.co.in
CIN : U99999MH1906PLC000243

BANKER TO THE ISSUE/ REFUND BANK

Name : [●]
Address : [●]
Tel No. : [●]
Email Id : [●]
Contact Person : [●]
Website : [●]
CIN : [●]

Self-Certified Syndicate Banks

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

Registered Brokers

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

Registrar and Share Transfer Agents

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

Collecting Depository Participants

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

Investor Grievances

Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matter. All grievances relating to the ASBA process or R-WAP process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), E-mail address of the sole/ first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of R-WAP process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process), and copy of the e-acknowledgement (in case of R-WAP process). For details on the ASBA process and R-WAP process, see “*Terms of the Issue*” on page 181.

Statement of responsibilities of Lead Manager to the Issue

First Overseas Capital Limited is the sole Lead Manager to the Issue and accordingly, there is no inter-se location of responsibilities in the Issue. The details of responsibilities of the Lead Manager, are as follows:

Sr. No.	Activity
1.	Capital structuring with the relative components and formalities such type of instrument, number of instruments to be issued, etc.
2.	Drafting and design of the offer document and of advertisement / publicity material including newspaper advertisements and brochure / memorandum containing salient features of the Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer, CAF, etc. To ensure compliance with the SEBI ICDR Regulations and other stipulated requirements and completion of prescribed formalities with Stock Exchanges and SEBI.
3.	Selection of various agencies connected with Issue, such as Registrar to the Issue, printers, advertising agencies, Monitoring Agency, etc., as may be applicable and finalisation of the respective agreements
4.	Liasoning with the Stock Exchange for obtaining in-principle approval and completion of prescribed formalities with the Stock Exchange and SEBI
5.	Co-ordination with Stock Exchange and formalities for use of online software, bidding terminal, mock trading, etc. including submission of 1% deposit
6.	Marketing of the Issue will cover, inter alia, preparation of publicity budget, arrangements for

	selection of (i) ad-media, (ii) bankers to the issue, (iii) collection centres (iv) distribution of publicity and issue material including CAF, the Abridged Letter of Offer and the Letter of Offer to the extent applicable.
7.	Follow-up with Bankers to the Issue to get estimates of collection and advising our Company about closure of the Issue, based on the correct figures.
8.	Post-issue activities, which shall involve essential follow-up steps including follow-up with bankers to the issue and Self Certified Syndicate Banks to get quick estimates of collection and advising the Company about the closure of the issue, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-issue activity such as registrar to the issue, bankers to the issue, Self-Certified Syndicate Banks, etc. and coordination of underwriting arrangement, if any

Credit Rating

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

Debenture Trustee

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

Monitoring Agency

Our Company has appointed [●] as monitoring agency to monitor the utilization of the Net Proceeds in terms of Regulation 82 of the SEBI ICDR Regulations. As required under the SEBI Listing Regulations, the Audit Committee appointed by the Board shall monitor the utilisation of the proceeds of the Offer. Our Company will disclose the utilisation of the proceeds of the Issue under a separate head along with details, if any in relation to all such proceeds of the Issue that have not been utilised thereby also indicating investments, if any, of such unutilised proceeds of the Issue in our balance sheet for the relevant Fiscal Years. The details of the Monitoring Agency are as follows:

Name	: [●]
Address	: [●]
Tel No.	: [●]
Email Id	: [●]
Contact Person	: [●]
Website	: [●]
CIN	: [●]

Appraising Entity

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

Expert

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

Our Company has received written consent dated December 07, 2021 from the Statutory Auditors namely, M/s H K Shah & Co., Chartered Accountants, to include their name in this Draft Letter of Offer as an “expert”, as defined under applicable laws, to the extent and in their capacity as the statutory auditors, and in respect of the reports issued by them with respect to the Audited Financial Statements and the Unaudited Financial Results, and the Statement of Possible Special Direct Tax Benefits included in this Letter of Offer and such consent has not been withdrawn as of the date of this Draft Letter of Offer. However, the term “expert” shall not be construed to mean an “expert” as defined under the Securities Act.

Underwriting

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

Filing

This Draft Letter of Offer is being filed with the Stock Exchanges i.e BSE as per the provisions of the SEBI ICDR Regulations. Further, our Company will simultaneously do an online filing with SEBI through the SEBI

intermediary portal at <https://siportal.sebi.gov.in> in terms of the circular (No. SEBI/HO/CFD/DIL1/CIR/P/2018/011) dated January 19, 2018 issued by the SEBI. Further, in light of the SEBI notification dated March 27, 2020, our Company will submit a copy of this Draft Letter of Offer to the e-mail address: cfddil@sebi.gov.in.

Minimum Subscription

In accordance with Regulation 86 of SEBI ICDR Regulations, if our Company does not receive the minimum subscription of at least 90% of the Issue of the Equity Shares being offered under this Issue, on an aggregate basis, our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date in accordance with SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is delay in making refunds beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period at rates prescribed under applicable laws. The above is subject to the terms mentioned under “Terms of the Issue” on page 181.

Issue Schedule

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

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

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

**Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., [●] to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., [●].

Investors are advised to ensure that the Applications are submitted on or before the Issue Closing Date. Our Company, the Lead Manager or the Registrar to the Issue will not be liable for any loss on account of non-submission of Applications on or before the Issue Closing Date. Further, it is also encouraged that the applications are submitted well in advance before Issue Closing Date, due to prevailing COVID-19 related conditions. For details on submitting Application Forms, see “**Terms of the Issue**” beginning on page 181.

Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the amount paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar at www.bigshareonline.com after keying in their respective details along with other security control measures implemented there at. For further details, see “Terms of the Issue – Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders” on page 183.

CAPITAL STRUCTURE

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

(Amount in Rs.)		
Particulars	Aggregate Value At Nominal Value	Aggregate Value At Issue Price
Authorised Share Capital		
4,50,00,000 Equity Shares of Rs. 10/- each	45,00,00,000	-
Issued, Subscribed And Paid Up Share Capital Before The Issue		
2,51,79,900 Equity Shares of Rs. 10/- each	25,17,99,000	-
Present Issue In Terms Of This Draft Letter Of Offer ⁽¹⁾		
[●] Equity Shares of Rs. 10/- each for Cash price of Rs. [●] per Share including premium of Rs. [●] per share ⁽²⁾	[●]	7,55,39,70,000
Issued, Subscribed And Paid Up Share Capital After The Issue		
[●] Equity Shares of Rs. 10/- each ⁽³⁾	[●]	-
Securities Premium Account		
At the year end March 31, 2021	12,00,00,000	
By present Right Issue	[●]	
One or more subsequent Call made in respect of Rights Equity Shares ⁽⁴⁾	[●] *	

(1) The Issue has been authorised by the Board of Directors of our Company under Section 62 and other provisions of the Companies Act, 2013 at their meeting held on November 26, 2021 and December 06, 2021.

(2) On Application, Investors will have to pay Rs. [●] per Rights Equity Share which constitutes [●]% of the Issue Price and the balance Rs. [●] per Rights Equity Share which constitutes [●]% of the Issue Price, will have to be paid, on One or more subsequent Calls, as determined by our Board at its sole discretion.

(3) Assuming full subscription and allotment by/to the Eligible Equity Shareholders of the Rights Equity Shares.

(4) Assuming full payment of all Call Monies by holders of Rights Equity Shares.

*Subject to finalization of Basis of Allotment, Allotment and deduction of Issue expenses.

Notes to Capital Structure

1. Details of outstanding instruments as on the date of this Draft Letter of Offer:

There are no outstanding options or convertible securities, including any outstanding warrants or rights to convert debentures, loans or other instruments convertible into our Equity Shares as on the date of this Draft Letter of Offer:

2. Except for Mrs. Jahnvi Ashish Patel one of the Promoters of our Company, no Equity Shares have been acquired by any of the other Promoters or members of Promoter Group in the last (1) one year immediately preceding the date of filing of this Draft Letter of Offer:

Sr. No.	Date of Acquisition	No. of Equity Shares	Mode of Acquisition
1	22-07-2020	17002	Open market
2	23-07-2020	2772	Open market
3	24-07-2020	5359	Open market
4	27-07-2020	4244	Open market

Sr. No.	Date of Acquisition	No. of Equity Shares	Mode of Acquisition
5	28-07-2020	1840	Open market
6	29-07-2020	14174	Open market
7	30-07-2020	3500	Open market
8	31-07-2020	100	Open market
9	06-08-2020	100	Open market
10	07-08-2020	200	Open market
11	10-08-2020	500	Open market
12	01-09-2020	27647	Open market
13	02-09-2020	878	Open market
14	03-09-2020	2252	Open market
15	22-07-2021	6000	Open market
16	23-07-2021	15700	Open market
17	26-07-2021	5000	Open market
18	30-07-2021	5000	Open market
19	02-08-2021	5000	Open market
20	03-08-2021	4625	Open market
21	05-08-2021	13219	Open market
22	06-08-2021	8049	Open market
23	10-08-2021	10000	Open market
24	11-08-2021	18500	Open market
25	12-08-2021	50	Open market
26	13-08-2021	10000	Open market
27	16-08-2021	5430	Open market
28	17-08-2021	3636	Open market
29	20-08-2021	12000	Open market
30	23-08-2021	5512	Open market
31	24-08-2021	4716	Open market
32	25-08-2021	3813	Open market
33	26-08-2021	7500	Open market
34	27-08-2021	1000	Open market
35	22-10-2021	8000	Open market
36	25-10-2021	8500	Open market
37	26-10-2021	7500	Open market
38	27-10-2021	7000	Open market
39	28-10-2021	1571	Open market
40	01-11-2021	12104	Open market
41	10-11-2021	14000	Open Market

3. No Equity Shares held by our Promoter or Promoter Group have been locked-in, pledged or encumbered as of the date of this Draft Letter of Offer.

4. Intention and extent of participation by our Promoters and Promoter Group

Pursuant to letter dated December 07, 2021, Mr. Ashishbhai Prafulbhai Patel (“Subscription Letter”), has confirmed that he along with other Promoters and certain members of Promoter Group of our Company, intend to subscribe, jointly and / or severally, to the full extent of their Rights Entitlements (including through subscription of any Rights Entitlements renounced in their favour by any other Promoter or member(s) of the Promoter Group of our Company). Further, our Promoters and certain members of the Promoter Group also reserve the right to subscribe to Additional Rights Equity Shares, over and above their Rights Entitlements for ensuring minimum subscription in the Issue as required under the SEBI ICDR Regulations and subscribe to unsubscribed portion of the Issue, if any subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR and the SEBI Listing Regulations.

The acquisition of Additional Rights Equity Shares by our Promoters and members of our Promoter Group, over and above their Rights Entitlements, if any, shall not result in a change of control of the management of our Company and shall be in accordance with provisions of the SEBI SAST Regulations. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

5. The ex-rights price of the Equity Shares as per Regulation 10(4)(b) of the SEBI SAST Regulations is Rs. [●].
6. At any given time, there shall be only one denomination of the Equity Shares of our Company.
7. Except as disclosed in this Draft Letter of Offer, all Equity Shares are fully paid up and there are no partly paid up Equity Shares as on the date of this Draft Letter of Offer. Further, the Equity Shares to be allotted pursuant to the Issue, shall be fully paid up. For further details on the terms of Issue, please see section titled “Terms of the Issue” beginning on page 181.
8. **Shareholding pattern of our Company as per the last quarterly filing with the Stock Exchanges in compliance with the SEBI Listing Regulations**
 - a. The shareholding pattern of our Company as on September 30, 2021, can be accessed on the website of the BSE at: [https://www.bseindia.com/stock-share-price/radhe-developers-\(india\)-ltd/radhede/531273/shareholding-pattern/](https://www.bseindia.com/stock-share-price/radhe-developers-(india)-ltd/radhede/531273/shareholding-pattern/)

Category of shareholder	No. of shareholders	No. of fully paid up equity shares held	Total no. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	No. of Voting Rights	Total as a % of Total Voting right	No. of equity shares held in dematerialized form
(A) Promoter & Promoter Group	5	1,09,85,335	1,09,85,335	43.63	1,09,85,335	43.63	1,09,85,335
(B) Public	13,306	1,41,94,565	1,41,94,565	56.37	1,41,94,565	56.37	1,36,43,455
(C1) Shares underlying DRs				0.00		0.00	
(C2) Shares held by Employee Trust				0.00		0.00	
(C) Non Promoter-Non Public				0.00		0.00	
Grand Total	13,311	2,51,79,900	2,51,79,900	100.00	2,51,79,900	100.00	2,46,28,790

- b. The statement showing holding of Equity Shares of the person belonging to the category “**Promoter and Promoter Group**” including details of lock- in, pledge of and encumbrance thereon, as on September 30, 2021 can be accessed on the website of the BSE at: <https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=531273&qtrid=111.00&QtrName=September%202021>

Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)As a % of (A+B+C2)	Number of equity shares held in dematerialized form
A1) Indian				0.00	
Individuals/Hindu undivided Family	5	1,09,85,335	1,09,85,335	43.63	1,09,85,335
Ashishbhai Prafulbhai Patel	1	42,72,601	42,72,601	16.97	42,72,601
Madhuben Prafulbhai Patel	1	34,849	34,849	0.14	34,849
Prafulbhai Chunibhai Patel	1	5,100	5,100	0.02	5,100
Nikiben Miteshbhai Shah	1	5,100	5,100	0.02	5,100
Jahnavi Ashishbhai Patel	1	66,67,685	66,67,685	26.48	66,67,685
Sub Total A1	5	1,09,85,335	1,09,85,335	43.63	1,09,85,335
A2) Foreign				0.00	
A=A1+A2	5	1,09,85,335	1,09,85,335	43.63	1,09,85,335

- c. The statement showing holding of securities (including Equity Shares, warrants, convertible securities) of persons belonging to the category “Public” including Equity Shareholders holding more than 1% of the total number of Equity Shares as on September 30, 2021 can be accessed on the website of the BSE at: <https://www.bseindia.com/corporates/shpPublicShareholder.aspx?scripcd=531273&qtrid=111.00&QtrName=September%202021>

Category & Name of the Shareholders	No. of shareholder	No. of fully paid up equity shares held	Total no. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	No. of Voting Rights	Total as a % of Total Voting right	No. of equity shares held in dematerialized form(Not Applicable)
B1) Institutions	0	0		0.00		0.00	
Mutual Funds/	5	9800	9,800	0.04	9,800	0.04	
Sub Total B1	5	9800	9,800	0.04	9,800	0.04	
B2) Central Government/ State Government(s)/ President of India	0	0		0.00		0.00	
B3) Non-Institutions	0	0		0.00		0.00	
Individual share capital upto Rs. 2 Lacs	12829	4461995	44,61,995	17.72	44,61,995	17.72	40,23,385
Individual share capital in	43	8443994	84,43,994	33.53	84,43,994	33.53	84,43,994

Category & Name of the Shareholders	No. of shareholder	No. of fully paid up equity shares held	Total no. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	No. of Voting Rights	Total as a % of Total Voting right	No. of equity shares held in dematerialized form(Not Applicable)
excess of Rs. 2 Lacs							
Udaybhai Dineshchandra Bhatt	1	2100000	21,00,000	8.34	21,00,000	8.34	21,00,000
Krushnakumar Ramsundar Tiwari	1	961315	9,61,315	3.82	9,61,315	3.82	9,61,315
Jagat Jayantkumar Parikh	1	427353	4,27,353	1.70	4,27,353	1.70	4,27,353
Rajendrasinh S Rathod	1	1100000	11,00,000	4.37	11,00,000	4.37	11,00,000
Hitesh Kantilal Shah	1	1018347	10,18,347	4.04	10,18,347	4.04	10,18,347
Naimish Yadukant Patel	1	1003000	10,03,000	3.98	10,03,000	3.98	10,03,000
Any Other (specify)	429	1278776	12,78,776	5.08	12,78,776	5.08	11,76,076
Bodies Corporate	145	412719	4,12,719	1.64	4,12,719	1.64	3,93,519
Non-Resident Indian (NRI)	55	136675	1,36,675	0.54	1,36,675	0.54	53,175
HUF	229	729382	7,29,382	2.90	7,29,382	2.90	7,29,382
Sub Total B3	13301	14184765	1,41,84,765	56.33	1,41,84,765	56.33	1,36,43,455
B=B1+B2+B3	13306	14194565	1,41,94,565	56.37	1,41,94,565	56.37	1,36,43,455

9. Details of the Shareholders holding more than 1% of the issued and paid-up equity share capital as on September 30, 2021 is as follows:

Sr. No.	Name of the Shareholder	No. of shares held	% of no. of shares
1.	Mrs. Jahnavi Ashish Patel	66,67,685	26.48
2.	Mr. Ashishbhai Prafulbhai Patel	42,72,601	16.9
3.	Mr. Udaybhai Dineshchandra Bhatt	21,00,000	8.34
4.	Mr. Rajendrasinh S Rathod	11,00,000	4.3
5.	Mr. Hitesh Kantilal Shah	10,18,347	4.04
6.	Mr. Naimish Yadukant Patel and Mrs. Paulomi Naimish Patel	10,03,000	3.98
7.	Mr. Krushnakumar Ramsundar Tiwari	9,61,315	3.81
8.	Mr. Jagat Jayantkumar Parikh	4,27,353	1.70

OBJECTS OF THE ISSUE

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

1. Acquisition of land, land development rights or development rights (directly or indirectly) for our Forthcoming Identified projects and Our Forthcoming Joint Development Project;
2. To acquire running Hotel business with property, other assets and liabilities; and
3. General corporate purposes

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

Our Memorandum of Association enables us to pursue our existing activities, and the activities for which the funds are being raised by our Company in the Issue.

Issue Proceeds

The details of the Issue Proceeds are set out below:

Particulars	Amount (Rs. In Lakhs)
Gross Proceeds of the Issue	75539.70
Less: Issue related expenses	[●]
Net Proceeds*	[●]

** Assuming full subscription and Allotment and receipt of all Call monies with respect to the Rights Equity Shares, and to be adjusted per the Rights Entitlement ratio and subject to finalization of the Basis of Allotment.*

Utilization of Net Proceeds

The Net Proceeds are proposed to be used in accordance with the details set out below:

Particulars	Amount (Rs. In Lakhs)
Acquisition of land, land development rights or development rights (directly or indirectly) for our Forthcoming Identified projects and Our Forthcoming Joint Development Project	[●]
To acquire running Hotel business with property, other assets and liabilities	[●]
General corporate purposes	[●]
Net Proceeds**	[●]

***Assuming full subscription and Allotment and receipt of all Call monies with respect to the Rights Equity Shares, and to be adjusted per the Rights Entitlement ratio and subject to finalization of the Basis of Allotment. The amount utilized towards general corporate purposes shall not exceed 25% of the Gross Proceeds.*

Schedule of Implementation and Deployment of Net Proceeds

As our Company is raising [●]% of the Gross Proceeds on Application with balance [●]% monies being raised in one or more subsequent calls as may be decided by the Board / Committee of the Board from time to time, the following table provides for the proposed deployment of funds to be raised at Application after deducting Issue related expenses.

Objects of the Issue	Amount Proposed to be Funded from Net Proceeds at Application (Post adjustment of estimated issue expenses)	(Rs. In Lakhs)	
		Proposed Schedule for Deployment of the Net Proceeds at Application*	
		For FY 2021-22 ⁽¹⁾	For FY 2022-23 ⁽²⁾
Acquisition of land, land development rights or development rights (directly or indirectly) for our Forthcoming Identified	[●]	[●]	[●]

Objects of the Issue	Amount Proposed to be Funded from Net Proceeds at Application (Post adjustment of estimated issue expenses)	Proposed Schedule for Deployment of the Net Proceeds at Application*	
		For FY 2021-22 ⁽¹⁾	For FY 2022-23 ⁽²⁾
projects and Our Forthcoming Joint Development Project			
To acquire running Hotel business with property, other assets and liabilities	[●]	[●]	[●]
General corporate purposes **	[●]	[●]	[●]
Total ***	[●]	[●]	[●]

⁽¹⁾ Upon receipt of the Application Money

⁽²⁾ Upon receipt of one or more subsequent Call Monies.

*Any portion of the Net Proceeds not deployed for the stated Objects in a particular Financial Year will be deployed by our Company in next Financial Year and/ or ahead of the estimated schedule of deployment.

** Subject to the finalization of the Basis of Allotment and the Allotment. While the amount is subject to adjustment upon finalization of Issue related expenses, however, in no event, shall general corporate purposes exceed 25% of the Gross Proceeds.

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

Note:

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

Means of Finance

Our Company proposes to meet the entire funding requirements for the proposed objects of the Issue from the Net Proceeds and identifiable internal accruals. Therefore, our Company is not required to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue and existing identifiable internal accruals.

Further, our Company's funding requirements and deployment schedules are subject to revision in the future at the discretion of our management and may require changes in making one or more subsequent calls in the future, as may be decided by the Board / Committee of the Board from time to time, with respect to the Rights Equity Shares for the balance Rs. [●] per Rights Equity Share which constitutes [●]% of the Issue Price. If additional funds are required for the purposes mentioned above, such requirement may be met through internal accruals, additional capital infusion, debt arrangements or any combination of them.

Details of utilization of Net Proceeds

1. Acquisition of land, land development rights or development rights (directly or indirectly) for our Forthcoming Identified projects and Our Forthcoming Joint Development Project

We are in the business of development of real estate projects in the residential segment comprising apartment-type complexes, villas, largely catering to the premium customers and acquisition/operate luxurious properties and we intend to acquire further land development rights in order to facilitate our expansion and diversification. For details of our business, see the chapter titled "Our Business" on page 86 of this Draft Letter of Offer.

We intend to utilize 75.35% of the Net Proceeds to finance the acquisition of land and/ or land development rights or development rights (directly or indirectly) for our Forthcoming Identified projects and our Forthcoming Joint Development Project. Our Company has identified land that are developable in Gandhinagar Mehsana and Ahmedabad-Gujarat and Greater Nodia-Uttar Pradesh. As on the date of filing this Draft Letter of Offer, approximately 21.00 Lakh Sq. Mtrs. Land is recognized by our company in Gandhinagar, Mehsana and Ahmedabad, Gujarat. Out of these recognizable land, approximately 37000 Sq. Mtrs of land is owned by one of our Promoter, i.e. by Mrs. Jahnavi Ashish Patel. This land is free of all encumbrances and the land title is clear under her name. The balance 20.63 Lakh Sq. Mtrs. is owned by other individuals wherein they have made an application with the respective tehsildar for obtaining title clearance in their favour. The owners of these land have shown their interest to part with their land via in favour of our company at the prevailing market price and to be decided mutually at the time of entering into agreement. Our Company will be entering into the initial agreement of sale with the respective owners and at the same time make an application with the respective tehsildar for obtaining title clearance in our Company's favour. Beside this, the acquisition of land and/ or land development rights at other locations is at a preliminary stage where in necessary due diligence is under process. On completion of the same and upon our management being satisfied, our Company shall enter into the necessary agreements with the parties. Further, for details on our forthcoming projects and forthcoming joint development project, please refer chapter titled "Our Business" on page 86 of this Draft Letter of Offer.

Further, In respect of many of our land development rights to be acquired, we may be required to pay an advance at the time of executing the necessary agreements depending on the terms and conditions agreed upon between the parties. The estimated amounts payable as advances and deposits will be financed either through debt and/or internal accruals and/or Issue Proceeds and/ or combination of all.

We may consider from time to time assigning our rights in these projects to a group companies. Consequently, the land acquisitions shall be through our group companies. We may either capitalize our group companies from the Net Proceeds of the Issue or provide them with loans on an arm's length basis at the appropriate stage.

2. To acquire running Hotel business with property, other assets and liabilities

Our Company proposes to expand its business activities in the hotel business by entering into strategic acquisition with companies in hotel line of business. For acquiring its proposed hotel business, our Company intends to utilize 12.66% of the Net Proceeds.

In this relation, our Company on October 27, 2021 has entered into binding "Expression of Interest" Agreement with GHK Hospitality and Infrastructures Limited (Seller) wherein it has expressed to sell and our Company-Radhe Developers (India) Limited (Buyer) has expressed to buy the entire hotel building along with land appurtenant admeasuring 3447 Sq. Mtrs. and Hotel use Building admeasuring 1.50 Lakhs Sq. Ft. built up approximately on 'as is where is basis' with existing ITC brand management agreement to be entered into for operating the Hotel known as "Welcomhotel, Ahmedabad" comprising of 131 keys and liquor shop along with all existing furniture, equipment's, plant and machinery therein. The estimated market value of the property is based on the Valuation Report as certified and confirmed by Mr. Dhiren N. Pandya, owner of DNP Engineers, Chartered Engineer & Registered Valuer bearing Registration No. CAT:1-507 having its registered office at Ahmedabad vide its certificate dated 21-10-2021 is. Rs. 122.01 Crores. The main terms and conditions of this agreement are as follows:

- a) The transaction period: 90 to 120 days of which first 45 days from the date of binding "Expression of Interest (EOI)" Agreement" dated 27-10-2021 will be for carrying out the due diligence of title of the property. The period of 120 days includes the grace period of 30 days as mutually agreed by both parties herein.
- b) Payment Terms:
 - The total consideration is Rs. 95.00 Crores.
 - On or before execution of EOI, an amount of Rs. 2.00 Crores has been paid via Cheque as advance/ token consideration.
 - The EOI is binding on both the parties for 45 days or till the signing of agreement of sale/ sales deed /deed of conveyance whichever is earlier.
 - Post completion of due diligence and satisfied with the Title of the Seller, both parties shall execute the Agreement of Sale (without possession).
 - Rs. 36.00 Crores or thereabouts to be paid within 45 days from the date of signing of EOI or on completion of due diligence whichever is earlier to be paid directly to India bulls Commercial Credit

- Limited as part consideration amount under an Agreement of Sale (without possession) to be entered into by both the Parties.
- Rs.5.00 Crores to be paid to the Seller on signing Agreement of Sale(with possession).
 - The balance 52.00 Crores shall be paid to the Seller within 45 days after execution and registration of the Agreement of Sale/ Deed of Conveyance.
- c) Termination and Cancellation: The EOI Agreement shall be terminated/ cancelled by the Purchaser if it is not satisfied with the Title of Seller and the Seller shall refund Rs. 2.00 Crores within a period of 90 days from the date of written communication by the Purchaser.

The above acquisition has been approved by our Board of Directors via its resolution dated November 26, 2021 and in compliance with the object of our MOA.

3. General corporate purposes

The Net Proceeds will first be utilized for the Objects as set out above. Subject to this, our Company intends to deploy balance left out of the Net Proceeds, aggregating to Rs. [●] Lakhs, towards general corporate purposes and the business requirements of our Company, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the Gross Proceeds from the Issue, in compliance with the SEBI ICDR Regulations. Such general corporate purposes may include, but are not restricted to, (i) strategic initiatives; (ii) funding growth opportunities; (iii) strengthening marketing capabilities and brand building exercises; (iv) meeting ongoing general corporate contingencies; (v) expenses incurred in ordinary course of business; and (vi) any other purpose, as may be approved by our Board or a duly constituted committee thereof, subject to compliance with applicable law, including provisions of the Companies Act.

The allocation or quantum of utilization of funds towards the specific purposes described above will be determined by our Board, based on our business requirements and other relevant considerations, from time to time. Our management, in accordance with the policies of our Board, shall have the flexibility in utilising surplus amounts, if any. In the event that we are unable to utilise the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal year, we will utilise such unutilised amount in the next Fiscal year.

4. Expenses of the Issue

The total Issue related expenses are estimated to be approximately Rs. [●] Lakhs. The Issue related expenses include fees payable to the Lead Manager and legal counsel, amounts payable to regulators including the SEBI, the stock exchanges, Registrar's fees, printing and distribution of issue stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

The break-down of the estimated Issue expenses is disclosed below:

Activity	* Estimates expenses (in ₹ Lakhs)	As a % of total estimated Issue related expenses	As a % of Issue size
Fees of the Lead Managers, Bankers to the Issue, Registrar to the Issue, Legal Advisor, Auditor's fees, including out of pocket expenses etc.	[●]	[●]	[●]
Expenses relating to advertising, printing, distribution, marketing and stationery expenses	[●]	[●]	[●]
Regulatory fees, filing fees, listing fees and other miscellaneous expenses	[●]	[●]	[●]
Total estimated Issue expenses	[●]	[●]	[●]

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

Bridge Financing Facilities

Our Company has not availed any bridge loans from any banks or financial institutions as on the date of this Draft

Letter of Offer, which are proposed to be repaid from the Net Proceeds.

Interim use of Net Proceeds

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

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

Monitoring of Utilization of Funds

Our Company has appointed [●], as the Monitoring Agency for the Issue. Our Board and the Monitoring Agency shall monitor the utilisation of the proceeds of the Issue and the Monitoring Agency shall submit a report to our Board as required under the relevant SEBI ICDR Regulations. Pursuant to Regulation 82(4) of the SEBI ICDR Regulations and Regulation 32 of the SEBI Listing Regulations, our Company shall, within 45 days from the end of each quarter, publicly disseminate the report of the Monitoring Agency on our website as well as submit the same to the Stock Exchange(s), including the statement indicating deviations, if any, in the use of proceeds from the objects stated above. Such statement of deviation shall be placed before the Audit Committee for review on an annual basis. Pursuant to the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee, the uses and applications of the Net Proceeds. The Audit Committee shall make recommendations to our Board for further action, if necessary.

Further, according to the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges, on a quarterly basis, a statement on material deviations and variations, if any, in the utilization of the proceeds of the Issue from the objects of the Issue as stated above. Our Company will disclose the utilization of the Net Proceeds under an appropriate separate head along with details in our balance sheet(s) until such time as the Net Proceeds remain unutilized clearly specifying the purpose for which such Net Proceeds have been utilized. This information will also be published in newspapers simultaneously with the interim or annual financial results after review by the Audit Committee and its explanation in the director's report.

Appraising Agency

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

Strategic or Financial Partners

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

Key Industry Regulations for the Objects of the Issue

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

Other Confirmations

Except for our Promoter Director- Mrs. Jahnavi Ashish Patel, there is no material existing or anticipated transactions in relation to the utilisation of the Net Proceeds with our Promoters, Directors, group companies or Key Management Personnel of our Company. Except for our Promoter Director- Mrs. Jahnavi Ashish Patel to whom apart of the Net Proceeds with regards to acquiring land and/ or land development title, no part of the Net Proceeds will be paid as consideration to any of our Promoters, Directors, group companies or Key Management Personnel of our Company. Further, except for our Promoter Director- Mrs. Jahnavi Ashish Patel, none of our other Promoters, members of Promoter Group or Directors are interested in the Objects of the Issue.

Our Company does not require any material government and regulatory approvals in relation to the Objects of the Issue.

STATEMENT OF SPECIAL TAX BENEFITS

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO RADHE DEVELOPERS (INDIA) LIMITED ("THE COMPANY") AND THE SHAREHOLDERS OF THE COMPANY UNDER THE DIRECT AND INDIRECT TAX LAWS IN INDIA

To,

The Board of Directors

Radhe Developers (India) Limited

First Floor, Chunibhai Chambers,
Behind City Gold (Old Dipali Theatre),
Ashram Road, Ahmedabad - 380009,
Gujarat, India

Dear Sir,

Re: Proposed rights issue of equity shares of face value of ₹ 10 each (the "Equity Shares" and such offering, the "Issue") of Radhe Developers (India) Limited (the "Company") pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI Regulations") and the Companies Act, 2013, as amended (the 'Act').

We refer to the proposed right issue of equity shares (the "Offer") of Radhe Developers (India) Limited ("the Company"). We enclose herewith the statement (the "Annexure") showing the current position of special tax benefits available to the Company and to its shareholders as per the provisions of the Indian direct and indirect tax laws including the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the "GST Act"), the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Tariff Act") (collectively the "Taxation Laws") including the rules, regulations, circulars and notifications issued in connection with the Taxation Laws, as presently in force and applicable to the assessment year 2022-23 relevant to the financial year 2021-22 for inclusion in the Letter of Offer (collectively referred to as "Offer Documents") for the right issue of shares of the Company as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations").

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the direct and indirect taxation laws including the Income-tax Act 1961. Hence, the ability of the Company or its shareholders to derive these direct and indirect tax benefits is dependent upon their fulfilling such conditions.

The benefits discussed in the enclosed Annexure are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultants, with respect to the specific tax implications arising out of their participation in the Offer 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. We are neither suggesting nor are we advising the investors to invest or not to invest money based on this statement.

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

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

- The Company or its Shareholders will continue to obtain these benefits in future;
- The conditions prescribed for availing the benefits have been/would be met;
- The revenue authorities/courts will concur with the views expressed herein.

We hereby give our consent to include this report and the enclosed Annexure regarding the tax benefits available to the Company and its shareholders in the Offer Documents for the proposed right issue of equity shares which the Company intends to submit to the Securities and Exchange Board of India and BSE Limited

(the “Stock Exchange”) where the equity shares of the Company are proposed to be listed, as applicable, provided that the below statement of limitation is included in the Offer Documents.

We have conducted our examination in accordance with the ‘Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)’ (‘the Guidance Note’) issued by the Institute of Chartered Accountants of India (‘ICAI’). The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Performs Audits and Reviews of Historical Financial information and Other Assurance and Related Services Engagements.

This statement is solely for your information and not intended for general circulation or publication and is not to be reproduced or used for any other purpose without our prior written consent, other than for inclusion of extracts of this statement in the Draft Letter of Offer/ Letter of Offer and submission of this statement to the Securities and Exchange Board of India, the stock exchanges where the Equity Shares of the Company are proposed to be listed, in connection with the proposed Issue, as the case may be.

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this Statement.

For **M/s. H. K. Shah & Co.**
Chartered Accountants
Firm Registration Number: 109583W

CA. Gopesh Shah
Partner
ICAI Membership Number: 106204
Date: December 07, 2021
Place: Ahmedabad
UDIN: 21106204AAAAES8563

Encl: As above

ANNEXURE I

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO RADHE DEVELOPERS (INDIA) LIMITED (THE “COMPANY”), ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARY

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

1. Special tax benefits available to the Company under the Act

There are no special tax benefits available to the Company.

2. Special tax benefits available to the shareholders of the Company under the Act

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

3. Special tax benefits available to the material subsidiary of the Company under the Act

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

Notes:

- a. The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
- b. 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.
- c. The above statement of possible tax benefits is as per the current direct tax laws relevant for the assessment year 2021-22.
- d. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
- e. In respect of non-residents, the tax rates and consequent taxation will be further subject to any benefits available under the relevant DTAA, if any, between India and the country in which the non-resident has fiscal domicile.
- f. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

ANNEXURE 2

STATEMENT OF INDIRECT TAX BENEFITS AVAILABLE TO RADHE DEVELOPERS (INDIA) LIMITED (THE “COMPANY”), ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARY

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

1. Special tax benefits available to the Company under the Indirect Tax

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

2. Special tax benefits available to the shareholders of the Company under the Indirect Tax

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

3. Special tax benefits available to the material subsidiary of the Company under the Indirect Tax

There are no special indirect tax benefits to the material subsidiary of the Company.

Notes:

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

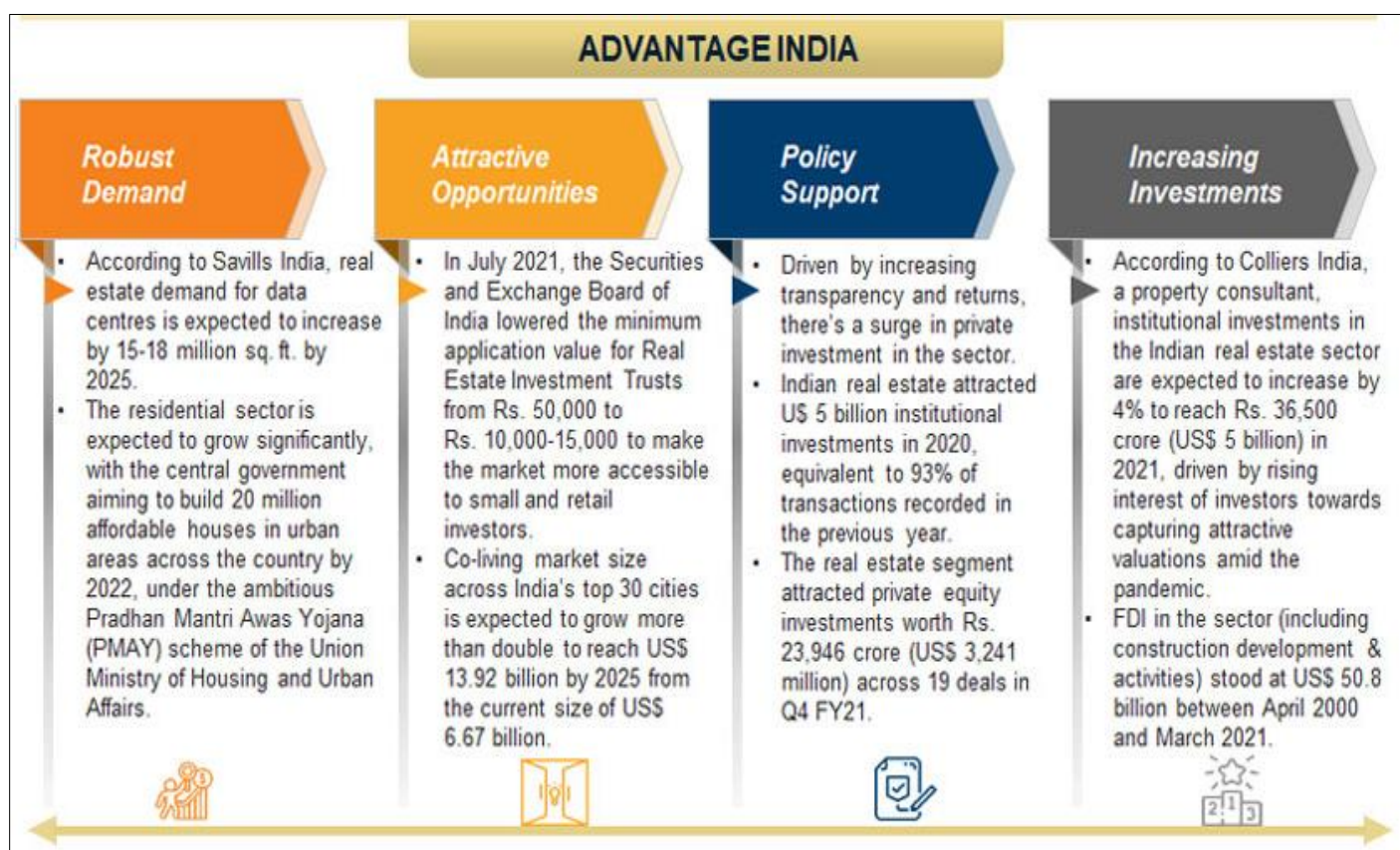
SECTION IV: ABOUT OUR COMPANY INDUSTRY OVERVIEW

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

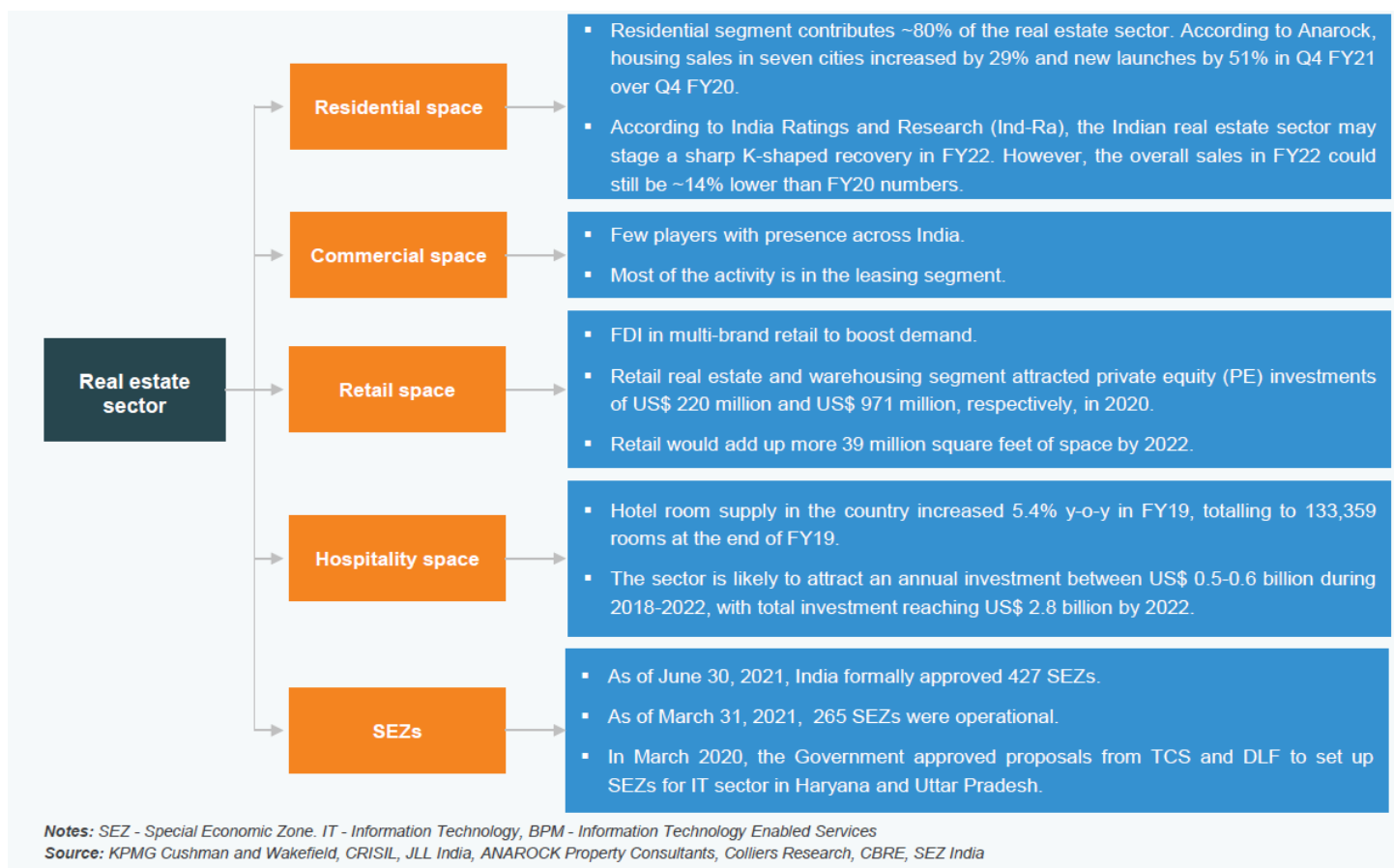
Introduction

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

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



Segments in the Indian real estate sector

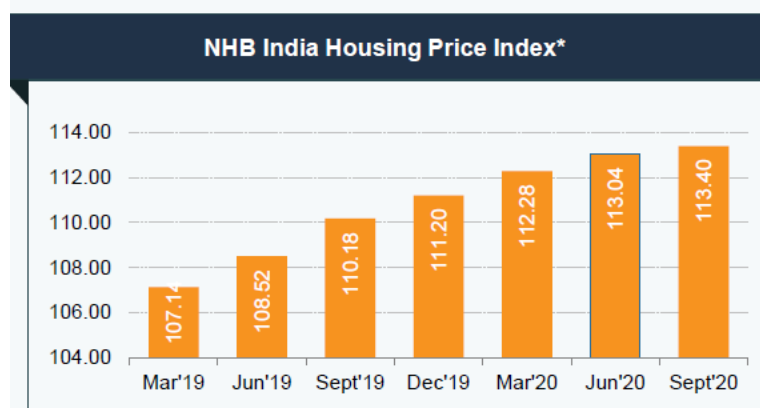
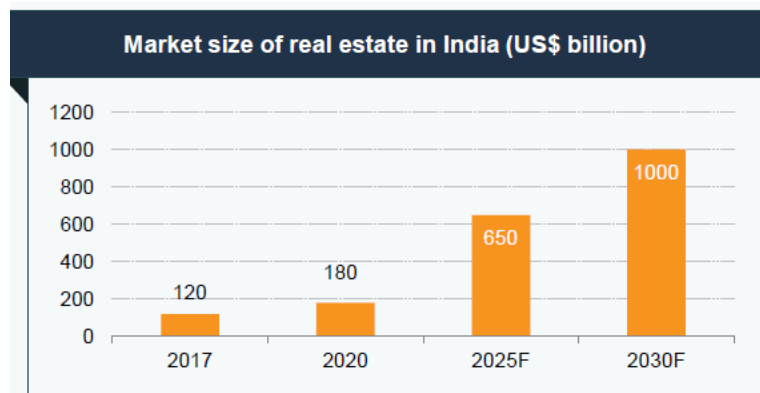


Market Size

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

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

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

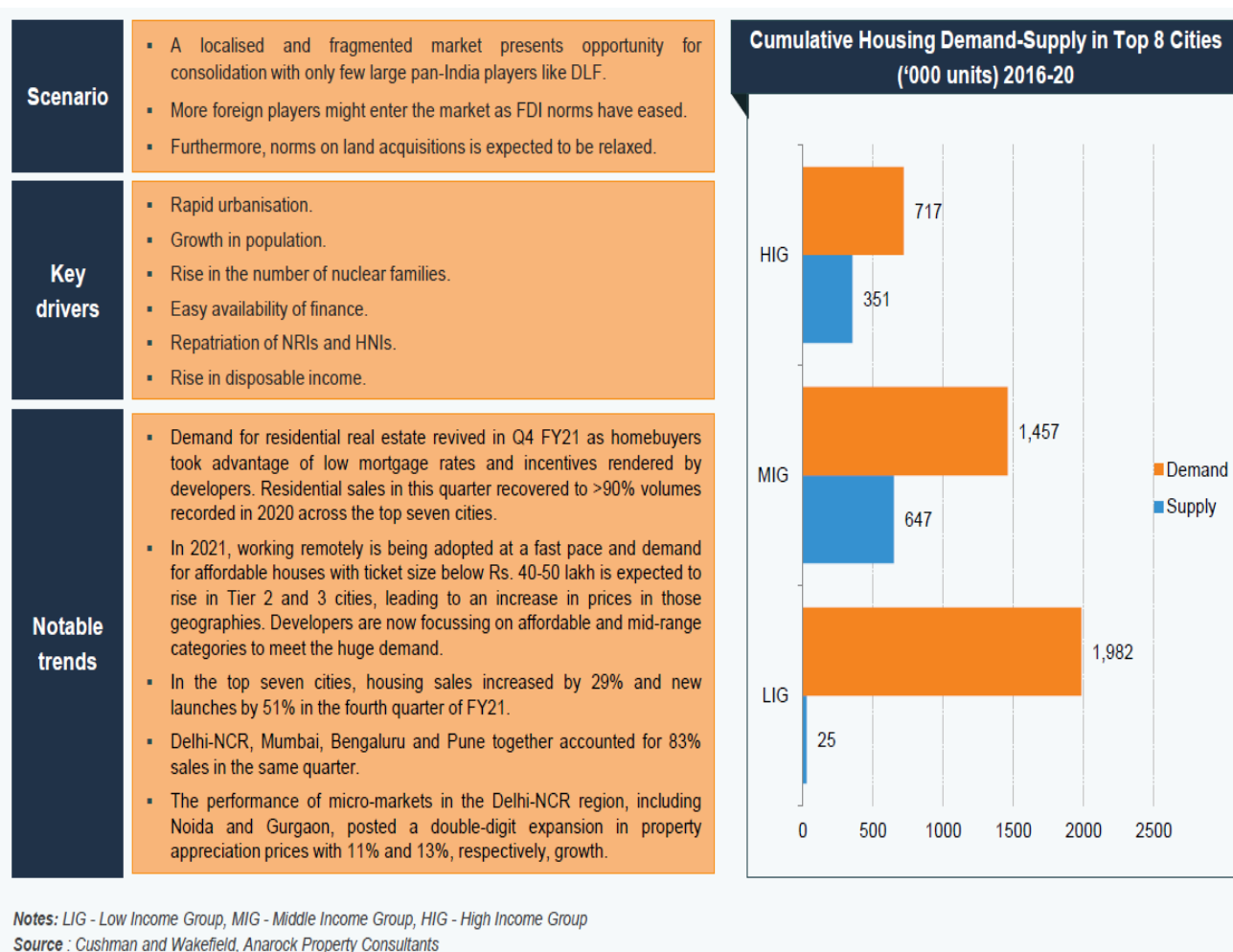


recorded 17% and 10%, respectively.

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

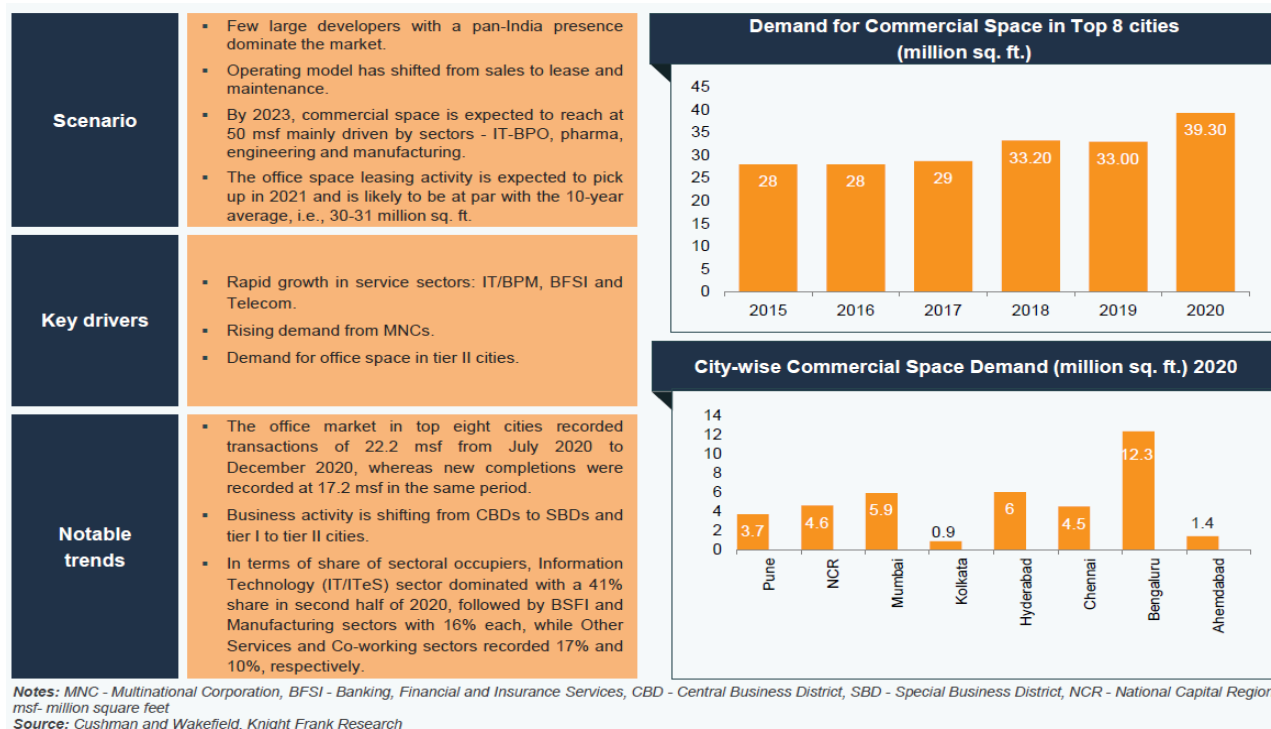
- Real Estate Regulatory Act (RERA)
- Benami Transactions Act
- Boost to affordable housing construction
- Interest subsidy to home buyers
- Change in arbitration norms
- Service tax exemption
- Dividend Distribution Tax (DDT) exemption
- Goods and Services Tax (GST)
- De-monetisation
- PR for foreign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

Demand for residential space expected to grow sharply



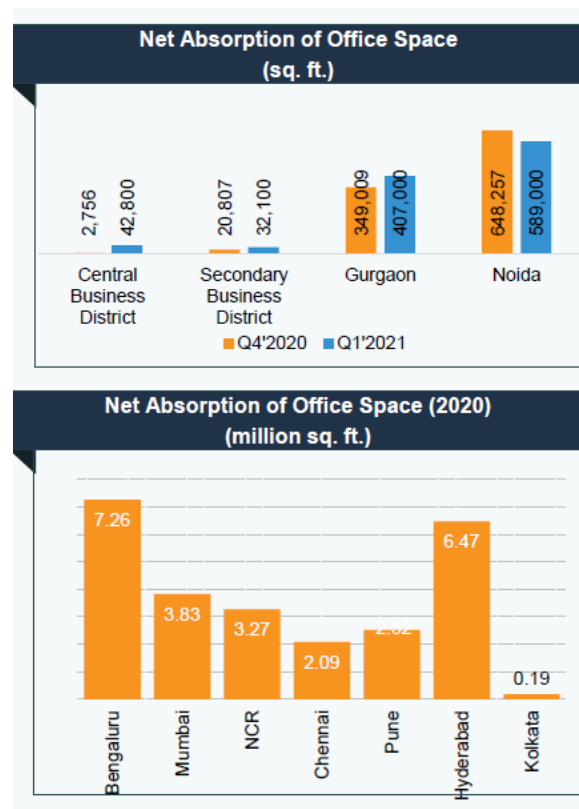
According to Savills India, real estate demand for data centres is expected to increase by 15-18 million sq. ft. by 2025. In 2020, the manufacturing sector accounted for 24% of office space leasing at 5.7 million square feet. SMEs and electronic component manufacturers leased the most between Pune, Chennai 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.

Metros driving demand for commercial space



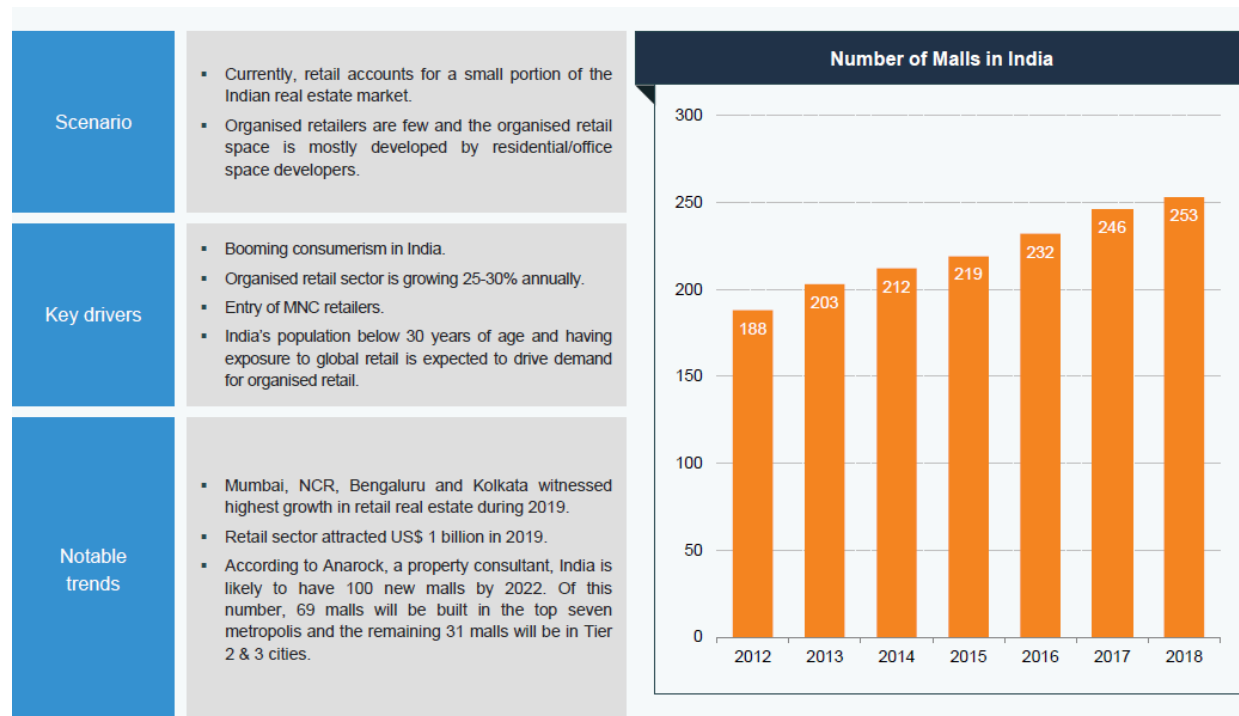
Office market overview

- Office market has been driven mostly by growth in BPM/IT, BFSI, consulting and manufacturing industries. Moreover, many new companies are planning a foray into Indian market due to huge potential and relaxed FDI norms.
- Grade-A office space absorption is expected to cross 700 msf by 2022, with Delhi-NCR contributing the most to this demand.
- In 2021, Bengaluru is expected to record huge deals of >100,000 sq. ft. and form a major portion of projected leasing; and is expected to account for a 20-30% increase in absorption, while the supply is expected to gradually increase 20-30% y-o-y.
- According to JLL India, in 2020, the net absorption of office space in the top seven cities was 25.63 million sq. ft.
- According to a JLL Report, Delhi-NCR witnessed a 5% increase in net absorption of office space in the fourth quarter of FY20 on a QoQ basis with 1.07 million sq. ft.
- According to JLL India, in the January-March 2021 quarter, Noida accounted for 55% of the net absorption, followed by Gurgaon at 38%.
- COVID-19 pandemic has resulted into work from home (WFH) element, which impacted the new space commitments in the short term. In 2020, new office space in the seven cities was 36.34 million square feet, a decrease of 30% y-o-y. However, recovery of the office leasing market is expected to start in early-2021.
- Absorption of industrial and warehousing space is expected to grow by 83% to 47.7 million square feet in 2021, driven by strong growth in the e-commerce and manufacturing as well as growing demand in emerging Tier I and II cities, according to Savills India.
- 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.



Retail space likely to see strong growth

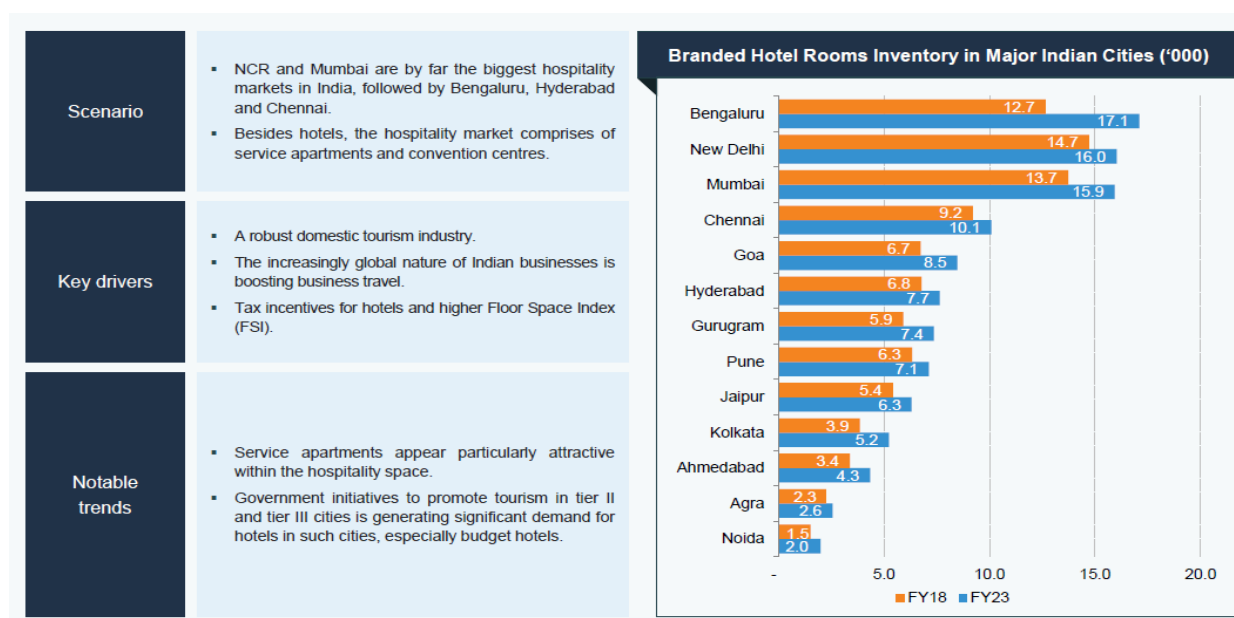
Retail real estate and warehousing segment attracted private equity (PE) investments of US\$ 220 million and US\$ 971 million, respectively, in 2020. Grade-A office space absorption is expected to cross 700 msf by 2022, with Delhi-NCR contributing the most to this demand.



Source: : Cushman and Wakefield, CBRE, JLL India, Real estate intelligence service (JLL), Anarock

Housing launches were 86,139 units across the top eight Indian cities in the second half of 2020. Home sales volume across eight major cities in India jumped by 2x to 61,593 units from October 2020 to December 2020, compared with 33,403 units in the previous quarter, signifying healthy recovery post the strict lockdown imposed in the second quarter due to the spread of COVID-19 in the country.

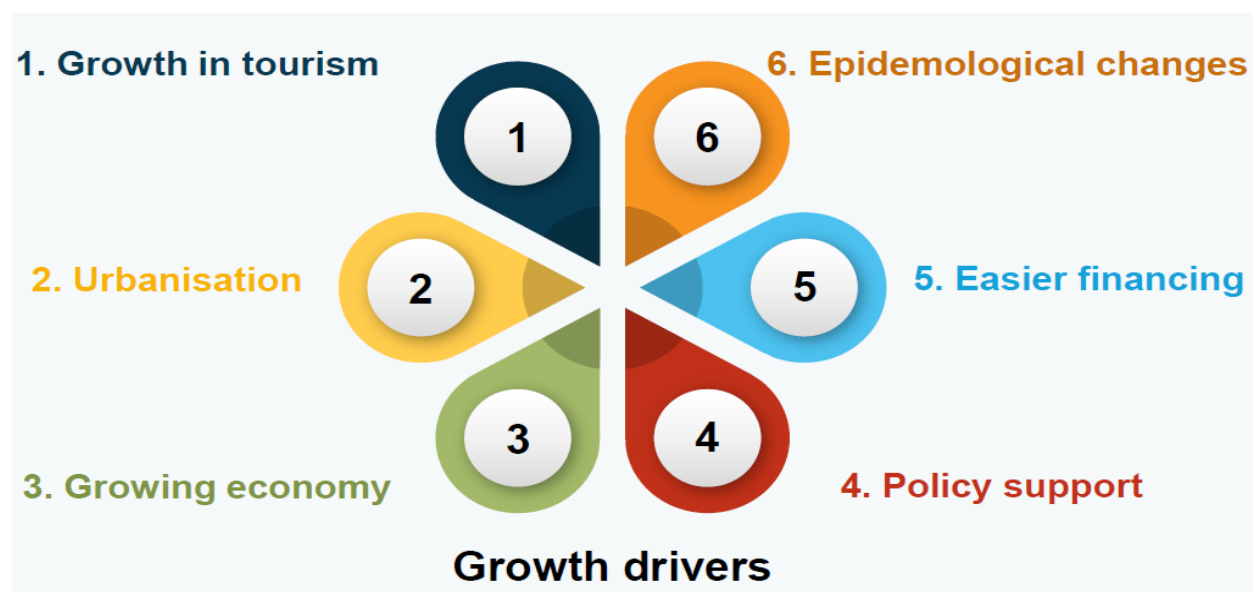
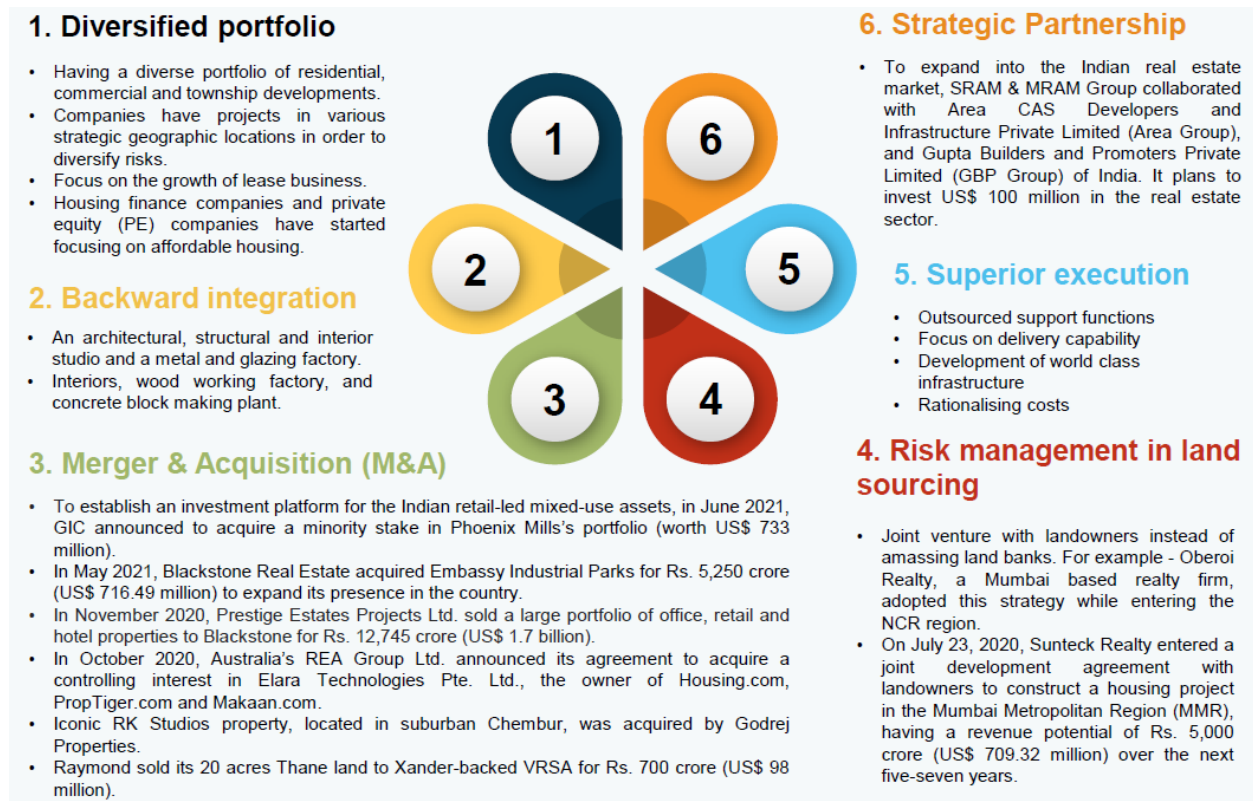
Hospitality market to witness large incremental capacity



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.

Recent Trends and Strategies

Strategies Adopted



Investments/Developments

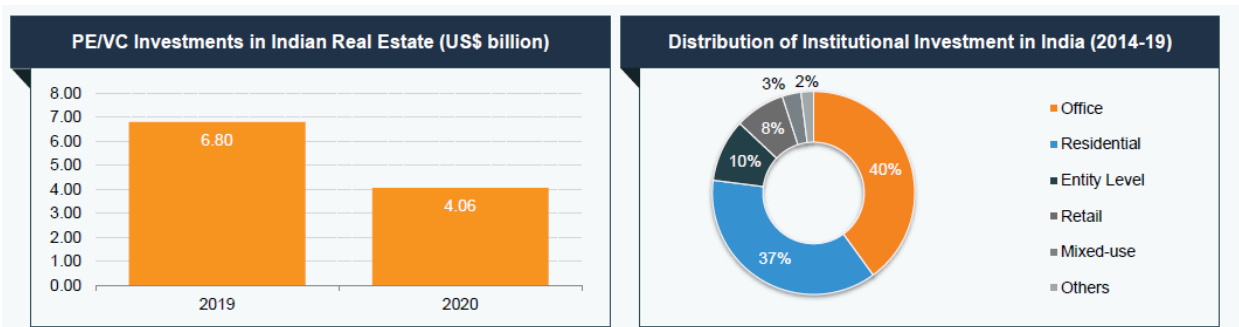
Indian real estate sector has witnessed high growth in the recent times with rise in demand for office as well as residential spaces. According to Colliers India, a property consultant, institutional investments in the Indian real estate sector are expected to increase by 4% to reach Rs. 36,500 crore (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 Rs. 7.96 lakh crore (US\$ 113.0 billion) in FY20 and grew ~13.6% from Rs. 7.1 lakh crore (US\$ 100.3 billion) in FY19.

In July 2021, the Securities and Exchange Board of India lowered the minimum application value for Real Estate Investment Trusts from Rs. 50,000 (US\$ 685.28) to Rs. 10,000-15,000 (US\$ 137.06 - US\$ 205.59) to make the market more accessible to small and retail investors.

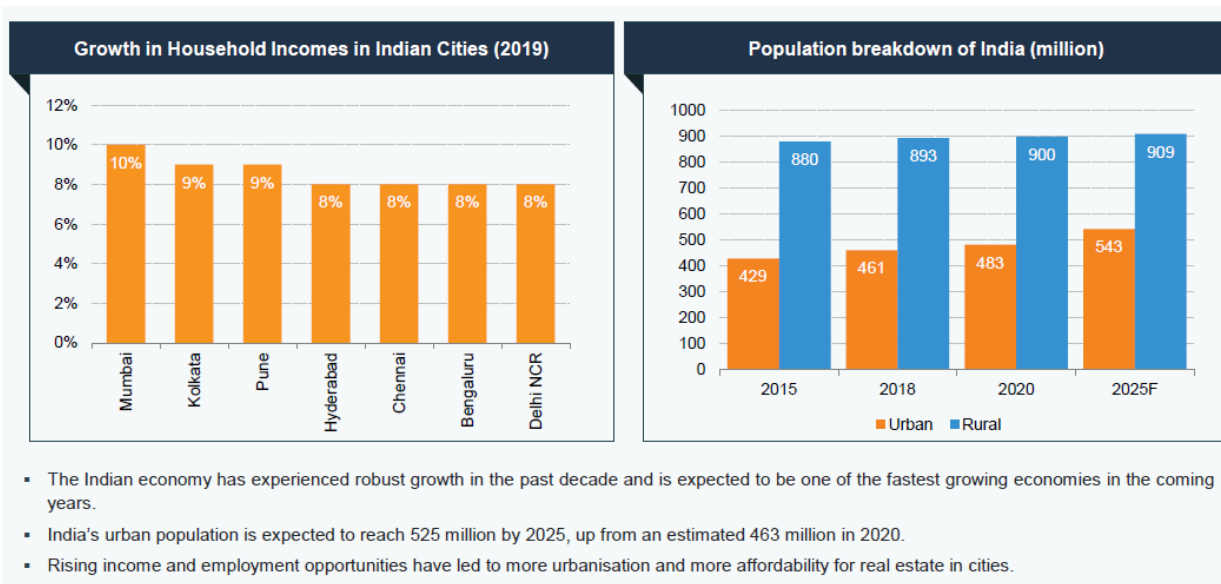
According to the data released by Department for Promotion of Industry and Internal Trade Policy (DPIIT), construction is the third-largest sector in terms of FDI inflow. FDI in the sector (including construction development & activities) stood at US\$ 50.8 billion between April 2000 and March 2021.

PE investments on the rise

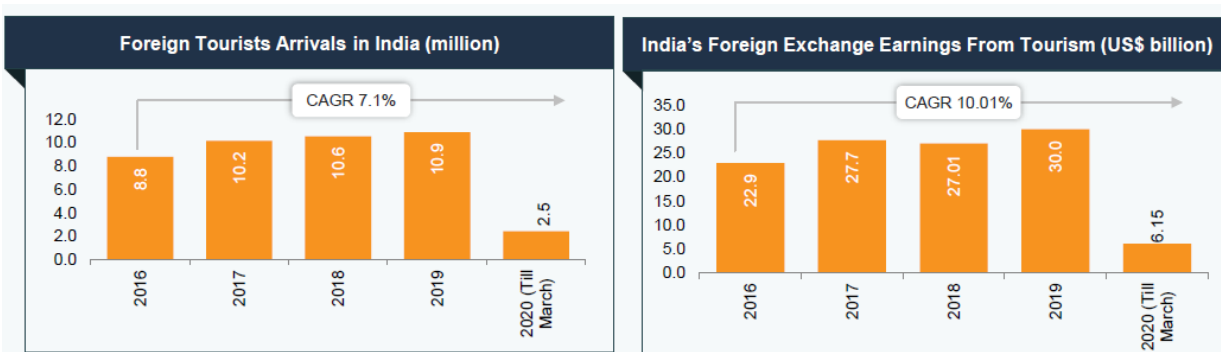


- RBI proposed to allow banks to invest in real estate investment trusts and infrastructure investment trusts, attracting more institutional investors to such assets. Indian Banks, which are allowed to invest about 20% of their net-owned funds in equity-linked mutual funds, venture capital (VC) funds and stocks, could invest in these trusts within this limit.
- Foreign portfolio investment in the Indian real estate sector stood at Rs. 3, 671 crore (US\$ 497 million) in March 2021.
- The real estate segment attracted private equity investments of Rs. 23,946 crore (US \$3,241 million) across 19 deals in Q4 FY21. Investments in the sector grew 16x compared with Rs. 1,470 crore (US\$ 199 million) in Q4 FY20. In value terms, these investments were 80% of that in 2020 and 48% of 2019, according to a report by Knight Frank.
- As per Savills India's report, foreign institutional investors accounted for most investments in the Indian real estate in the first quarter of 2021. Of the total, 58% (Rs. 78.3 billion (US\$ 1.07 billion) was invested in commercial office assets, while 42% (Rs. 56.7 billion; US\$ 773.81 million) was invested in residential real estate.
- The Godrej Group has forayed into the financial services industry with Godrej Housing Finance (GHF), through which it hopes to build a long-term and sustainable retail financial services business in India, aiming for a balance sheet of Rs. 10,000 crore (US\$ 1.35 billion) in the next three years.
- 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.
- Blackstone is one of the largest private market investors in India, managing about Rs. 3,694 crore (US\$ 50 billion) of market value in the real estate sector. The company anticipates investing >Rs. 1,625 crore (US\$ 22 billion) in the next 10 years.

Economic growth along with growing urbanisation is boosting real estate demand



Rising tourist numbers boosting the hospitality sector

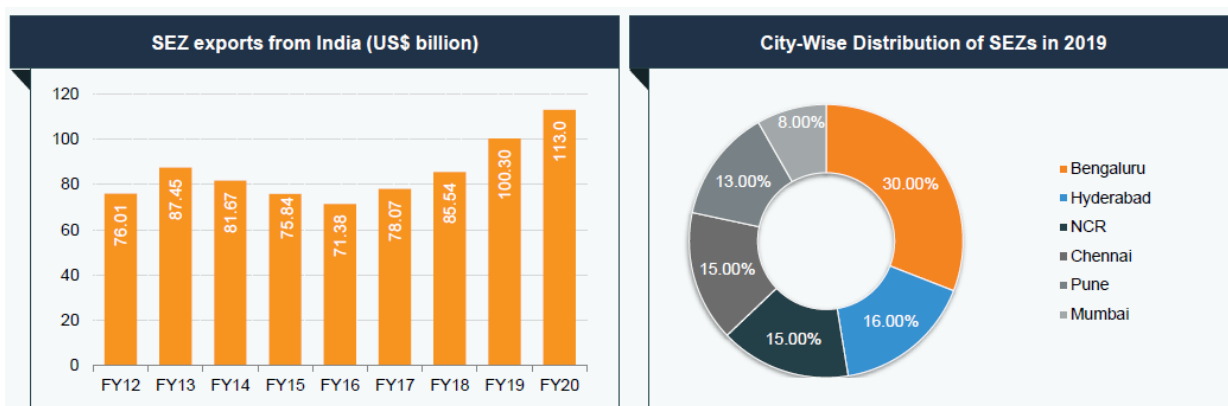


- During 2019, foreign tourist arrivals (FTAs) in India stood at 10.9 million, achieving a growth rate of 3.20% y-o-y.
- During 2019, India earned US\$ 30.0 billion in foreign exchange from tourism, recording a y-o-y growth of 4.80%. Foreign exchange earnings (FEEs) from tourism in India grew at a CAGR of 8.96% during 2007-19.
- India's tourism and hospitality industry is anticipated to touch US\$ 418.9 billion by 2022.
- The growing inflow from tourists is expected to provide a fillip to the hospitality sector.
- Medical tourism sector in India is gaining momentum with a target of attracting 8 million medical tourists into the country by 2020.
- Hilton plans to add 18 hotels pan India by 2021, along with 15 operational hotels under its brands—Hampton, HiltonGardenInn, Conrad, Hilton Hotels & Resorts and Double Tree by Hilton. On October 22, 2020, Hilton launched its first Double Tree 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, to launch seven new properties in India by 2022.

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 Rs. 7.96 lakh crore (US\$ 113.0 billion) in FY20 and grew ~13.6% from Rs. 7.1 lakh crore (US\$ 100.3 billion) in FY19.
- In 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.



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

- According to EY, > US\$ 9.7 billion has been raised in India via real estate investment trusts (REITs) and infrastructure investment trusts (InvITs).
- According to JLL India, in the January-March 2021 quarter, Noida accounted for 55% of the net absorption, followed by Gurgaon at 38%.
- According to a JLL Report, Delhi-NCR witnessed a 5% increase in net absorption of office space in the first quarter of FY20 on a QoQ basis with 1.07 million sq. ft.
- 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.
- In the top seven cities, housing sales increased by 29% and new launches by 51% in the fourth quarter of FY21. Delhi-NCR, Mumbai, Bengaluru and Pune together accounted for 83% sales in the same quarter.
- The performance of micro-markets in the Delhi-NCR region, including Noida and Gurgaon, posted a double-digit expansion in property appreciation prices with 11% and 13%, respectively, growth.
- To establish an investment platform for the Indian retail-led mixed-use assets, in June 2021, GIC announced to acquire a minority stake in Phoenix Mills's portfolio (worth US\$ 733 million).
- In May 2021, Blackstone Real Estate acquired Embassy Industrial Parks for Rs. 5,250 crore (US\$ 716.49 million) to expand its presence in the country.
- To expand into the Indian real estate market, SRAM & MRAM Group collaborated with Area CAS Developers and Infrastructure Private Limited (Area Group), and Gupta Builders and Promoters Private Limited (GBP Group) of India. It plans to invest US\$ 100 million in the real estate sector.
- According to Anarock, housing sales in seven cities increased by 29% and new launches by 51% in Q4 FY21 over Q4 FY20
- Demand for residential real estate revived in Q4 FY21 as homebuyers took advantage of low mortgage rates and incentives rendered by developers. Residential sales in this quarter recovered to >90% volumes recorded in 2020 across the top seven cities.
- Blackstone is one of the largest private market investors in India, managing about Rs. 3,694 crore (US\$ 50 billion) of market value in the real estate sector. The company anticipates investing >Rs. 1,625 crore (US\$ 22 billion) in the next 10 years.
- In 2021, working remotely is being adopted at a fast pace and demand for affordable houses with ticket size below Rs. 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.

- In November 2020, Accor, a leading hospitality group, to launch seven new properties in India by 2022.
- In November 2020, Prestige Estates Projects Ltd. sold a large portfolio of office, retail and hotel properties to Blackstone for Rs. 12,745 crore (US\$ 1.7 billion).
- In November 2020, Taj Group partnered with real estate company Ambuja Neotia Group to launch three new hotels—two in Kolkata and one in Patna.
- The Godrej Group has forayed into the financial services industry with Godrej Housing Finance (GHF) through which it hopes to build a long-term and sustainable retail financial services business in India, aiming for a balance sheet of Rs. 10,000 crore (US\$ 1.35 billion) in the next three years.
- In October 2020, Brookfield Asset Management made a massive investments in India through a US\$ 2 billion real estate deal. Brookfield will buy 12.5 million square feet of commercial real estate assets from privately held developer RMZ Corp. The purchase includes rent-yielding office space and commercial co-working space.
- In October 2020, Rajasthan-based realty developer, Bhumika Group, announced its plans to invest Rs. 450 crore (US\$ 60.81 million) in two residential and one retail project in Udaipur, Alwar and Jaipur, respectively.
- In October 2020, Australia's REA Group Ltd. announced its agreement to acquire a controlling interest in Elara Technologies Pte. Ltd, the owner of Housing.com, PropTiger.com and Makaan.com.
- In September 2020, RMZ Corp. sold 12.8 million square feet real estate assets to a fund managed by the Brookfield Asset Management for Rs. 15,000 (US\$ 2 billion).
- According to the property consultant, Anarock, India is likely to have 100 new malls by 2022. Of this number, 69 malls in will be built in the top seven metropolis and the remaining 31 malls will be in Tier 2 & 3 cities.
- In March 2020, the Government approved proposals from TCS and DLF to set up SEZs for IT sector in Haryana and Uttar Pradesh.
- In January 2020, RMZ Corp entered into a strategic and equal partnership with Mitsui Fudosan (Asia) Pte Ltd to expand its business footprint.

Government policies are helping the real estate sector prosper

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

- Under Union Budget 2021-22, tax deduction up to Rs. 1.5 lakh (US\$ 2069.89) on interest on housing loan, and tax holiday for affordable housing projects have been extended until the end of fiscal 2021-22.
- The Atmanirbhar Bharat 3.0 package announced by Finance Minister Mrs. Nirmala Sitharaman in November 2020 included income tax relief measures for real estate developers and homebuyers for primary purchase/sale of residential units of value (up to Rs. 2 crore (US\$ 271,450.60) from November 12, 2020 to June 30, 2021).
- In October 2020, the Ministry of Housing and Urban Affairs (MoHUA) launched an affordable rental housing complex portal.
- On October 27, 2020, the government announced the application of Real Estate (Regulation & Development) Act, 2016 in the union territory of Jammu & Kashmir. This has paved the way for any Indian citizen to buy non-agricultural land and property, as opposed to the eligibility of only local residents earlier.
- 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 Rs. 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 Rs. 10,000 crore (US\$ 1.43 billion) using priority sector lending short fall of banks/financial institutions for micro financing of the HFCs.
- As of 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.

1

Ease in housing finance

- In order to boost affordable real estate, housing loans up to Rs. 3.5 million (US\$ 54,306) in metro cities were included in priority sector lending by the RBI in June 2019. Loans under priority sector lending are relatively cheaper. Housing loans account for more than half of retail loans.

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).
- In October 2020, the Ministry of Housing and Urban Affairs (MoHUA) launched an affordable rental housing complex portal.

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 is expected to attract a substantial amount of FDI over the next two years, 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.

5

REITs

- Real Estate Investment Trusts (REITs) in non-residential segment will open channels for both commercial and infrastructure sector. In March 2019, Embassy Office Parks, India's first REIT, went public.
- First REIT raised Rs. 4,750 crore (US\$ 679.64 million) and was launched in early 2019 by global investment firm, Blackstone, and realty firm, Embassy group.
- In July 2021, the Securities and Exchange Board of India lowered the minimum application value for Real Estate Investment Trusts from Rs. 50,000 (US\$ 685.28) to Rs. 10,000-15,000 (US\$ 137.06 - US\$ 205.59) to make the market more accessible to small and retail investors.

6

Govt-backed Stress Fund

- The Special Window for Completion of Construction of Affordable and Mid-Income Housing (SWAMIH I) supported housing projects have started witnessing fresh sales and collection of dues from existing homebuyers. In November 2020, SBICAP Ventures Ltd. managed fund cleared investments worth >Rs. 13,200 crore (US\$ 1.78 billion) for 136 projects and has started deploying funds across 36 projects

7

Stamp Duty

- The Ministry of Housing and Urban Affairs has recommended all the states to consider reducing stamp duty of property transactions in a bid to push real estate activity, generate more revenue and aid economic growth.
- National Real Estate Development Council – Maharashtra announced zero stamp duty on housing sales until December 31, 2020.

8

Tax Relief

- The Atmanirbhar Bharat 3.0 package announced by Finance Minister Mrs. Nirmala Sitharaman in November 2020 included income tax relief measures for real estate developers and homebuyers for primary purchase/sale of residential units of value (up to Rs. 2 crore (US\$ 271,450.60) from November 12, 2020, to June 30, 2021.
- Buyers have been allowed to purchase homes at 20% below the circle rate without attracting any tax penalties.

9

Construction Premiums

- Construction premiums and levies in Maharashtra account for >30% of the total project cost.
- In a bid to boost the real estate sector amid the pandemic, construction premiums and levies payable by builders in Maharashtra are set to be halved for one year until December 31, 2021.

10

J&K's New Land Law

- On October 27, 2020, the government announced the application of Real Estate (Regulation & Development) Act, 2016 in the union territory of Jammu & Kashmir. This has paved the way for any Indian citizen to buy non-agricultural land and property, as opposed to the eligibility of only local residents earlier.

11

Green Building Movement

- With 6,548 registered green building projects, India is among one of the three countries that have a green building footprint.
- Indian Institute of Architects (IIA) and CII-Indian Green Building Council (IGBC) signed a MoU to boost green building movement in the area of architectural design and planning.

Road Ahead

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

The residential sector is expected to grow significantly, with the central government aiming to build 20 million affordable houses in urban areas across the country by 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.

Top cities to contribute to growth

Ahmedabad	<ul style="list-style-type: none"> Upcoming office space likely to boost hospitality segment.
Bengaluru	<ul style="list-style-type: none"> Corporate clients expected to provide steady growth to room demand.
Chennai	<ul style="list-style-type: none"> Emerging as promising commercial destination with Chennai-Bengaluru Industrial Corridor - likely to witness strong demand.
Hyderabad	<ul style="list-style-type: none"> Room demand is expected to be driven by commercial and office space projects in the city.
Kolkata	<ul style="list-style-type: none"> 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.
Mumbai	<ul style="list-style-type: none"> Improved infrastructure, new airport terminal and upcoming airport in Navi Mumbai is expected to drive hotel industry's growth.
NCR	<ul style="list-style-type: none"> As per the ANAROCK report, between July 2020 and March 2021, housing sales in the NCR stood at 21,750 units, of which 85% were first-time homebuyers. This indicates positive outlook for rising demand in the real estate market.
Pune	<ul style="list-style-type: none"> 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.

According to Knight Frank report, Delhi was ranked 27th, while Mumbai and Bengaluru were placed at the 33rd and 34th positions, respectively, in a global index that measures annual price appreciation of luxury residential properties from July 2020 to September 2020 (the third quarter).

Niche sectors expected to provide growth opportunities



<https://www.ibef.org/industry/indian-real-estate-industry-analysis-presentation>

BUSINESS OVERVIEW

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

This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section titled 'Risk Factors' and the chapters titled 'Financial Statement' and 'Management Discussion and Analysis of Financial Conditions and Results of Operations' beginning on page no. 23, 99 and 153 respectively, of this Draft Letter of Offer.

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

Overview

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

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

We have established a track record of successfully executing projects in Ahmedabad, Gandhinagar and Mehsana, Gujarat. As of October 30, 2021, we had developed 1,26,529.52 square meters (13.61 Lacs square feet) of Developable Area across 8 Completed Projects. We believe that our deep understanding of the relevant real estate market, design and execution capabilities, and the strong Radhe brand and extensive marketing initiatives have enabled us to successfully grow our business. Certain of our key completed and ongoing projects include Takshashila Apartments, Mandar Bunglows, Tirthbhumi Apartments, Tirthdham Apartments, Tulsi Complex, Ganesh Plaza, Abhinav Arcade, Radiance Residency, Radhe Acre, Radhe Serene, Emerald Park.

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

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

- Development and Construction of Residential and Commercial Complex;
- Development and Maintenance of Plotting Scheme; and
- Acquisition of Hotel and operate through Flagship Company.

Business Operations and our Projects

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

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

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

“Forthcoming Projects” are those projects in respect of which (i) all title or development rights or other interest in the land is held either directly or indirectly by the Company/subsidiaries of the Company/associates/joint ventures of the Company (as applicable) or where development right agreements are in the process of execution; (ii) preliminary management development plans are in place; (iii) requisite applications for approvals and conversion of usage, if applicable, have been made; and (iv) architects have been identified and they have commenced planning.

“Land Reserve” comprises land on which any of the Company/subsidiaries of the Company/associates/joint ventures of the Company (as applicable) owns development rights/MOU/similar documents, but on which the Company/subsidiaries of the Company/associates/joint ventures of the Company (as applicable) have not planned any construction or development as of October 30, 2021.

Our projects are broadly classified as follows:

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

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

The table below sets forth certain key operational information relating to our projects as of October 30, 2021:

Completed Projects:

Project Name	Type of Project and Year of Completion	Location	Development Mode	Developed / Sold Area (In Sq. Meter.)	Number of House / Commercial	Vale of Units Sold (Amt. in Lakhs)
Takshshila Apartments	Residential - 1994	Vastrapur, Ahmedabad	Owned	33,572.17	Residential 366 units	840.00
Mandar Bungalows	Residential - 1995	Thaltej, Ahmedabad	Owned	7,211.60	Residential 23 units	483.00
TirthBhumi Apartments	Residential – 1998	Law Garden, Ahmedabad	Owned	19,732.60	Residential 80 units	800.00
Tirthdham Apartments	Residential – 2010	Bodakdev, Ahmedabad	Owned	30,513.99	Residential 160 units	1600.00
Abhinav Arcade	Commercial - 2010	Ashram Road, Ahmedabad	Owned	6,413.37	Commercial 100 units	4000.00
Radiance Residency*	Residential+ Commercial – 2017	Motera Stadium.	Owned	15,873.59	Residential 92 units Commercial 32 units	4468.00
Tulsi Complex	Commercial – 1992	Mithakhali Six Road, Ahmedabad	Owned	1,320.60	Commercial 30 units	120.00
Ganesh Plaza	Commercial - 1998	Navrangpura, Ahmedabad	Owned	11,891.58	Commercial 100 units	1040.00

*3 Residential units and 14 Commercial units valuing approximately Rs. 400.00 Lakhs are unsold as on date of filing this Draft Letter of Offer.

Ongoing Projects:

Project Name & Type	Location	Development Mode & our Stake	Developed Area (in Sq. Mtrs.)(Approx)	Developable Area (in Sq. Mtrs.)	Units Details					Estimated Date of Completion
					Total units for Sale	Sold	% of unit sold	Value of Units Sold (In Lakhs)	Approximate Value of Unit to be sold	
Radhe Acre-Residential plots	Ahmedabad	Owned; 100%	3,30,227.00	3,30,227.00	207	84	40%	3262.00	15000/Sq. Mtr	2024
Radhe Serene-Residential plots	Gandhinagar	Owned; 100%	27,311.04	27,311.04	44	16	36%	664.00	6000/Sq. Mtr	2026
Emerald Park-Residential plots	Mehsana	Owned; 100%	4,18,060.20	4,18,060.20	339	16	5%	1460.00	2500/Sq. Mtr	2027

Forthcoming Identified Projects:

Project Name & Type	Location	Development Mode & our Stake	Approx. Estimated Developable Area (in Sq. Mtrs.) ^{@ ^}	Start year	Except End year
Hajipur – Residential Project	Gandhinagar and Mehsana	Owned; 100%	8,36,120.40	2022	2026
Deka– Industrial Plotting Project	Deka, (Detroj- Rampura) Ahmedabad	Owned; 100%	8,36,120.40	2022	2026

@ The total land area is approximate 21.00 Lakhs Sq. Mtrs. Out of this approximately 37000 Sq. Mtrs of land is owned by one of our Promoter, i.e. by Mrs. Jahnvi Ashish Patel and this land is free of all encumbrances and the land title is clear under her name. The balance land of approximately 20.63 Lakhs Sq. Mtrs. land is owned by individuals and they have made application with the respective tehsildar for obtaining title clearance in their favour.

^The estimated Developable Area has been calculated based on the Certificate dated 28-09-2021 and as certified and confirmed by Mr. Hasmukh C. Patel (Proprietor), Chartered Engineer & Registered Valuer bearing Registration No. CA/75/01389 having its registered office at Ahmedabad.

As on the date of filing this Draft Letter of Offer, the owners of the above mentioned land have shown their interest to part with the above mention land at the prevailing market price and to be decided mutually at the time of entering into agreement with the respective owners and at the same time our Company will make an application with the respective tehsildar for obtaining title clearance in our Company's favour.

Our Forthcoming Strategic Acquisition

Our Company proposes to expand its business activities in the hotel business by entering into strategic acquisition with companies in hotel line of business. In this relation, our Company has entered into a binding "Expression of Interest" Agreement with GHK Hospitality and Infrastructures Limited on October 27, 2021. For further details, please refer to the chapter titled "Objects of the Issue" beginning on page no. 64 of this Draft Letter of Offer.

Our Forthcoming Joint Development Project

Our Company has also proposed to enter into a Joint Development Agreement/ Joint Venture Agreement with M/s Solitaire Realinfra Private Limited and M/s Pary Developers Private Limited for developing approximately 30 Lakhs Sq. Ft. of land in Greater Nodia, Uttar Pradesh. This proposal was approved by our Board of Directors via its resolution dated November 26, 2021 where our company is under the process of conducting its due diligence before entering into a formal agreement. On completion of the same and upon our management being satisfied, our company shall take necessary steps to enter into a formal agreement and inform our management of the same. However, as on the date of this Draft Letter of Offer, both parties have exchanged letters confirming their interest to either enter into a joint development agreement or joint venture agreement or shareholder's agreement with each other.

Our Land Reserves

Land is an important resource and is a key factor contributing to our ability to develop real estate. Our Land Reserves comprise lands owned by our Company through itself and through our Group Companies.

Land Reserves that we own (including through our Promoters and/or group companies) are comprised of lands for which sale deeds and other instruments including long term lease deeds will be executed and registered in our favour.

IMPACT OF COVID-19 ON THE BUSINESS AND OPERATIONS OF THE COMPANY

Since the end of 2019, COVID-19 pandemic has spread to a majority of countries across the world, including India. The World Health Organization declared the outbreak of COVID-19 to be a global pandemic on March 11, 2020. The COVID-19 pandemic and the preventative or protective actions that governments around the world have taken to counter the effects of the pandemic have resulted in a period of economic downturn and business disruption in several countries, including India. On March 14, 2020, India declared COVID-19 as a "notified disaster" and imposed a nationwide lockdown on all services except for essential services from March 25, 2020 for three weeks, which was subsequently extended to May 31, 2020. While beginning from September 1, 2020, the Government of India notified all states to permit normal economic activity outside the containment

zones, other measures have been introduced in order to control the spread of the virus. These include implementing social distancing norms at the work place and remote working arrangements at organizations.

The rapid and diffused spread of COVID-19 and global health concerns relating to this outbreak have had a severe negative impact on all businesses including retail sector. While the impact has come down progressively after the lockdown was first eased and then by and large lifted, in case of any recurrence of the pandemic, there could again be a severe impact for an unknown period of time. As of the date of this Draft Red Herring Prospectus, while the Government of India and other governments in the world has initiated its COVID-19 vaccination drive, there is still some uncertainty relating to the impact of the COVID-19 pandemic on the global and the Indian economy, and we are unable to accurately predict the near-term or long-term impact of the COVID-19 pandemic on our business. The impact of the pandemic on our business, operations and future financial performance include, but are not limited to the following:

Sales

As a result of COVID-19 and related measures including the lockdown, our operations were significantly disrupted, particularly in terms of sale of units. Due to the nation-wide lockdown and inability to conduct site visits, sales enquiries from prospective customers that typically follow site-visits, were significantly affected. We use multiple sales channels to sale our units. We have in-house sale team which with the help of digital marketing tools and technique sale our units. Further, we have also introduced an online platform to carry out sales and address enquiries from prospective customers, which resulted in an increase in sale of units. Pursuant to easing of the lockdown norms of COVID-19, the prospective customer is provided with all the project related information through virtual meets as well as one-on-one meetings with our sales manager prior to the site visit. Use of multiple sales channel has helped us in selling our units during the second lockdown in April and May 2021.

Construction and Progress at Sites

After the sudden announcement of the nation-wide lockdown on March 25, 2020, operations at our construction sites were brought to a complete standstill. Due to reduced economic activity and stringent lockdowns enforced by the Government, a number of workforce deployed at our construction sites returned to their native cities/ towns/ villages. On the gradual easing of these restrictions and improvement in the economy, return to work sites progressively increased, construction activities resumed at our sites from August 2020.

Further, the emergence of second wave of COVID-19 has created concern all over the country and has resulted in fresh restrictions in across the country, including free movement of people, closure of offices and banking channels or working on the limited capacities, thereby hampering businesses and day to day functioning of companies. In order to combat this COVID 19 pandemic, presently, various state governments of India, after assessing the situation of COVID-19 pandemic in India, has recently again imposed partial lockdown or full lockdown and have taken several initiatives so far for social distancing in various parts of the states of the country, barring certain essential services.

Additionally, during the second lockdown in April 2021 and May 2021, we have monitored and considered the impact of known events arising from the COVID-19 pandemic, including with respect to our liquidity and going concern and recoverable values of assets. Although the governments are beginning to ease or lift these restrictions subject to certain terms & conditions, the construction activity at our sites has largely not been hampered.

Key Government Initiatives

Key government initiatives that have been introduced to benefit the real estate sector, including on account of COVID-19, include the following:

By Government of India

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:

- Under Union Budget 2021-22, tax deduction up to Rs. 1.5 lakh (US\$ 2069.89) on interest on housing loan, and tax holiday for affordable housing projects have been extended until the end of fiscal 2021-22.
- The Atmanirbhar Bharat 3.0 package announced by Finance Minister Mrs. Nirmala Sitharaman in November 2020 included income tax relief measures for real estate developers and homebuyers for primary

purchase/sale of residential units of value (up to Rs. 2 crore (US\$ 271,450.60) from November 12, 2020 to June 30, 2021).

- In October 2020, the Ministry of Housing and Urban Affairs (MoHUA) launched an affordable rental housing complex portal.
- On October 27, 2020, the government announced the application of Real Estate (Regulation & Development) Act, 2016 in the union territory of Jammu & Kashmir. This has paved the way for any Indian citizen to buy non-agricultural land and property, as opposed to the eligibility of only local residents earlier.
- 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 Rs. 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 Rs. 10,000 crore (US\$ 1.43 billion) using priority sector lending short fall of banks/financial institutions for micro financing of the HFCs.
- As of 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.

Government of Gujarat through its Gujarat Information Bureau has issued a circular no. G139 dated 4th June, 2020 announcing various benefits/ relaxation to real estate industry located in Gujarat. The details of the circular are mentioned below.

Chief Minister of the state Mr. Vijay Rupani has announced a ₹ 14 thousand Crore. Aatmanirbhar Gujarat Package in order to ensure a fast paced recovery and accelerate growth and development in Gujarat. The details of the package relating to our industry are as under:

S. No.	Assistance	Beneficiaries	Amount (in Crores)
1	20% relief to commercial units like shops, offices, hotels, restaurants, nursing homes, hospitals etc	23 lakh commercial units	600
2	10% relief for Annual property tax for 2020-21 id paid by 31st July, 2020	72 lakh property owners	144
3	Assistance in travel expenses to construction workers in Ahmedabad, Surat, Rajkot and Vadodra	1,20,000 construction workers	50
4	The sector will be revived by subsidizing the affordable housing sector	1.60 lakh houses	1000
5	1)Notice given for the assessment will be withdrawn in case of businessmen having annual turnover less than Rs.10 Crore 2)Deadlines and time limit of prohibition orders under VAT and central legal provisions which are ending during the lockdown period will be extended.	More than 85,000 taxpayers are benefitted	-

OUR COMPETITIVE STRENGTHS:

Ability to shape locations and redefine the surrounding real estate geography

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

Experienced Promoters and Management Expertise

Our Promoters and senior management team have significant experience in the Indian real estate industry, which enables us to identify suitable projects for developments. Mr. Ashishbhai Prafulbhai Patel, Managing Director is a Commerce Graduate and has over 30 years of experience in various aspects of real estate business. Our board also includes Jahnvi A. Patel, Niki P. Patel, Rajendra Bhansali, Jayantibhai Patel and Madhuben P. Patel all of whom are qualified and experienced professionals and lead distinct business aspects. Mr. Prafulbhai Patel holds a diploma in civil engineering. For further information, see "Our Management" on page 96.

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

Established brand and customer goodwill in the Ahmedabad Region

We believe that our numerous residential projects in the Ahmedabad region and our longstanding presence in these markets for over 30 years, has enabled us to establish Radhe as a well-known brand in these market. Many of our projects are distinctive residential offerings that results in significant brand recall in certain micro-markets of the Ahmedabad Region, and reflect our ability to identify and capitalize on emerging trends and customer preferences in the real estate sector. We believe that our brand, associated with distinctive construction quality, timely execution and customer satisfaction is reflected in various awards and recognitions.

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

Differentiated and diversified product offerings

We are among the prominent residential real estate developers in the Ahmedabad based on number of units currently being marketed in these regions. We are also among the leading residential real estate developers in the growing west side of Ahmedabad Region. We believe that our ability to deliver differentiated product offerings through a diversified range of luxurious projects supported by our technical and execution capabilities has enabled us to successfully grow our business.

Our luxurious projects in the Ahmedabad include Radiance Residency and Mandar Bungalows designed to offer privacy and a reserved environment. We believe that our luxurious residential projects with additional amenities and services have enabled us to maintain relatively superior margins compared to other projects in the mid-income affordable housing segment. We have developed a diversified portfolio of projects that include Plotting schemes as well as villa-style residential projects. We are currently developing Radhe Acre, a plotting scheme in shela-sanand, Ahmedabad with a Developable Area of 330,227 square meters (3,544,530 square feet). For further information on our ongoing projects, please refer to “*Business Operations*” on page 86.

Proven track record for development of quality projects

Through our longstanding presence in real estate development led by our experienced Promoters, we have a proven track record of execution of a range of residential projects. As of September 30, 2021, we had sold residential units with an aggregate Developable Area of 126,529 square meters (13,61,953 square feet) across 8 Completed Projects across the Ahmedabad markets. Our operations include the entire real estate development process, including identification and acquisition of land, project planning, design, construction management and project management. We believe that our proven track of timely completion and delivery of projects has been key to developing our brand and in ensuring consistent sales even in challenging market conditions in the real estate sector in India in the last three years.

Strong pipeline of projects

As of November 25, 2021, we had 3 Ongoing Projects, comprising 775,598 square meters (83,48,461 square feet) of Developable Area. Out of 3 Ongoing Projects, 1 is located in Ahmedabad, 1 in Gandhinagar and 1 in ehsana District. We also have 4 Forthcoming Projects comprising approx. 1,941,762 Sq. Mtrs. (209,00,935 square feet) of estimated Developable Area. Out of 4 Forthcoming Projects, 2 are located in Ahmedabad, 1 in Mehsana and 1 in U.P. Over the last decade locations such as Bopal, Shela, Vastral, Naroda have evolved significantly and have established social and physical infrastructure to support the rapid residential market growth in these locations. With the development near S.P. Ring Road, Ahmedabad and evolving commercial hubs within the area, these areas have gained significant importance. We believe that an aggregate Developable

Area in our Ongoing Projects and Forthcoming Projects provide significant opportunity for the monetization of our development activities.

Cordial relations with our customers and contractors

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

OUR BUSINESS STRATEGIES AND GROWTH PLANS

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

Location being one of the key determinants of long term growth potential in our industry, we believe in investing in potential locations with significant development prospects in the coming next five years. Our land reserves in the Gandhinagar-Ahmedabad-Mehsana Regions are geographically well distributed suburbs which we believe will give us the flexibility to cater to customers across income segments. We believe that the concentrated nature and extent of our land reserves will enable us to capture value created by our developments and realize the advantages of scale, including through the development of planned residential plots/units with supporting social amenities and infrastructure. We expect these residential units to grow and become self-sustaining communities which we believe will open various avenues of long term earnings potential for us. We are recently successfully running our Radhe Acre Project. For details on our projects, please to “Our business operations” on page no. 86 of this Draft Letter of Offer.

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

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

Focus on premium Residential Plotting Projects

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

Expand the Business in new location

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

Widen the type of project

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

Further, our Company has proposed to expand its business activities in the Hotel business by entering into strategic acquisition with GHK Hospitality and Infrastructures Limited. This proposal was approved via our Board of Directors via its resolution dated November 26, 2021. For details, please refer to the chapter titled “**Business Overview**” beginning on page no. 86 of this Draft Letter of Offer.

Development of projects through joint development Model

We utilize an outsourcing model that allows scalability and emphasizes quality construction. Our Management is well assisted by experienced project managers who oversee the functions of contractors. We also have strong and long-standing relationships with various contractors. The joint venture model enables us to focus on the core area of operations. As on date of filing this Draft Letter of Offer, our company has proposed to entered into a Joint Development Agreement/ Joint Venture Agreement with M/s Solitaire Realinfra Private Limited and M/s Pary Developers Private Limited for developed of approximately 30 Lakhs Sq. Ft. of lands in Greater Nodia, Uttar Pradesh. This proposal was approved via our Board of Directors via its resolution dated November 26, 2021. Both the parties are yet to enter into legal agreement with each other.

Focus on Performance and Project Execution

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

Continue our Focus on a Diversified Business Model

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

COMPETITION

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

COLLABORATIONS

The Company has so far not entered into any technical or financial or any other collaboration agreement till date except for collaborating with co-developers, for construction, development and operations of the residential, commercial and hospitality projects. However, we are under the process of entering in to the agreements with the respective parties.

SAFETY, HEALTH AND ENVIRONMENT

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

INSURANCE

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

INFORMATION TECHNOLOGY

We use information technology systems to enhance our performance and efficiency. We are in the process of implementing enterprise resource planning software across the various business functions in our Company to integrate systems among our departments, including engineering and accounting. We believe that this system will allow us to streamline our processes while enhancing our monitoring and control functions.

HUMAN RESOURCES/ EMPLOYEES

We believe that a team of committed and motivated employees is a key competitive advantage and will benefit us in our future growth and expansion. As of September 30, 2021, we had a total of 21 employees on the payroll of our Company. The table below shows the functional breakdown of our employees:

Function / Department	Number of Employees	Designation
Senior Management & KMP	1	Executive Directors
	5	CEO, CFO Company Secretary & Compliance Officer & Senior Managerial
	12	General Manager/ Managers / Officers / Executives
Supervisors	3	-
Total	21	

OUR PROPERTIES

Our registered office is located in 1st Floor, Chunibhai Chambers, B/h City Gold Cinema, Ashram Road, Ahmedabad – 380 009. We do not have a separate corporate office. Our registered office is owned by one of our Promoters, i.e., Mr. Prafulbhai C. Patel. Our Company has obtained an NOC from him for using the said premises as the registered office address for our company.

INTELLECTUAL PROPERTY

As on the date of this Draft Letter of Offer, the current logo of the Company belongs and is registered under the name of Radhe Developers (India) Limited, Certificate No. 1831252 Dated : 11/04/2018 Notified in Journal No : 1846. The said logo is being permitted till 15/12/2026 and to be used by our company.



Goods & Service Details

[CLASS : 37]

BUILDING CONSTRUCTION, REPAIR, INSTALLATION OF SERVICES.

OUR MANAGEMENT

Our Board of Directors

As per the Articles of Association and subject to the provisions of the Companies Act, our Company is required to have not less than three Directors and not more than fifteen Directors, unless otherwise determined by our Company through a special resolution. As on the date of this Draft Letter of Offer, our Board comprises of 6 (Six) Directors, of which 1 (one) Director is CEO & Managing Director, 2 (Two) Directors and 3 (Three) Directors are Independent Directors out of which 1 (One) is a woman Director. The composition of our Board is governed by the provisions of the Companies Act and the SEBI Listing Regulations and the norms of the code of corporate governance as applicable to listed companies in India.

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

Name, Designation/Occupation, Address, Din No., Date of Birth, Date of Appointment, Term of Office, Occupation, Nationality and PAN	Age (In Years)	Other Directorships
Mr. Ashishbhai Prafulbhai Patel* S/o. Mr. Prafulbhai Chunibhai Patel Date of Birth: December 24, 1970 Designation: Chairman, CEO & Managing Director Date of Appointment: Appointed as Promoter Director w.e.f. 03/02/1995; and change in designation as Managing Director w.e.f. 01/07/1995. Address: 02, Vithalbhai Patel Colony, Near Sardar Patel Colony, Naranpura, Ahmedabad - 380 013, Gujarat, India DIN: 00228026 Term: 5 years Occupation: Business Nationality: Indian PAN: ACTPP0045R	51	<ul style="list-style-type: none"> • Pratigna Properties Private Limited • Esaan Organizers Private Limited • Radhe Infrastructure and Projects (India) Limited • Akshaj Luxury Cars LLP
Mrs. Jahnvi Ashish Patel W/o. Mr. Ashishbhai Prafulbhai Patel Date of Birth: March 3, 1973 Designation: Non-Executive Director Date of Appointment: Appointed as Promoter Director w.e.f. 27/03/2015; regularization Non-Executive Director on w.e.f. 29/09/2015 Address: 02, Vithalbhai Patel Colony, Near Sardar Patel Colony, Naranpura, Ahmedabad - 380 013, Gujarat, India DIN: 00230301 Term: Retire by Rotation Occupation: Business Nationality: Indian PAN: ACTPP8343C	48	<ul style="list-style-type: none"> • Radhe Infrastructure and Projects (India) Limited • Shaival Infracon LLP
Mr. Alok Hrishikesh Vaidya S/o. Mr. Hrishikesh Madhusudan Vaidya Date of Birth: October 15, 1955 Designation: Non-Executive Director Date of Appointment: Appointed as Additional Director w.e.f. 14/03/2005; regularization Non-Executive Director on w.e.f. 31/08/2005 Address: 1, Amrashirish Bunglows, Near Prahaladnagar Garden, Ahmedabad - 380 015, Gujarat, India DIN: 00101864 Term: Retire by Rotation Occupation: Business	66	<ul style="list-style-type: none"> • Dwarkesh Realty Private Limited • Shree Dwarkesh Developers Private Limited • Aryanparv Realty LLP

Name, Designation/Occupation, Address, Din No., Date of Birth, Date of Appointment, Term of Office, Occupation, Nationality and PAN	Age (In Years)	Other Directorships
Nationality: Indian PAN: ABHPV0085E		
Mr. Bharat Sakarlal Pandya S/o. Mr. Sakarlal Vajaram Pandya Date of Birth: January 17, 1970 Designation: Independent Director Date of Appointment: Appointed as Independent Director on w.e.f. 23/05/2016 Address: 4, Yashpal Apartment, Near Prabhu Park, Behind Commerce College Hostel, Navrangpura, Ahmedabad – 380 060, Gujarat, India DIN: 07521459 Term: 5 years Occupation: Business Nationality: Indian PAN: AFXPP6717K	51	NIL
Mr. Tusharkumar Kalidas Patel S/o. Mr. Kalidas Joitaram Patel Date of Birth: January 9, 1988 Designation: Independent Director Date of Appointment: Appointed as Independent Director on w.e.f. 20/07/2018 Address: 6177, Laxmipura Vas, Soja, Kalol, Gandhinagar, Gujarat – 382 735, Gujarat, India DIN: 06915474 Term: 5 years Occupation: Service Nationality: Indian PAN: BERPP1668H	33	<ul style="list-style-type: none"> • KGMS Insurance Advisory Services Private Limited • Radhe Infrastructure And Projects (India) Limited
Mr. Rahul Krishkumar Mehra S/o. Mr. Krishkumar H. Mehra Date of Birth: December 26, 1970 Designation: Independent Director Date of Appointment: Appointed as Independent Director on w.e.f. 25/09/2021 Address: C-401, Gala Aura, South Bopal, Ahmedabad – 380 058, Gujarat, India DIN: 06577142 Term: 5 years Occupation: Business Nationality: Indian PAN: AGOPM5216G	51	NIL

* Mr. Ashishbhai Prafulbhai Patel has been appointed as Managing Director and Chief Executive Officer of our Company, for a period of five years with effect from January 01, 2021 by Board of Directors at its meeting held on June 22, 2020 subject to approval of shareholders at the ensuing general meeting of the Company

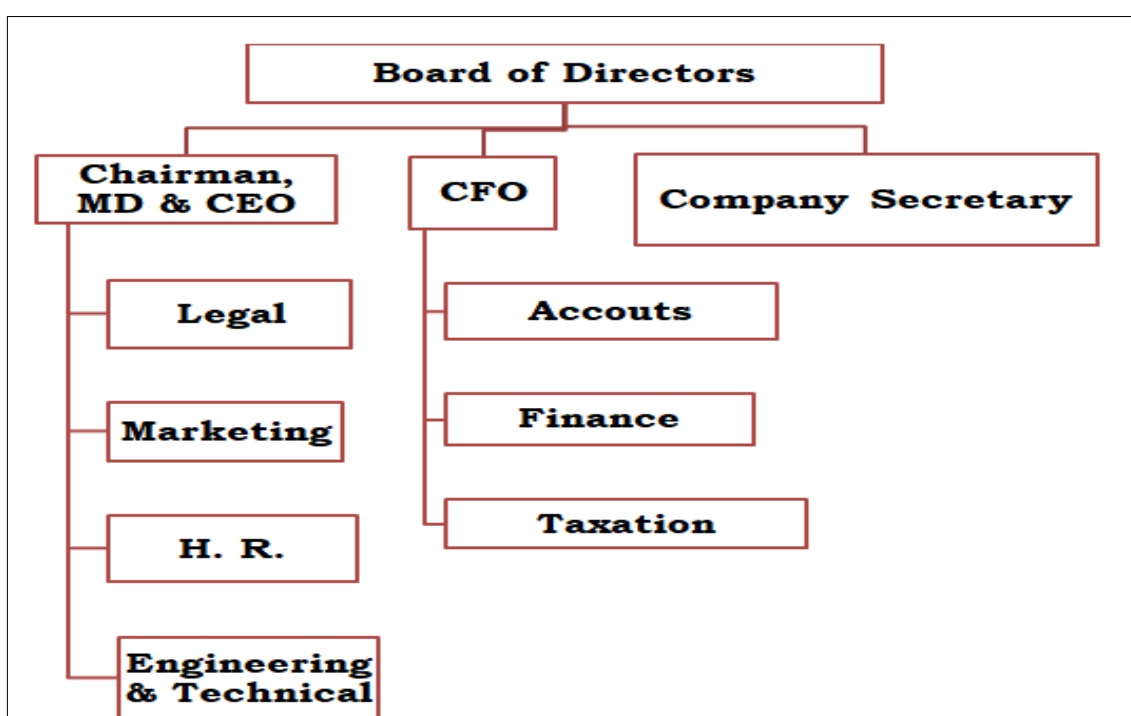
Confirmations

None of our Directors is or was a director of any listed company during the last five years preceding the date of filing of this Draft Letter of Offer, whose shares have been, or were suspended from being traded on any of the stock exchanges during the term of their directorship in such company.

Our Key Management Personnel and Senior Management Personnel

Name	Designation	Associated with Company Since
Mr. Ashishbhai Prafulbhai Patel	Chairman, CEO & Managing Director	Since Incorporation
Mr. Pranavbhai Jayprakashbhai Patel	Chief Financial Officer	October 31, 2014
Ms. Khyati Kanaiyalal Patel	Company Secretary & Compliance Officer	October 14, 2021

Management Organization Chart



SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

Sr. No.	Particulars	Page Number
1	Unaudited Financial Results for the nine months period ended September 30, 2021	100
2	Audited Financial Statements as at and for the year ended March 31, 2021	104

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H K Shah & Co.

CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM FINANCIAL RESULTS OF RADHE DEVELOPERS (INDIA) LIMITED

TO THE BOARD OF DIRECTORS OF RADHE DEVELOPERS (INDIA) LIMITED

1. We have reviewed the accompanying Statement of Unaudited Financial Results of RADHE DEVELOPERS (INDIA) LIMITED for the quarter and six months ended September 30, 2021 ("the Statement") being submitted by company to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. This Statement, which is the responsibility of the Management's and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information. Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

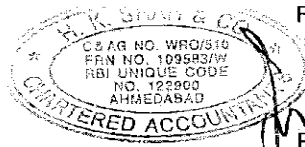
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Branch Offices | Gujarat, Maharashtra, Tamil Nadu &
Uttar Pradesh

4. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. Our opinion is not modified in respect of this matter.
6. Our conclusion on the Statement is not modified in respect of our reliance on the interim financial information certified by the Management.



FOR H. K Shah & Co.

Partner
Chartered Accountants
Membership No :
FRN No :
UDIN : 21106204AAAAEA2847

Place : Ahmedabad
Date : 16th October, 2021



RADHE DEVELOPERS (INDIA) LIMITED

Unaudited Financial Results for the Quarter and Half Year Ended on September 30, 2021

Sr. No	Particulars	Quarter Ended			Half Year Ended		Year Ended
		30/09/2021	30/06/2021	30/09/2020	30/09/2021	30/09/2020	31/03/2021
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	Revenue from operations	1,469.86	-	55.73	1,469.86	55.73	22.25
2	Other income	-	3.48	-	3.48	6.00	-
3	Total Income (1+2)	1,469.86	3.48	55.73	1,473.34	61.73	22.25
4	Expenses	-	-	-	-	-	-
	Cost of materials consumed	30.71	23.31	20.17	54.02	22.73	83.33
	Project Development Expenses	-	-	-	-	-	-
	Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	(18.39)	(23.31)	15.60	(41.70)	13.06	0.33
	Employee benefits expense	29.57	29.12	28.85	58.69	57.53	128.35
	Finance costs	0.56	0.70	1.08	1.26	2.28	4.06
	Depreciation and amortization expense	6.89	6.79	14.39	13.68	28.78	55.62
	Construction Expense	136.16	11.96	8.97	148.12	15.55	43.91
	Other expenses	67.30	29.74	25.78	97.04	45.37	106.92
	Total expenses (4)	252.80	78.31	114.84	391.11	190.36	392.52
5	Profit/(loss) before exceptional items and tax (1-4)	1,217.05	(74.83)	(59.11)	1,162.22	(128.63)	(370.27)
6	Exceptional items	-	-	-	-	-	-
7	Profit/(loss) before tax (5-6)	1,217.05	(74.83)	(59.11)	1,162.22	(128.63)	(370.27)
8	Tax expense	-	-	-	-	-	-
	Current tax	300.00	-	-	300.00	-	0.31
	Deferred tax	6.06	(1.72)	(1.03)	4.34	(1.54)	(12.75)
9	Profit (Loss) for the period from continuing operations (7-8)	911.00	(73.11)	(58.08)	837.89	(133.29)	(291.11)
10	Profit/(loss) from discontinued operations	-	-	-	-	-	-
11	Tax expense of discontinued operations	-	-	-	-	-	-
12	Profit/(loss) from Discontinued operations (after tax) (10-11)	-	-	-	-	-	-
13	Profit/(loss) for the period (9+12)	911.00	(73.11)	(58.08)	837.89	(133.29)	(291.11)
14	Other Comprehensive Income	-	-	-	-	-	-
	a. Items that will not be reclassified to profit or loss	-	-	-	-	-	0.23
	b. Income tax relating to items that will not be reclassified to profit & loss account	-	-	-	-	-	(0.07)
15	Total Comprehensive Income for the period (13+14)	911.00	(73.11)	(58.08)	837.89	(133.29)	(290.90)
	Paid-up equity share capital (Face Value of the Share Rs. 10/- each)	2,517.99	2,517.99	2,517.99	2,517.99	2,517.99	2,517.99
	Other Equity excluding Revaluation Reserve	-	-	-	-	-	401.75
16	Earnings per equity share (for continuing operation):	-	-	-	-	-	-
	Basic	3.62	(0.29)	(0.23)	3.33	(0.53)	(1.18)
	Diluted	3.62	(0.29)	(0.23)	3.33	(0.53)	(1.18)
17	Earnings per equity share (for discontinued operation):	-	-	-	-	-	-
	Basic	-	-	-	-	-	-
	Diluted	-	-	-	-	-	-
18	Earnings per equity share (for continuing & discontinued operation):	-	-	-	-	-	-
	Basic	3.62	(0.29)	(0.23)	3.33	(0.53)	(1.18)
	Diluted	3.62	(0.29)	(0.23)	3.33	(0.53)	(1.18)



FOR H. K. Shah & Co.

Partner
Chartered Accountants
Membership No:
FRN No:
UDIN: 21106204AAAAE02847

Regd. Office: 1st Floor, Chunibhai Chambers, B/h. City Gold Cinema, Ashram Road, Ahmedabad - 380 009, India.
Phone: + 91-79-26583381 | E-Mail: info@radheinfra.com | Website: www.radhedevelopers.com
CIN: L45201GJ1995PLC024491



RADHE DEVELOPERS (INDIA) LIMITED

Notes:

1. The aforesaid Financial Results for the quarter ended September 30, 2021 have been reviewed by the Audit Committee and subsequently approved by the Board of Directors at its Meeting held on Thursday, October 14, 2021.
2. The aforesaid Financial Results for the quarter ended September 30, 2021 have been prepared in accordance with Companies (Indian Accounting Standard) Rule, 2015 as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and in terms of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. In line with Ind AS - 108 Operating Segments and basis of the review of operations being done by the Senior Management, the operations of the group fall under the Construction business which is considered to be the only reportable segment by the management.
4. Effective April 1, 2018, the Company has adopted Amended Ind AS 115. The adoption of the standard did not have any material impact to the financial statements of the Company.
5. The figures for the corresponding previous period have been restated / regrouped wherever necessary, to make them comparable.

For, Radhe Developers (India) Limited,

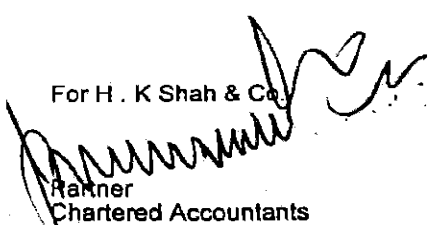

Ashish Patel
CEO & Managing Director
DIN: 00228026



Date: October 14, 2021-
Place: Ahmedabad



For H. K. Shah & Co.


Partner
Chartered Accountants
Membership No.: 106204
FRN No : 109583W
Place : Ahmedabad
Date : 16/10/2021

Regd. Office : 1st Floor, Chunibhai Chambers, B/h. City Gold Cinema, Ashram Road, Ahmedabad - 380 009, India.
Phone : + 91-79-26583381 | E-Mail : info@radheinfra.com | Website : www.radhedevelopers.com
CIN : L45201GJ1995PLC024491

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE
(Pursuant to Schedule V (E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members

Radhe Developers (India) Limited

We, Chandabhoy & Jassoobhoy, Chartered Accountants, the Statutory Auditors of Radhe Developers (India) Limited ('the Company') have examined the compliance of conditions of Corporate Governance by the Company for the year ended March 31, 2021 as stipulated in Regulation 17 to 27, clause (b) to (i) of Regulation 46(2) and paragraphs C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

Management's Responsibility

The compliance of the conditions of Corporate Governance is the responsibility of the management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

Auditor's Responsibility

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

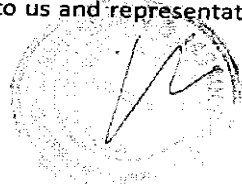
We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

Based on our examination of the relevant records and according to the information and explanations provided to us and representations provided by the Management, we certify that the Company has



complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27, clause (b) to (i) of Regulation 46(2) and paragraphs C and D of Schedule V of the Listing Regulations during the year ended March 31, 2021.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.



For Chandabhoy & Jassoobhoy
Chartered Accountants
FRN No. 101648W

Nimai Shah

UDIN: 21100932AAACHN4606

Date : 11th June, 2021
Place : Ahmedabad

Nimai Shah
Partner
Membership No: 100932

CHANDABHOY & JASSOOBHOY
CHARTERED ACCOUNTANTS

605-606-607, SILVER OAKS,
NEAR MAHALAXMI CHAR RASTA,
PALDI,
AHMEDABAD 380 007
Telephone Nos. 26586063
26586069
Fax: (079) 26586063
E-mail: cnjabd@gmail.com

INDEPENDENT AUDITOR'S REPORT

To the members of RADHE DEVELOPERS (INDIA) LIMITED

Report on the Audit of the Standalone Financial Statements

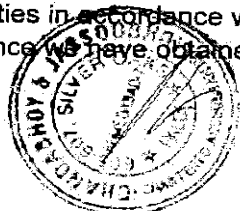
Opinion

We have audited the accompanying standalone financial statements of **RADHE DEVELOPERS (INDIA) LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2021, the statement of Profit and Loss (including other comprehensive income), the statement of changes in equity and statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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



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

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

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

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

Emphasis on matter

We draw attention to Note No. 43(II) to the standalone financial statements, as regarding management evaluation of COVID-19 impact on the future performance of the company.

Our opinion is not modified in respect of this matter.

Management's responsibility for the Standalone Financial Statements

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

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

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



Auditor's Responsibilities for the Audit of the Financial Statements

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".



g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

UDIN: 21100932AAACHN6370

Place : Ahmedabad

Date : 11th June, 2021



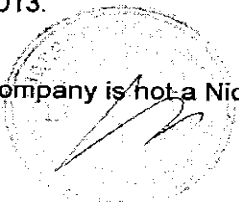
For Chandabhoj & Jassoobhoj

[Signature]

Partner
Chartered Accountants
Membership No. 100932
Firm Regn. No. 101648W

"ANNEXURE A" REFERRED TO IN THE AUDITORS REPORT TO THE MEMBERS OF RADHE DEVELOPERS (INDIA) LIMITED FOR THE YEAR ENDED 31ST MARCH, 2021

- i. The Company has maintained proper records showing full particulars including quantitative details and situation of the fixed assets. The management has certified the physical verification of the fixed assets at reasonable intervals. No significant discrepancy was noticed on such verification. The Company does not own any immovable property classified as fixed assets.
- ii. The stock of goods has been physically verified during the year at reasonable intervals by the management. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been properly dealt with in the books of account.
- iii. The Company has not granted any loans to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- iv. In respect of loans, investments, guarantees and security, the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- v. The Company has not accepted any deposits within the meaning of section 73 to 76 or any other relevant provisions of the Companies Act, 2013.
- vi. The maintenance of cost records has not been specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013.
- vii. To the best of our knowledge and according to the information and explanations given to us, the Company has been generally regular in depositing the undisputed statutory dues consisting of Provident fund, Employees' state insurance, income tax, sales tax, service tax, customs duty, excise duty, value added tax, cess and other statutory dues with the appropriate authorities. There are no dues in respect of income tax, sales tax, service tax, customs duty, excise duty or value added tax which have not been deposited on account of any dispute.
- viii. The Company has not defaulted in repayment of loans or borrowings to a financial institutions, bank, Government or dues to debenture holders.
- ix. In our opinion, the money raised by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purpose for which those were raised.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or any fraud on the Company by its officers and employees has been noticed or reported during the year.
- xi. The managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii. The Company is not a Nidhi Company as defined in section 406 of the Companies Act, 2013.



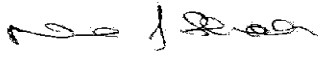
- xiii. In our opinion, all transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv. In case of non-cash transactions with directors or persons connected with him, if any, the provisions of section 192 of the Companies Act, 2013 have been complied with.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

UDIN: 21100932AAA CHN 6376

Place : Ahmedabad
Date : 11th June, 2021



For Chandabhoj & Jassoobhoj


Partner
Chartered Accountants
Membership No. 100932
Firm Regn. No. 101648W

"ANNEXURE B" REFERRED TO IN THE AUDITORS REPORT TO THE MEMBERS OF RADHE DEVELOPERS (INDIA) LIMITED FOR THE YEAR ENDED 31ST MARCH, 2021

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

We have audited the internal financial controls over financial reporting of **RADHE DEVELOPERS (INDIA) LIMITED** ("the Company") as of 31st March, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

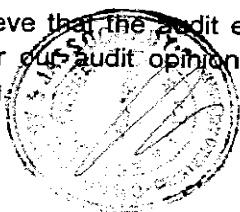
The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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



Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.


Place : Ahmedabad
Date : 11th June, 2021

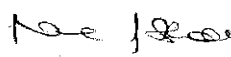
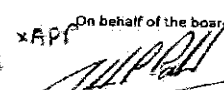
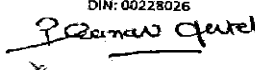
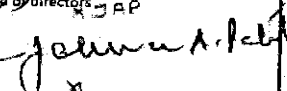



For Chandabhoj & Jassoobhoj

[Signature]

**Partner
Chartered Accountants
Membership No. 100932
Firm Regn. No. 101648W**

<p align="center">Radhe Developers (India) Limited CIN No. - L45201GJ1995PLC024491 Registered office - 1st Floor, Chunibhai Chambers, behind City Gold Cinema, Ashram Road, Ahmedabad-380009 Website - www.radhedevelopers.com, Email - secretarial@radheinfra.com, Telephone - 79-25583381</p>			
Standalone Balance Sheet as at 31st March, 2021			
Particulars	Notes	As at 31st March, 2021	As at 31st March, 2020
ASSETS			
Non-current assets			
Property Plant and Equipment	5	14,200,491	30,416,565
Other Intangible assets	5	52,740	-
Financial Assets			
Investments		-	-
Loans			
Other Financial Assets	6	69,537,742	79,758,140
Deferred tax assets (net)	25	5,527,201	4,352,152
Non-current Tax Assets (Net)	25	11,684,925	11,664,737
Other non-current assets	7	158,362,947	115,871,643
Current assets			
Inventories	8	196,307,856	196,340,679
Financial Assets			
Trade receivables	9	50,000	50,000
Cash and cash equivalents	10	4,143,599	2,694,060
Other Balances with Bank	11	1,090,577	1,090,577
Loans	12	111,947,750	151,947,750
Other Financial Assets	13	293,394	293,394
Other current assets	14	9,695,095	6,145,359
Total Assets		582,894,317	600,625,056
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	15	251,799,000	251,799,000
Other Equity	16	40,176,194	69,266,407
LIABILITIES			
Non-current liabilities			
Financial Liabilities			
Borrowings	17	817,029	5,213,372
Other Financial Liabilities	18	112,112	112,112
Provisions	19	2,085,509	1,831,286
Current liabilities			
Financial Liabilities			
Borrowings	20	1,836,758	5,822,258
Trade Payables			
Total outstanding due of			
(A) Micro enterprises and small enterprises	21	268,174	148,600
(B) Creditors other than micro enterprises and small enterprises	21	8,206,171	5,795,845
Other Financial Liabilities	22	7,951,347	5,656,751
Other current liabilities	23	269,292,321	254,652,271
Provisions	24	349,700	327,153
Current Tax Liabilities (Net)	25	-	-
Total Equity and Liabilities		582,894,316	600,625,056
<p>Significant Accounting policies and notes forming part of Accounts 1 to 43</p> <p>The accompanying notes are an integral part of the financial statements. As per our Report of even date annexed For CHANDABHOY & JASSOOBHOY Chartered Accountants FRN No. 101648W</p> <p>Nimai Shah Partner M No : 100932</p> <p>Place : Ahmedabad Date : 11th June, 2021</p> <p>UDIN: 21100932AAAACHN6370</p>			
<p align="center">  </p> <p align="center"> X APP Ashish Patel CEO & MD DIN: 00228026 Pranav Patel Chief Financial Officer </p> <p align="center"> On behalf of the board of directors X JAP Jahnvi Patel Director DIN: 00230301 Dipen Dalal Company Secretary </p> <p align="right"> Place : Ahmedabad Date : 11th June, 2021 </p>			

Radhe Developers (India) Limited CIN No. - I45201GJ1995PLC024491 Registered office - 1st Floor, Chunibhai Chambers, behind City Gold Cinema, Ashram Road, Ahmedabad-380009 Website - www.radhedevelopers.com, Email - secretarial@radheinfra.com, Telephone - 79-26583381			
Statement Of Standalone Audited Financial Results For the Year Ended 31st March, 2021 (Amount in Rupees)			
Particulars	Notes	For the Year Ended 31st March 2021	For the Year Ended 31st March 2020
INCOME			
Revenue from operations	27	8,884,700	38,646,950
Other income	28	150	63,856
TOTAL INCOME		8,884,850	38,710,806
EXPENSES			
Cost of materials consumed	29	6,332,601	9,776,595
Purchase and Project Development Expenses	30	4,390,537	9,680,301
Changes in inventories of Land and Construction work in progress	31	32,823	9,990,653
Employee benefits expense	32	11,835,112	11,825,537
Finance costs	33	405,641	383,922
Depreciation and amortization expense	34	5,562,465	5,945,668
Other expenses	35	10,692,472	10,821,356
TOTAL EXPENSES		39,251,651	58,424,033
Profit/(loss) before exceptional items and tax		(30,366,801)	(19,713,227)
Exceptional items		-	-
Profit/(loss) before tax		(30,366,801)	(19,713,227)
Tax expense:			
Current tax	25	(81,063)	-
Deferred tax	25	(1,175,049)	(629,758)
Profit (Loss) for the period from continuing operations		(29,110,689)	(19,083,469)
Profit/(loss) from discontinued operations		-	-
Tax expense of discontinued operations		-	-
Profit/(loss) from Discontinued operations (after tax)		-	-
Profit/(loss) for the period		(29,110,689)	(19,083,469)
Other Comprehensive Income			
A. Items that will not be reclassified to profit or loss:			
Re-measurement gain / (loss) on defined benefit plans	26	27,671	525
Income tax effect on above	25	(7,194)	(137)
B. Items that will be reclassified to profit or loss:			
Income tax relating to items that will be reclassified to profit or loss		-	-
Total Comprehensive Income for the period		(29,090,213)	(19,083,080)
Earnings per equity share (for continuing operation):			
Basic		(1.16)	(0.76)
Diluted		(1.16)	(0.76)
Earnings per equity share (for discontinued operation):			
Basic		-	-
Diluted		-	-
Earnings per equity share (for continuing & discontinued operation):			
Basic		(1.16)	(0.76)
Diluted		(1.16)	(0.76)
The accompanying notes are an integral part of the financial statements. As per our Report of even date annexed For CHANDABHOY & JASSOORBHAI Chartered Accountants FRN No. 101648W  Nimal Shah Partner M No : 100932 Place : Ahmedabad Date : 11th June, 2021 UDIN: 21100932AAACHN6370			
On behalf of the board of directors  Ashish Patel CEO & MD DIN: 00228026  Pranav Patel Chief Financial Officer Place : Ahmedabad Date : 11th June, 2021  Jahnvi Patel Director DIN: 00230301  Dipen Dalai Company Secretary			

Radhe Developers (India) Limited

CIN No. - L45201GJ1995PLC024491

Registered office - 1st Floor, Chuni'hai Chambers, behind City Gold Cinema, Ashram Road, Ahmedabad-380009

Website - www.radhedevelopers.com,

Email - secretarial@radheinfra.com,

Telephone - 79-26583381

CASH FLOW STATEMENT FOR THE YEAR ENDING ON 31ST MARCH, 2021

(Amount in rupees)

Particulars	2020-21	2019-20
A: Cash from Operating Activities :		
Net Profit before Taxation	(30,366,801)	(19,713,227)
Adjustment for :		
Re-measurement gain / (loss) on defined benefit plans	27,671	525
Depreciation	5,562,465	5,945,668
Prior Period Expenses / (Income)	-	-
Loss on Sale of Assets	2,466,734	-
Loss / (Profit) on Sale of Investments	-	-
Interest Paid	405,641	383,922
Excess/Short Provision of Income Tax	73,869	-
Dividend Income	-	-
	8,536,380	6,330,115
Operating Profit Before Working Capital changes :	(21,830,421)	(13,383,111)
Adjustment for :		
Inventory	32,823	9,990,653
Trade Receivables	-	100,000
Long Term Loans and Advances	(32,270,906)	(1,341,566)
Other Bank Balances	-	-
Current Assets and Short Term Loans & Advances	36,450,265	(11,237,002)
Trade Payables	2,529,900	(139,535)
Other Long Term Liabilities	254,223	289,224
Tax liabilities	(20,188)	(228,187)
Other Current Liability	16,957,192	14,589,128
	23,933,309	12,022,714
Cash Generated From Operations	2,102,888	(1,360,397)
Income Tax Paid	-	-
Cash from Operating Activity	2,102,888	(1,360,397)
B: Cash Flow From Investment Activities :		
Purchase of Fixed Assets	(505,863)	(9,451,638)
Sale of Fixed Assets	8,640,000	-
Purchase of Investments	-	-
Sale of Investments	-	-
Dividend Received	-	-
Purchase of Investments	-	-
Net Cash from Investment Activities	8,134,137	(9,451,638)
C: Cash Flow From Financing Activities :		
Proceeds from Issue of Equity Capital	-	-
Share Application Money Received	-	-
Repayment of Long Term Borrowings	(4,396,343)	5,213,372
Proceeds from Short Term Borrowings (Net)	(3,985,500)	4,484,816
Interest Paid	(405,641)	(383,922)
Dividend Paid	-	-
Net Cash from Financing Activities	(8,787,484)	9,314,266
Net Increase in Cash & Cash Equivalents (A+B+C)	1,449,539	(1,497,769)
Cash & Cash Equivalents at the Beginning	2,694,060	4,191,828
Cash & Cash Equivalents at the End	4,143,599	2,694,060



Notes :

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

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

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

Particulars	As at 31st March, 2020	Cash flows	As at 31st March, 2021
Borrowings - Non Current	-	-	-
Borrowings - Current	5,822,258	(3,985,500)	1,836,758

	As at 31st March, 2021	As at 31st March, 2020
1 A) Components of cash & cash equivalents		
Cash on hand	4,012,934	2,588,260
Cheques on hand	-	-
Balances with banks	-	-
- In Current accounts	130,665	105,800
Cash & cash equivalents as above	4,143,599	2,694,060

As per our Report of even date annexed
For CHANDABHOY & JASSOOBHOY
Chartered Accountants
FRN No. 101648W

Nimai Shah
Partner
M No : 100932

Place : Ahmedabad
Date : 11th June, 2021



x P.P.P

On behalf of the board of directors

x J.P.P

Ashish Patel
CEO & MD
DIN: 00228026

Jahnavi Patel
Director
DIN: 00230301

Pranav Patel
Chief Financial Officer

Dipen Dalal
Company Secretary

Place : Ahmedabad
Date : 11th June, 2021

Radhe Developers (India) Limited

CIN No. - L45201GJ1985PLC024491

Standalone statement of changes in equity for the year ended on March 31, 2021

A. Equity share capital

Particulars	Amount
Balance as at April 1, 2019	251,799,000
Changes in Equity share capital during the year	-
Balance as at March 31, 2020	251,799,000
Balance as at March 31, 2020	251,799,000
Changes in Equity share capital during the year	-
Balance as at March 31, 2021	251,799,000

a. Other equity

Particulars	Attributable to the equity holders of the Company			(In rupees)
	Reserve and Surplus			Total
	General Reserve	Security premium	Retained Earnings	
Balance as at April 1, 2019	2,500,000	120,000,000	-34,150,513	88,349,487
Profit for the year			-19,083,469	-19,083,469
Items of OCI, net of tax			0	0
Re-measurement losses on defined benefit plans			389	389
Balance as at March 31, 2020	2,500,000	120,000,000	-53,233,593	69,266,407
Balance as at April 1, 2020	2,500,000	120,000,000	-53,233,593	69,266,407
Profit for the year			-29,110,689	-29,110,689
Items of OCI, net of tax			0	0
Re-measurement losses on defined benefit plans			20,477	20,477
Balance as at March 31, 2021	2,500,000	120,000,000	-82,323,806	40,176,194

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

As per our Report of even date annexed

For CHANDABHOY & JASSODRIHOY

Chartered Accountants

FRN No. 101648W

 Nimal Shah
Partner
M No : 100932

 Place : Ahmedabad
Date : 11th June, 2021


On behalf of the board of directors

XAPP

XJAP

 Ashish Patel
CEO & MD
DIN: 00228026

 Pranav Patel
Chief Financial Officer

 Place : Ahmedabad
Date : 11th June, 2021

 Jahnavi Patel
Director
DIN: 00230301

 Dipen Dalal
Company Secretary

1 CORPORATE INFORMATION

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

2 SIGNIFICANT ACCOUNTING POLICIES

2.1 Statement of compliance:

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

2.2 Basis of Preparation of Financial Statements:

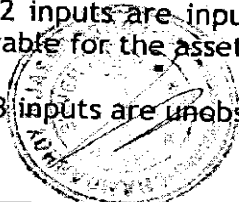
The financial statements have been prepared on going concern, accrual basis and on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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

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

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



The principal accounting policies are set out below.

2.3 Revenue Recognition:

The Ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) Amendment Rules, 2017 and Companies (Indian Accounting Standards) Amendment Rules, 2018 amending the following standard:

Ind AS 115 Revenue from contracts with customers

Ind AS 115 was issued on 29 March 2018 and establishes a five-step model to account for revenue arising from contracts with customers.

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

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

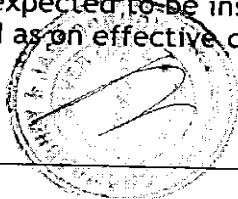
The new revenue standard will supersede all current revenue recognition requirements under Ind AS and the guidance note of real estate issued by ICAI

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

The standard permits two possible methods of transition:

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

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



Radhe Developers (India) Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021.

Continued.....

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

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

b) Interest income

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

2.4 Employee Benefits:

Retirement benefit costs and termination benefits

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

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

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

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

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

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

Short-term and other long-term employee benefits

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

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

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

2.5 Taxation:

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

Current tax

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

Deferred tax

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

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

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

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

Current and deferred tax for the year

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

2.6 Property, plant and equipment:

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

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

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

Deemed cost on transition to Ind AS

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

2.7 Impairment of tangible assets:

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

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments

of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

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

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

2.8 Inventory:

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

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

2.9 Financial Instruments

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

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

2.10 Financial assets

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

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

Classification of financial assets

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

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

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

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

- The asset is held within a business model whose objective is achieved both by collecting Contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

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

Effective interest method

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

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

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

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

Radhe Developers (India) Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021.

Continued.....

cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

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

Impairment of financial assets

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

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

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

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

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable

Radhe Developers (India) Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021.

Continued.....

information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

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

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

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

Derecognition of financial assets

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

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

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

2.11 Financial liabilities

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

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies,

financial guarantee contracts issued by the Company, and commitments issued by the Company to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

Financial liabilities subsequently measured at amortized cost

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

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

Financial guarantee contracts

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

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

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

Derecognition of financial liabilities

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

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

Radhe Developers (India) Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021.

Continued.....

2.12 Cash Flow Statement:

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

2.13 Cash and Cash Equivalents:

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

2.14 Borrowing Cost

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

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

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

2.15 Foreign Currency Transaction

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

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

2.16 Segment Reporting

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

2.17 Earnings Per Share:

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders after deducting preference dividends and



Radhe Developers (India) Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021.

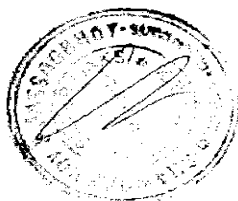
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attributable taxes by the weighted average number of equity shares outstanding during the year.

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

2.18 Use of Estimates

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



Radhe Developers (India) Limited

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NOTE 3: KEY ACCOUNTING ESTIMATES**a) Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value are measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments.

b) Impairment of non-financial assets

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

c) Taxes

Deferred tax assets are recognised for unused tax credits to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

d) Defined benefit plan

The cost of the defined benefit plans and other post-employment benefits and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

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

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



NOTE 4: RECENT ACCOUNTING PRONOUNCEMENTS AND ITS EFFECT ON FINANCIALS

Ind AS 116 Leases :

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

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

- 1> Full retrospective - Restrospectively to each prior period presented applying Ind AS 8 Accounting policies, Changes in accounting estimates and errors
 - 2> Modified retrospective - Restrospectively, with the cumulative effect of initially applying the standard recognized at the date of initial application
- Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:
- > Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application or
 - > An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS 17 immediately before the date of initial application.

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

Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments

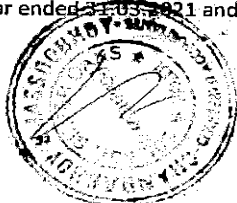
On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over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

The standard permits two possible method of transition :

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

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

The Company has elected to exercise the option permitted under section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance 2019. Accordingly, the Company has recognised provision for the income tax for the year ended 31.03.2021 and re-measured its Deferred Tax Assets based on rate prescribed in the said section.



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Notes Forming part of Financial Statements for the year ended 31st March, 2021**NOTE 5. PROPERTY, PLANT AND EQUIPMENT AND OTHER INTANGIBLE ASSETS**

Particulars	Property, Plant & Equipments							Other Intangible Assets	
	Plant and Machinery	Furniture and fixtures	Vehicles	Office equipment	Computers	Electrical Installations	Total	Computer Software	Total
Year Ended 31st March, 2020							-		-
Gross Carrying Value							-		-
Opening Gross Carrying Amount	50,386	5,101,649	34,485,945	67,889	937,517	693,202	41,336,588	430,000	430,000
Addition during the year	-	-	9,365,689	-	85,949	-	9,451,638	-	-
Deduction during the year	-	-	-	-	-	-	-	-	-
Closing Gross Carrying Value	50,386	5,101,649	43,851,634	67,889	1,023,466	693,202	50,788,226	430,000	430,000
Accumulated Depreciation							-		-
Opening Accumulated Depreciation	19,199	1,524,977	11,832,112	32,087	805,121	284,557	14,498,053	357,939	357,939
Depreciation During the Year	6,400	503,384	5,219,744	3,912	60,510	79,657	5,873,607	72,061	72,061
Deduction during the year	-	-	-	-	-	-	-	-	-
Closing Accumulated Depreciation	25,599	2,028,361	17,051,856	35,999	865,631	364,214	20,371,660	430,000	430,000
Net Carrying Amount	24,787	3,073,288	26,799,778	31,890	157,835	328,988	30,416,565	-	-
Year Ended 31st March, 2021							-		-
Gross Carrying Value							-		-
Opening Gross Carrying Amount	50,386	5,101,649	43,851,634	67,889	1,023,466	693,202	50,788,226	430,000	430,000
Addition during the year	-	341,753	-	101,610	-	-	443,363	62,500	62,500
Deduction during the year	-	-	22,714,821	-	-	-	22,714,821	-	-
Closing Gross Carrying Value	50,386	5,443,402	21,136,813	169,499	1,023,466	693,202	28,516,768	492,500	492,500
Accumulated Depreciation							-		-
Opening Accumulated Depreciation	25,599	2,028,361	17,051,856	35,999	865,631	364,214	20,371,660	430,000	430,000
Depreciation During the Year	6,399	506,928	4,937,972	11,190	41,527	48,689	5,552,705	9,760	9,760
Deduction during the year	-	-	11,608,088	-	-	-	11,608,088	-	-
Closing Accumulated Depreciation	31,998	2,535,289	10,381,740	47,189	907,158	412,903	14,316,277	439,760	439,760
Net Carrying Amount	18,388	2,908,113	10,755,073	122,310	116,308	280,299	14,200,491	52,740	52,740

Radhe Developers (India) Limited

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Notes Forming part of Financial Statements for the year ended 31st March, 2021**NOTE: 6 OTHER NON CURRENT FINANCIAL ASSETS**

Particulars	As at 31st March, 2021	As at 31st March, 2020
Unsecured, considered good		
Society Deposit	58,216,197	69,436,595
Security Deposits	1,321,545	321,545
Other Financial Assets	10,000,000	10,000,000
Total	69,537,742	79,758,140

NOTE: 7 OTHER NON CURRENT ASSETS

Particulars	As at 31st March, 2021	As at 31st March, 2020
Advances for Land	104,368,303	106,876,999
Capital Advances	1,800,000	1,800,000
Prepaid expenses	14,228	14,228
Long Term Advances	52,180,416	7,180,416
Total	158,362,947	115,871,643

NOTE: 8 INVENTORIES

Particulars	As at 31st March, 2021	As at 31st March, 2020
Work in progress	162,827,664	157,299,129
Finished Goods	33,480,192	39,041,550
Total	196,307,856	196,340,679

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

NOTE: 9 TRADE RECEIVABLES

Particulars	As at 31st March, 2021	As at 31st March, 2020
Unsecured, considered good	50,000	50,000
Total	50,000	50,000

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



NOTE: 10 CASH AND CASH EQUIVALENTS

Particulars	As at 31st March, 2021	As at 31st March, 2020
Balances with banks		
-in Current Accounts	103,404	78,539
Debit balance in BOI term loan account	27,261	27,261
Cash on hand	4,012,934	2,588,260
Total	4,143,599	2,694,060

NOTE: 11 OTHER BALANCES WITH BANKS

Particulars	As at 31st March, 2021	As at 31st March, 2020
Under attachment by Income tax Department	1,090,577	1,090,577
Total	1,090,577	1,090,577

NOTE: 12 CURRENT LOANS

Particulars	As at 31st March, 2021	As at 31st March, 2020
Unsecured, considered good		
- Loans to others	111,947,750	151,947,750
Total	111,947,750	151,947,750

NOTE: 13 OTHER CURRENT FINANCIAL ASSETS

Particulars	As at 31st March, 2021	As at 31st March, 2020
Landmark Cars Private Limited	293,394	293,394
Total	293,394	293,394

NOTE: 14 OTHER CURRENT ASSETS

Particulars	As at 31st March, 2021	As at 31st March, 2020
Unsecured, considered good		
Advance to Suppliers		
-Considered good	1,716,879	728,398
Balance with Revenue Authorities	7,038,638	4,416,753
Prepaid Expenses	237,753	342,883
Advances to Employees	701,825	657,325
Total	9,695,095	6,145,359



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Notes Forming part of Financial Statements for the year ended 31st March, 2021**NOTE: 15 SHARE CAPITAL**

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	No.	Amount in rupees	No.	Amount in rupees
AUTHORISED				
Equity shares of Rs. 10/- each	31,000,000	310,000,000	31,000,000	310,000,000
	31,000,000	310,000,000	31,000,000	310,000,000
ISSUED, SUBSCRIBED AND FULLY PAID UP				
At the beginning of the year	25,179,900	251,799,000	25,179,900	251,799,000
Add: Shares issued during the year	-	-	-	-
Equity shares at the end of the year	25,179,900	251,799,000	25,179,900	251,799,000

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

Name of the shareholder	As at 31st March, 2021		As at 31st March, 2020	
	No. Of shares	% of holding	No. Of shares	% of holding
Jahnvi Patel	6522935	25.91%	6442367	25.59
Ashish Patel	4272601	16.97%	4272601	16.97
Uday Bhatt	2100000	8.34%	2100000	8.34

15.2 Rights, Preferences and restrictions attached to equity shares

The company has one class of equity shares having a par value of Rs. 10 each. Each shareholder is eligible for one vote per share held. The dividend proposed by board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of Liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.



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Notes Forming part of Financial Statements for the year ended 31st March, 2021**NOTE: 16 OTHER EQUITY**

Particulars	As at 31st March, 2021	As at 31st March, 2020
(a) Security Premium		
At the beginning of the year	120,000,000	120,000,000
Add: Addition during the year		
Less: Deduction made during the year		
Balance at the end of the year	120,000,000	120,000,000
(b) General Reserve		
At the beginning of the year	2,500,000	2,500,000
Add: Addition during the year		
Less: Deduction made during the year		
Balance at the end of the year	2,500,000	2,500,000
(c) Profit & Loss		
At the beginning of the year	(53,233,593)	(34,150,513)
Add: Addition during the year	(29,090,213)	(19,083,080)
Less: Transferred to General Reserve		
Balance at the end of the year	(82,323,806)	(53,233,593)
Total	40,176,194	69,266,407

NOTE: 17 NON CURRENT BORROWINGS

Particulars	As at 31st March, 2021	As at 31st March, 2020
Loans (Secured)		
From Banks	817,029	5,213,372
Total	817,029	5,213,372

NOTE: 18 OTHER NON CURRENT FINANCIAL LIABILITIES

Particulars	As at 31st March, 2021	As at 31st March, 2020
Security Deposits	112,112	112,112
Total	112,112	112,112

NOTE: 19 NON CURRENT PROVISIONS

Particulars	As at 31st March, 2021	As at 31st March, 2020
Provision for Employee benefits		
-Gratuity	2,085,509	1,831,286
Total	2,085,509	1,831,286

NOTE: 20 CURRENT BORROWINGS

Particulars	As at 31st March, 2021	As at 31st March, 2020
UNSECURED LOANS		
(a) Loans from directors	1,836,758	5,822,258
Total	1,836,758	5,822,258



NOTE: 21 TRADE PAYABLES		
Particulars	As at 31st March, 2021	As at 31st March, 2020
Outstanding due to micro and small enterprises	268,174	148,600
Outstanding due to creditors other than micro and small enterprises	8,206,171	5,795,845
Total	8,474,345	5,944,445
21.1 Includes payables to related parties	Nil	Nil
NOTE: 22 OTHER CURRENT FINANCIAL LIABILITIES		
Particulars	As at 31st March, 2021	As at 31st March, 2020
Current maturities of secured long-term debts from banks	2,302,096	-
Salaries and Wages payable	771,091	778,591
Customer Booking Refundable	4,878,160	4,878,160
Total	7,951,347	5,656,751
NOTE: 23 OTHER CURRENT LIABILITIES		
Particulars	As at 31st March, 2021	As at 31st March, 2020
Booking Advance received from customers	269,017,790	254,304,064
Statutory Dues	274,531	348,207
Total	269,292,321	254,652,271
NOTE: 24 CURRENT PROVISIONS		
Particulars	As at 31st March, 2021	As at 31st March, 2020
Provision for Employee benefit expense		
Gratuity	86,366	53,475
PF Contribution	18,081	17,936
ESIC Contribution	5,463	4,802
Bonus	239,790	250,940
Total	349,700	327,153



NOTE: 25 COMPONENTS OF INCOME TAX EXPENSE

The major component of Income tax expense for the year ended on March 31, 2021 and March 31, 2020 are as follows:

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Statement of Profit and Loss		
Current tax		
Current income tax	-	-
Adjustment of tax relating to earlier periods	-	-
Deferred tax		
Deferred tax expense	(1,175,049)	(629,758)
MAT credit entitlement		
	<u>(1,175,049)</u>	<u>(629,758)</u>
Other comprehensive income		
Deferred tax on		
Net loss/(gain) on actuarial gains and losses	7,194	137
Debt instruments carried at FVTOCI		
	<u>7,194</u>	<u>137</u>
Income tax expense as per the statement of profit and loss	<u>(1,167,854)</u>	<u>(629,622)</u>

2 Reconciliation of effective tax

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Profit before tax from continuing and discontinued operations	(30,366,801)	(19,713,227)
Statutory Tax Rate	25.17%	25.17%
Tax at statutory Tax Rate		
Adjustments for:		
Changes due to payment of Tax as per MAT	-	-
MAT Benefit for Transitional Ind AS impact	-	-
Excess provision created for Income Tax	-	-
Reversal of deferred Tax (due to payment of MAT)	(1,167,854)	(629,622)
Tax expense / (benefit)	<u>(1,167,854)</u>	<u>(629,622)</u>

3 Movement in deferred tax assets and liabilities

For the year ended on March 31, 2020

Particulars	As at April 1, 2019	Credit/(charge) in the Statement of Profit and Loss	Credit/(charge) in Other Comprehensive Income	As at March 31, 2020
Deferred tax assets/(liabilities)				
Accelerated depreciation for tax purposes	(260,738)	586,320	-	325,582
Deferred tax income on amortization of Loan processing fees	-	-	-	-
Deferred tax expense on fair valuation of investment	-	-	-	-
Expenditure allowable on payment basis	93,269	43,301	-	136,570
MAT credit	3,890,000	-	-	3,890,000
	<u>3,722,532</u>	<u>629,621</u>	<u>-</u>	<u>4,352,152</u>

For the year ended on March 31, 2021

Particulars	As at April 1, 2020	Credit/(charge) in the Statement of Profit and Loss	Credit/(charge) in Other Comprehensive Income	As at March 31, 2021
Deferred tax assets/(liabilities)				
Accelerated depreciation for tax purposes	325,582	1,179,008	-	1,504,590
Deferred tax income on amortization of Loan processing fees	-	-	-	-
Deferred tax expense on fair valuation of investment	-	-	-	-
Expenditure allowable on payment basis	136,570	(3,959)	-	132,611
MAT credit	3,890,000	-	-	3,890,000
	<u>4,352,152</u>	<u>1,175,049</u>	<u>-</u>	<u>5,527,201</u>

4 Current / Non-current tax assets and liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Non-current		
Tax Assets	11,684,925	11,664,737
Current		
Current tax liabilities	-	-

Radhe Developers (India) Limited

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Notes Forming part of Financial Statements for the year ended 31st March, 2021**NOTE: 26 EMPLOYEE BENEFITS****A. Defined contribution plans:**

The Company deposits amount of contribution to government under PF and other schemes operated by government.
Amount of Rs. 1.53 Lacs (P.Y. : Rs. 1.75 Lacs) is recognised as expenses and included in Note 34 "Employee benefit expense"

Particulars	(Rupees in Lacs)	
	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Provident and other funds	0.35	0.41
Provident fund expense	0.47	0.53
Employer's Esic Cont. Exp A/C	0.004	0.004
Employer's Lwf Cont Exps A/C	0.71	0.81
Pension Fund expense	1.53	1.75

B. Defined benefit plans:

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

(a) Gratuity

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

(Rupees in Lacs)		
Changes in defined benefit obligation and plan assets	As at March 31, 2021	As at March 31, 2020
Gratuity - Defined benefit obligation	18.84	15.93
Opening Balance	-	-
Gratuity cost charged to statement of profit and loss	-	-
Service cost	1.86	1.68
Net interest expense	1.29	1.24
Transfer in / (out) obligation	-	-
Sub-total included in statement of profit and loss	3.15	2.92
Benefit paid	-	-
Remeasurement gains/(losses) in other comprehensive income	-	-
Return on plan assets (excluding amounts included in net interest expense)	-	-
Actuarial changes arising from changes in demographic assumptions	-	-
Actuarial changes arising from changes in financial assumptions	0.07	1.46
Experience adjustments	(0.35)	(1.47)
Sub-total included in OCI	(0.28)	-0.01
Defined benefit obligation	21.71	18.84
Fair value of plan assets	-	-
Total benefit liability	21.71	18.84

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

(Rupees in Lacs)		
Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Discount rate	6.80%	6.84%
Future salary increase	7%	7%
Attrition rate	2%	2%
Mortality rate during employment	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate



A quantitative sensitivity analysis for significant assumption is as shown below:

Sensitivity analysis for significant assumption is as shown below:			
Gratuity			
Particulars	Sensitivity level	(Increase) / decrease in defined benefit obligation (Impact)	
		For the Year ended March 31, 2021	For the Year ended March 31, 2020
Gratuity			
Discount rate	1% increase	-167,782	-153,291
	1% decrease	189,370	173,018
Salary increase	1% increase	104,367	84,208
	1% decrease	-91,179	-73,492
Employee turnover rate	1% increase	25,474	27,225
	1% decrease	-26,574	-28,849

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

(Rupees in Lacs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Gratuity		
Within the next 12 months (next annual reporting period)	0.86	0.53
Between 2 and 5 years	2.88	2.63
Beyond 5 years	37.80	33.84
Total expected payments	41.54	37.00

Weighted average duration (years) of defined plan obligation (based on discounted cash flows)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Gratuity	10 Years	10 Years



Radhe Developers (India) Limited

CIN No. - L45201GJ1995PLC024491

Notes Forming part of Financial Statements for the year ended 31st March, 2021**NOTE: 27 REVENUE FROM OPERATIONS**

Particulars	For the Year Ended 31st March 2021	For the Year Ended 31st March 2020
Sales from construction related activities	8,555,950	37,123,700
Other operating revenues	328,750	1,523,250
Total	8,884,700	38,646,950

NOTE: 28 OTHER INCOME

Particulars	For the Year Ended 31st March 2021	For the Year Ended 31st March 2020
Other income	150	63,856
Total	150	63,856

NOTE: 29 COST OF MATERIAL CONSUMED

Particulars	For the Year Ended 31st March 2021	For the Year Ended 31st March 2020
Raw Material Consumed	6,332,601	9,776,595
Total	6,332,601	9,776,595

NOTE: 30 PURCHASE AND PROJECT DEVELOPMENT EXPENSES

Particulars	For the Year Ended 31st March 2021	For the Year Ended 31st March 2020
Labour Charges	1,914,395	7,023,389
Freight Expenses	24,200	19,650
Power and Fuel	235,382	1,115,172
Other Expenses	2,216,560	1,522,091
Total	4,390,537	9,680,301

NOTE: 31 CHANGES IN INVENTORIES OF LAND AND CONSTRUCTION WORK IN PROGRESS

Particulars	For the Year Ended 31st March 2021	For the Year Ended 31st March 2020
Opening Value	196,340,679	206,331,332
Closing Value	-196,307,856	-196,340,679
Total	32,823	9,990,653



NOTE: 32 EMPLOYEE BENEFIT EXPENSES

Particulars	For the Year Ended 31st March 2021	For the Year Ended 31st March 2020
Salaries and wages	11,520,327	11,533,320
Gratuity Expenses	314,785	292,217
Total	11,835,112	11,825,537

NOTE: 33 FINANCE COST

Particulars	For the Year Ended 31st March 2021	For the Year Ended 31st March 2020
Interest paid to Banks	405,641	383,922
Total	405,641	383,922

NOTE: 34 DEPRECIATION AND AMORTISATION EXPENSE

Particulars	For the Year Ended 31st March 2021	For the Year Ended 31st March 2020
Depreciation Expenses	5,562,465	5,945,668
Total	5,562,465	5,945,668

NOTE: 35 OTHER EXPENSES

Particulars	For the Year Ended 31st March 2021	For the Year Ended 31st March 2020
Advertisement and Business Promotion Expenses	355,376	98,725
Telephone Expenses	69,179	69,663
Insurance Expenses	724,872	577,168
Legal and Professional Fees	3,521,839	3,115,416
Payment to Auditors	345,500	280,000
Power and Fuel Expenses	398,168	484,580
Travelling and Conveyance Expenses	67,258	1,304,413
Rates and Taxes	810,000	335,242
Repair and Maintenance		
- Plant and Machinery	96,831	123,536
- Others	282,384	869,347
Bank Charges	4,761	15,961
Postage and Courier Expenses	31,490	42,020
Security Expenses	1,125,313	985,133
Miscellaneous Expenses	382,768	853,555
GST - Cenvat reverse	-	1,053,098
Soil Testing Charges	-	62,500
Donations	10,000	551,000
Deficit on Sale of Cars	2,466,734	-
Total	10,692,472	10,821,356



Radhe Developers (India) Limited

CIN No. - L45201GJ1995PLC024491

Notes Forming part of Financial Statements for the year ended 31st March, 2021

NOTE: 35 RELATED PARTY DISCLOSURES

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

(A) Particulars of related parties and nature of relationships

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

(B) Related party transactions and balances

Terms and conditions of transactions with related parties

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

(Rupees in Lakhs)

a) Transactions during the year	For the year ended on March 31, 2021	For the year ended on March 31, 2020
1 Sales and other operating income		
Sales of Shops	Nil	Nil
2 Purchase of stock in trade		
Saurashtra Cement Corporation	5.83	3.96
3 Remuneration Paid		
Ashish P Patel	33	30.25
Pranav J Patel	2.52	2.52
Dipen Dalal	3.79	3.79
4 Borrowings (Loan Taken) Addition		
Jahnvi A. Patel	Nil	Nil
Ashish P Patel	205.15	378.55
5 Borrowings (Loan Repaid) Repaid		
Jahnvi A. Patel	Nil	0.01
Ashish P Patel	245.00	333.49
b) Balances at the end of the year	As at March 31, 2021	As at March 31, 2020
1 Outstanding Payables (Accrued Salary & Wages)		
Ashish P Patel	2.75	2.75
Pranav J Patel	0.21	0.21
Dipen Dalal	0.32	0.32
2 Accounts payables outstanding		
Saurashtra Cement Corporation	2.84	1.58
3 Advances Received		
Ashish P Patel HUF	7.00	7.00
4 Advances Paid		
Ashish P Patel	450.00	-
5 Borrowings (Loans Taken)		
Ashish P Patel	9.38	49.23
Jahnvi A. Patel	8.99	8.99



Rajne Developers (India) Limited

CIN No. - L45201GJ1995PLC024491

Notes Forming part of Financial Statements for the year ended 31st March, 2021**NOTE: 37 SEGMENT INFORMATION****Primary operating segment**

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

1 Information about product and services:**(Rupees in Lacs)**

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Real Estate Promotion and Development	88.85	386.47

2 Information about geographical areas**(Rupees in Lacs)**

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Within India		
Revenue from operation	88.85	386.47

3 Information about major customers

Revenues from aggregate two of the customers of the Company for the year ended 31 March, 2021 were Rs. 88.85 Lacs (approximately 100.00% of total revenues) which is more than 10% of the total revenues.

Revenues from six of the customer of the Company for the year ended 31 March, 2020 were Rs. 308.98 Lacs (approximately 79.95% of total revenues) which is more than 10% of the total revenues.



Rajlax Developers (India) Limited

CIN No. - L45201GJ1995PLC024491

Notes Forming part of Financial Statements for the year ended 31st March, 2021**NOTE: 38 FINANCIAL ASSETS AND LIABILITIES****Financial assets by category**

Particulars	As at 31st March, 2021			As at 31st March, 2020		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Investments in						
Trade receivables	-	-	0.50	-	-	0.50
Loans	-	-	1,119.48	-	-	1,519.48
Cash & cash equivalents (including other bank balances)	-	-	52.34	-	-	37.85
Other financial assets						
- Society Deposit	-	-	582.16	-	-	694.37
- Security & Tender deposits	-	-	13.22	-	-	3.22
- Others	-	-	102.93	-	-	102.93
Total Financial assets	-	-	1,870.63	-	-	2,358.34

Note: Loans include current and non current financial loans.

Financial liabilities by category

Particulars	As at 31st March, 2021			As at 31st March, 2020		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Borrowings	-	-	26.54	-	-	110.36
Trade payables	-	-	84.74	-	-	59.44
Other financial liabilities						
- Current maturities of long-term borrowings	-	-	-	-	-	-
- Security Deposits	-	-	1.12	-	-	1.12
- Salary & Wages Payable	-	-	7.71	-	-	7.79
- Inter Corporate Deposits	-	-	-	-	-	-
- Customer Booking Refundable	-	-	48.78	-	-	48.78
Total Financial liabilities	-	-	168.89	-	-	227.48

Note: Borrowings include current and non current financial borrowings



R. dhe Developers (India) Limited

CIN No. - L45201GJ1995PLC024491

Notes Forming part of Financial Statements for the year ended 31st March, 2021**NOTE: 39 FAIR VALUES****1 Carrying value and fair value**

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

Particulars	Carrying value		Fair value	
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
Financial assets				
Trade receivables	0.50	0.50	0.50	0.50
Loans	1119.48	1519.48	1,119.48	1,519.48
Cash & cash equivalents (including other bank balances)	52.34	37.85	52.34	37.85
Other financial assets				
- Society Deposit	582.16	694.37	582.16	694.37
- Security & Tender deposits	13.22	3.22	13.22	3.22
- Others	102.93	102.93	102.93	102.93
			-	-
			-	-
Financial Liabilities				
Borrowings	26.54	110.36	26.54	110.36
Trade payables	84.74	59.44	84.74	59.44
- Current maturities of long-term borrowings	0	0	-	-
- Security Deposits	1.12	1.12	1.12	1.12
- Salary & Wages Payable	7.71	7.79	7.71	7.79
- Inter Corporate Deposits	-	-	-	-
- Customer Booking Refundable	48.78	48.78	48.78	48.78

2 Quantitative disclosures fair value measurement hierarchy for liabilities

There are no such liabilities in the company which are measured at FVTPL or at FVTOCI.



Radhe Developers (India) Limited

CIN No. - L45201GJ1995PLC024491

Notes Forming part of Financial Statements for the year ended 31st March, 2021**NOTE: 40 CONTINGENT LIABILITIES**

(Rupees in Lacs)

Particulars	As at 'March 31, 2021	As at 'March 31, 2020
a. Disputed demand under :		
(i) Income tax		
A.Y 2016-17	2,174.23	2,174.23

NOTE: 41 COMMITMENTS & OBLIGATIONS

(Rupees in Lacs)

Particulars	As at 'March 31, 2021	As at 'March 31, 2020
a. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)		

NOTE: 42 EARNINGS PER SHARE (EPS)

(Rupees in Lacs)

Particulars	As at 'March 31, 2021	As at 'March 31, 2020
Basic & Diluted EPS		
Computation of Profit (Numerator)		
(i) Profit/(loss) from continuing operations	(290.90)	(190.83)
(ii) Profit from discontinued operations	-	-
(iii) Profit/(loss) from continuing & discontinued operations	(290.90)	(190.83)
Weighted Average Number of Shares (Denominator)	Nos.	Nos.
Weighted average number of Equity shares of Rs.10 each used for calculation of basic and diluted earnings per share	25,179,900	25,179,900
Basic & Diluted EPS (in Rupees)		
(i) Continuing operations	(1.16)	(0.76)
(ii) Discontinued operations		
(iii) Continuing and Discontinued operations	(1.16)	(0.76)

NOTE: 43 OTHER NOTES**I PAYMENT TO AUDITORS**

Details of payment to Auditors are as follows:

(Rupees in Lacs)

Particulars	As at 'March 31, 2021	As at 'March 31, 2020
Audit Fees	1.00	1.00
Certification and other services	2.45	1.80
Total	3.45	2.80

II The Company has evaluated the impact of COVID-19 on its financial statements based on the internal and external information up to the date of approval of these financial statements and expect to recover the carrying amount of inventories, receivables and investments. The Company does not foresee any material impact on liquidity and assumption of going concern. Till the time business operations at customers' end get fully functional and supplies chain with vendors totally restored, business operations of the Company will remain at sub-optimal level. The Company will continue to monitor the future market conditions and update its assessment.

III The cash on hand balance has not been verified by the auditors and the same has been stated based on the certificate of a director.



IV Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under to the extent the company has received intimation from the "Suppliers" regarding their status under the Act.

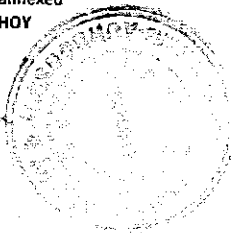
(Rupees in Lacs)			
Sr No	Particulars	As at 'March 31, 2021	As at 'March 31, 2020
(a)	Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year (but within due date as per the MSMED Act) > Principal amount due to micro and small enterprise > Interest due on above	2.68 Nil	1.49 Nil
(b)	Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, alongwith the amount of the payment made to the supplier beyond the appointed day during the year	Nil	Nil
(c)	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding interests specified under the Micro, Small and Medium Enterprises Act, 2006	Nil	Nil
(d)	The amount of interest accrued and remaining unpaid at the end of each accounting year	Nil	Nil
(e)	Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	Nil	Nil

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

As per our Report of even date annexed
For CHANDABHOY & JASSOJBHOY
Chartered Accountants
FRN No. 101548W

Nimai Shah
Partner
M No : 100932

Place : Ahmedabad
Date : 11th June, 2021



On behalf of the board of directors
+ APP + JAP
Ashish Patel
CEO & MD
DIN: 00228026
Jahnvi Patel
Director
DIN: 00230301
Pranav Patel
Chief Financial Officer
Dipen Datal
Company Secretary

Place : Ahmedabad
Date : 11th June, 2021

MATERIAL DEVELOPMENTS

Except as stated in this Draft Letter of Offer and as disclosed below, to our knowledge, no circumstances have arisen since March 31, 2021, which materially affect or are likely to affect our operations, performance, prospects or profitability, or the value of our assets or our ability to pay material liabilities:

1. Outbreak of COVID-19 for details, see the “Risk Factor - The recent outbreak of the novel coronavirus could have a significant effect on our results of operations, and could negatively impact our business, revenues, financial condition and results of operations” on page 30 and the chapter titled “Business Overview” on page 86;
2. The Board of Directors of our Company has, at its meeting held on May 27, 2021, approved the audited standalone financial results for the year ended March 31, 2021 and the shareholders of the Company have, at annual general meeting of the Company held on September 23, 2021, adopted the audited standalone financial statements for the year ended March 31, 2021;
3. The Board of Directors of our Company has, at its meeting held on July 16, 2021, approved the unaudited financial results for the quarter and half year ended June 30, 2021;
4. The Board of Directors of our Company has, at its meeting held on October 14, 2021, approved the unaudited financial results for the quarter and half year ended September 30, 2021;
5. The Board of Directors of our Company has, at its meeting held on September 25, 2021, approved for increase in authorized share capital and alteration in clause V of Memorandum of Association from the present Rs. 31,00,00,000/- divided into 3,10,00,000 Equity Shares of Rs. 10/- each to Rs. 45,00,00,000/- divided into 4,50,00,000 Equity shares of Rs. 10 each.;
6. The Board of Directors of our Company has, at its meeting held on September 25, 2021, approved the alteration in clause III of Memorandum of Association pursuant to addition of object in the clause for that special resolution passed;
7. The Board of Directors of our Company has, at its meeting held on September 25, 2021 accepted the resignation of m/s Chandabhoy & Jassoobhoy, Chartered Accountants (FRN: 101648W) who have tendered their resignation letter dated September 25, 2021. Further Board of Directors at their meeting held on September 25, 2021 on recommendation of the Audit Committee, subject to approval of shareholders, has approved the appointment of M/s. H K Shah & Co., Chartered Accountants (FRN: 109583W) as statutory auditors of the company to fill casual vacancy caused due to the resignation;
8. The Board of Directors of our Company, at its meeting held on September 25, 2021, had considered and approved the appointment of Mr. Rahul Mehra as an Additional Director in category of Independent Director with the effect from September 25, 2021. Further the Board of Directors, at its meeting held on September 25, 2021, had also accepted the resignation of Mr. Dineshsingh U. Kshatriya (DIN: 00789633) as an Independent Director.
9. The Board of Directors of our Company, at its meeting held on September 25, 2021, had considered and approved the re-construction of Audit and Nomination & Remuneration Committee pursuant to resignation of Mr. Dineshsingh U. Kshatriya and Appointment of Mr. Rahul Mehra as an Independent Director as a member in the both committee.
10. The Board of Directors of our Company, at its meeting held on September 25, 2021, had considered and approved the notice of Extraordinary General Meeting to be held on October 25, 2021 to seek approval of Shareholders for Point No. 4,5,6,7,8, above mentioned.
11. The Board of Directors of our Company has, at its meeting held on October 14, 2021, accepted the resignation of Mr. Dipen A Dalal (A-46747), the Company Secretary and Compliance Officer and decided to relieve him with effect from the close of business hours on October 14, 2021 and on the same day Board has appointed Mrs. Khyati Patel (Membership No. ACS-53258) as the Company Secretary and Compliance Officer of the company effective from October 14, 2021.

ACCOUNTING RATIOS

The following tables present certain accounting and other ratios derived from the Audited Financial Statements and Unaudited Financial Results. For details see “*Financial Statements*” on page 99:

Earnings per Share

(Rs. in Lakhs, unless otherwise specified)

Particulars	For The Six Month Period Ended		Year Ended March 31,	
	September 30, 2021	September 30, 2020	2021	2020
Net profit / (loss) after tax, attributable to equity shareholders	837.89	(133.29)	(290.90)	(190.83)
Weighted average number of Equity Shares outstanding	25179900	25179900	25179900	25179900
Basic & Diluted EPS in Rs.	3.33	(0.53)	(1.16)	(0.76)
Face value in Rs.	10.00	10.00	10.00	10.00

Net asset value per Equity Share

(Rs. in Lakhs, unless otherwise specified)

Particulars	For The Six Month Period Ended		Year Ended March 31,	
	September 30, 2021	September 30, 2020	2021	2020
Net-worth (A)	3757.64	3077.36	2919.75	3210.65
Number of Equity Shares outstanding for the period/year (B)	25179900	25179900	25179900	25179900
Net Asset Value per equity share (A/B)	14.92	12.22	11.60	12.75

Return of Net Worth

(Rs. in Lakhs, unless otherwise specified)

Particulars	For The Six Month Period Ended		Year Ended March 31,	
	September 30, 2021	September 30, 2020	2021	2020
Net-worth (A)	3757.64	3077.36	2919.75	3210.65
Net Profit/(Loss) for the period from Continuing Operations and Discontinuing Operations Attributable to Equity Holders of the Parent (B)	837.88	(133.29)	(290.90)	(190.83)
Return of Net Worth (B/A)*100	22.30	(4.33)	(9.96)	(5.94)

EBITDA

(Rs. in Lakhs, unless otherwise specified)

Particulars	For The Six Month Period Ended		Year Ended March 31,	
	September 30, 2021	September 30, 2020	2021	2020
Profit/(Loss) after tax (A)	837.89	(133.29)	(291.11)	(190.83)
Tax expenses / (Credit) (B)	304.34	(1.34)	(12.56)	(6.3)
Exceptional Item (C)	-	-	-	-
Finance costs (D)	1.26	2.28	4.06	3.84
Depreciation & amortisation expense (E)	13.68	28.78	55.62	59.46
EBITDA (A+B+C+D+E)	1157.17	(103.57)	(243.99)	(133.83)

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

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

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

You should read the following discussion of our financial condition and results of operations together with our audited financial statements as of and for the Fiscal 2021 and Fiscal 2020 and our limited review unaudited financial results for the nine months period ended September 30, 2021 and September 30, 2020 included in this Draft Letter of Offer. Our audited financial statements for Fiscal 2021 & Fiscal 2020 and limited review unaudited financial results for the nine months period ended September 30, 2021 and September 30, 2020, are prepared in accordance with Ind AS. Unless otherwise stated, the financial information used in this chapter is derived from the Audited Financial Statements and Unaudited Financial Results of our Company.

This discussion contains forward looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward looking statements as a result of certain factors such as those set forth in the sections titled “Risk Factors” and “Forward-Looking Statements” on pages 23 and 18 respectively.

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

Overview of Our Business

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

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

We have established a track record of successfully executing projects in Ahmedabad, Gandhinagar and mehsana, Gujarat. As of October 30, 2021, we had developed 1,26,529.52 square meters (13.61 Lacs square feet) of Developable Area across 8 Completed Projects. We believe that our deep understanding of the relevant real estate market, design and execution capabilities, and the strong Radhe brand and extensive marketing initiatives have enabled us to successfully grow our business. Certain of our key completed and ongoing projects include Takshashila Apartments, Mandar Bunglows, Tirthbhumi Apartments, Tirthdham Apartments, Tulsi Complex, Ganesh Plaza, Abhinav Arcade, Radiance Residency, Radhe Acre, Radhe Serene, Emerald Park.

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

- Development and Construction of Residential and Commercial Complex;
- Development and Maintenance of Plotting Scheme; and
- Acquisition of Hotel and operate through Flagship Company.

For further details, see “**Business Overview**” on page 86.

Financial Performance

The financial performance of our Company for the nine months period ended on September 30, 2021 and as on March 31, 2021 is as follows:

(₹ in Lakhs)

Particulars	For The Six Month Period Ended September 30, 2021	Year Ended March 31, 2021
Revenue from operations	1469.86	88.85
EBITDA	1157.17	(243.99)
Profit/ (loss) after tax from continuing operation	837.89	(291.11)
Profit/ (loss) after tax from discontinuing operation	-	-
Profit/ (loss) from continuing and discontinuing operation	837.89	(291.11)

SIGNIFICANT FACTORS AFFECTING OUR BUSINESS, FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section titled **‘Risk Factors’** on page 23. The following are certain factors that had, and we expect will continue to have, a significant effect on our financial condition and results of operations:

- The impact of COVID-19 pandemic;
- Increasing competition in the Industry;
- Changes in government regulations, tax regimes, laws and regulations that apply to the industry;
- Changes in fiscal, economic or political conditions in India;
- Changes in the SEBI and RBI regulations, interest rates and tax laws in India.

SIGNIFICANT ACCOUNTING POLICIES

Except as mentioned in chapter **“Financial Information”** on page 99, there has been no change in accounting policies during the Fiscal 2021 and Fiscal 2020 and for six months period ended September 30, 2021.

CHANGE IN ACCOUNTING POLICIES

Except as mentioned in chapter **“Financial Information”** on page 99, there has been no change in accounting policies during the Fiscal 2021 and Fiscal 2020 and for six months period ended September 30, 2021.

RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS

For details, see section titled **“Financial Information”** on page 99.

PRINCIPAL COMPONENTS OF OUR STATEMENT OF PROFIT AND LOSS

Revenue

Our revenue comprises of:

Revenue from operations

Revenue from operations is due to sales of units which are recognized, net of taxes (if applicable), on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the transfer of units to customers.

Other Income

Other income primarily comprises recurring income which includes Maintenance Income, as well as, certain non-recurring income such as excess provision of bonus profit on sale of fixed assets, and miscellaneous income.

Expenses

Our expenses primarily comprise cost material consumed, Constriction expenses, changes in inventories of Finished Goods, stock-in-trade and work-in-progress, employee benefit expenses, finance costs, depreciation and amortization expenses and other expenses.

Cost of Material consumed

The cost of Material consumed comprises of cement, hardware items, paints, tiles, stones etc.

Changes in inventories of Finished Goods, stock-in-trade and work-in-progress

Changes in inventories of Finished Goods, stock-in-trade and work-in-progress comprises of difference in closing balance vis-a-vis opening balance of closing stock.

Employee benefit expenses

Employee benefit expense consists of salaries, wages, gratuity, bonus, commission, contribution to provident fund & other funds, and staff welfare & training expenses.

Other expenses

Other expenses comprises of Legal & Professional Charges, Power & Fuel Expenses, Bank Charges, Security Expenses, Income Tax Expense, repair & maintenance expenses, freight, insurance & clearing charge and miscellaneous expenses.

Earnings before Interest Taxes Depreciation and Amortization (EBITDA)

EBITDA comprises of Profit/(loss) for the period/year adjusted for profit/(loss) for the period/year from discontinued operations, exceptional items, income tax expenses, finance costs and depreciation and amortisation expenses, as derived from the statement of profit and loss in the financial statements.

Finance cost

Finance cost comprises interest expense and other finance costs. Interest expense, generally, comprises interest on secured loans.

Depreciation and Amortization Expense

Depreciation and amortization expense comprises of depreciation on building, plant and machinery, office equipment, furniture & fixtures, vehicles, computers, servers & network, and amortization of intangible assets.

Tax expenses

Tax expense comprises of current tax and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with applicable tax rates and the provisions of applicable tax laws. Deferred tax liability or credit is recognized based on the difference between taxable profit and book profit due to the effect of timing differences. Our deferred tax is measured based on the applicable tax rates and tax laws that have been enacted or substantively enacted by the relevant balance sheet date.

Results of our Operations

The following table sets forth certain information with respect to our results of operations for the periods indicated:

Particulars	For The Six Month Period Ended September 30				Year Ended March 31,			
	2021		2020		2021		2020	
	Amount	% Of Total Revenue	Amount	% Of Total Revenue	Amount	% Of Total Revenue	Amount	% Of Total Revenue
Revenue from Operations	1,469.86	99.76	55.73	100.00	88.85	100.00	386.47	99.83
Other Income	3.48	0.24	0.00	0.00	-	0.00	0.64	0.17
Total Revenue	1,473.34	100.00	55.73	100.00	88.85	100.00	387.11	100.0
Cost of Material Consumed	54.02	3.67	22.79	40.89	63.33	71.28	97.77	25.26

Particulars	For The Six Month Period Ended September 30				Year Ended March 31,			
	2021		2020		2021		2020	
	Amount	% Of Total Revenue	Amount	% Of Total Revenue	Amount	% Of Total Revenue	Amount	% Of Total Revenue
Purchase of Stock in trade	-	-	-	-	-	-	-	-
Changes in Inventories of Stock-in-Trade	(41.70)	(2.83)	13.06	23.43	0.33	0.37	99.91	25.81
Employee Benefit Expense	58.69	3.98	57.53	103.23	118.35	133.20	118.25	30.55
Construction Expense	148.12	10.05	19.55	35.08	43.91	49.42	96.80	25.01
Other Expenses	97.04	6.59	46.37	83.20	106.92	120.34	108.21	27.95
Financial Costs	1.26	0.09	2.28	4.09	4.06	4.57	3.84	0.99
Depreciation and Amortization Expense	13.68	0.93	28.78	51.64	55.62	62.60	59.46	15.36
Total Expenses	331.11	22.47	190.36	341.56	392.52	441.78	584.24	150.92
Profit Before Exceptional and Extra Ordinary items and Tax	1, 142.23	77.53	(134.63)	(241.56)	(303.67)	(341.78)	(197.13)	(50.92)
Exceptional Item	-	-	-	-	-	-	-	-
Profit Before Tax	1, 142.23	77.53	(134.63)	(241.56)	(303.67)	(341.78)	(197.13)	(50.92)
Tax expense:								
- Current Tax	300.00	20.36	-	-	(0.81)	-	-	-
- Deferred tax	4.34	0.29	(1.34)	(2.40)	(11.75)	(13.22)	(6.30)	(1.63)
Net Tax expenses	304.34	20.66	(1.34)	(2.40)	(12.56)	(14.14)	(6.30)	(1.63)
Profit / (Loss) for the period from continuing operation(A)	837.89	56.87%	(133.29)	(239.16)	(291.11)	(327.64)	(190.83)	(49.30)
Profit/ (Loss) from discontinuing operation(B)	-	-	-	-	-	-	-	-
Profit/ (Loss) from continuing and discontinuing operation(C)=(A)+(B)	837.89	56.87	(133.29)	(239.16)	(291.11)	(327.64)	(190.83)	(49.30)

**Comparatives figures from financial results of September 30, 2021*

SIX MONTHS PERIOD ENDED SEPTEMBER 30, 2021 COMPARED TO SIX MONTHS PERIOD ENDED SEPTEMBER 30, 2020

Total Revenue

Our total revenue for the Six months ended September 30, 2021 was ₹ 1,473.34 Lakhs as compared to ₹ 55.73 Lakhs for the Six months ended September 30, 2020, representing an increase of 2643.71%. Total revenue comprises of:

Revenue from Operations

Our revenue from operations for the Six months ended September 30, 2021 was ₹ 1,469.86 Lakhs as compared to ₹ 55.73 Lakhs for the Six months ended September 30, 2020, representing an increase of 2637.47%. This happens because our one ongoing site is ready to sale in 2020 after Covid-19.

Other Income

Other income for the Six months ended September 30, 2021 was ₹ 3.48 Lakhs as compared to Nil for the Six months ended September 30, 2020. This is because maintenance receipt received from our on going projects.

Expenses

Our total expenditure other than finance costs, depreciation and amortization expense for the six months ended September 30, 2021 was ₹ 316.17 Lakhs as compared to ₹ 159.30 Lakhs for the six months ended September 30, 2020, representing a increase of 198.47 %. Total expenditure comprises of:

Cost of Material Consumed Cost of Trims & Accessories Consumed

The cost of material consumed for the six months ended September 30, 2021 was 54.02 Lakhs as compared to ₹ 22.79 Lakhs for the for the six months ended September 30, 2020. The increase was due to increase in sale volume compared to earlier quarter.

Purchase of stock in trade

NIL

Change in inventories of stock in trade

The change in inventories of stock-in-trade for the six months ended September 30, 2021 was ₹ (41.70) Lakhs as compared to (₹ 13.06) Lakhs for the six months ended September 30, 2020. In the Fiscal 2021 there has been a significant focus on reducing the inventories as a part of releasing cash and to account for reduced demand due to COVID-19 pandemic.

Employee benefit expenses

Employee benefit expense for the six months ended September 30, 2021 was ₹ 58.69 Lakhs as compared to ₹ 57.53 Lakhs for the six months ended September 30, 2020, representing an increase of 1.98%. The increase was due to maintain the manpower and increase back office support.

Other expenses

Other expenses for the six months ended September 30, 2021 was ₹ 97.04 Lakhs as compared to ₹ 46.37 Lakhs for the six months ended September 30, 2020, representing an increase of 52.21%. The change was due to increase of professional fees and security expenses

Earnings before Interest Taxes Depreciation and Amortization (EBITDA)

EBITDA for the six months ended September 30, 2021 was ₹ 1157.17 Lakhs as compared to ₹ (103.57) Lakhs for the six months ended September 30, 2020. The increase in EBDITA was due to high in sales.

Finance costs

Finance cost for the six months ended September 30, 2021 was ₹ 1.26 Lakhs as compared to ₹ 2.28 Lakhs for the six months ended September 30, 2020, representing a decrease of 44.74%. The decrease in finance cost was due to reduced borrowing.

Depreciation and amortization expense

Depreciation and amortization expense for the six months ended September 30, 2021 was ₹ 13.68 Lakhs as compared to ₹ 28.78 Lakhs for the six months ended September 30, 2020, representing a decrease of 52.47%. The decrease was due to reduction vehicle that are subjected to depreciation.

Exceptional Item

Nil

Profit before Tax

The profit/(loss) before tax for the six months ended September 30, 2021 was 1142.23 Lakhs as compared to ₹ (134.63) Lakhs for the six months ended September 30, 2020. This increase in profit losses was due to

increase in sales and higher EBITDA due to Increase in sale only.

Tax Expense

Total tax expense for the six months ended September 30, 2021 was ₹ 304.34 Lakhs as compared to (₹ 1.34) Lakhs for the six months ended September 30, 2020. The increase in tax expense is due to payment of advance tax and continuance of deferred tax asset

Profit / (loss) after tax

The profit/(loss) after tax for the six months ended September 30, 2021 was 837.89 Lakhs as compared to (₹ 133.29) Lakhs for the six months ended September 30, 2020. This increase in profit was due to increase decrease in profit before tax.

Fiscal 2021 compared to Fiscal 2020

Total Revenue

Our total revenue for the Fiscal 2021 was ₹ 88.85 Lakhs as compared to ₹387.11 Lakhs for the Fiscal 2020, representing a decrease of 77.05%. Total revenue comprises of:

Revenue from operations

Our revenue from operations for the Fiscal 2021 was ₹ 88.85 Lakhs as compared to ₹386.47 Lakhs for the Fiscal 2020, representing a decrease of 77%. This is primarily due to Covid-19 impact during quarter 4 of Fiscal 2021. And no sale was made during that year.

Other income for the Fiscal 2021 was Nil as compared to ₹0.64 Lakhs for the Fiscal 2020. The increase in other income was primarily due to miscellaneous Income

Expenses

Our total expenditure other than finance cost, depreciation and amortization expense for the Fiscal 2021 was ₹332.84 Lakhs as compared to ₹ 520.94 Lakhs for the Fiscal 2020, representing a decrease of 36.11%. Total expenditure comprises of:

Cost of Material Consumed Cost of Trims & Accessories Consumed

The cost of material consumed for the Fiscal 2021 was ₹ 63.33 Lakhs as compared to ₹ 97.77 Lakhs for the Fiscal 2020, representing a decrease of 35.22%. This decrease was due to reduction of sales.

Purchase of stock in trade

Nil

Changes in Inventories of Stock-in-Trade

The changes inventories of stock-in-trade for the Fiscal 2021 were 0.33 Lakhs as compared to 99.91 Lakhs for the Fiscal 2020, primarily due to decrease in Stock due to decrease in sales on account of Covid-19.

Employee benefit expenses

Employee benefit expense for the Fiscal 2021 was ₹ 118.35 Lakhs as compared to ₹ 118.25 Lakhs for the Fiscal 2020, representing a decrease of 0.08%. There is no material changes in employee benefit expenses.

Other expenses

Other expenses for the Fiscal 2021 were ₹ 106.92 Lakhs as compared to ₹ 108.21 Lakhs for the Fiscal 2020, representing a decrease of 1.19%. The decrease was mainly due to decrease in donation and depreciation.
Earnings before Interest Taxes Depreciation and Amortization (EBITDA)

EBITDA for the Fiscal 2021 was ₹ (243.99) Lakhs as compared to ₹ (-133.83) Lakhs for the Fiscal 2020, representing a decrease of -82.31%. The decrease in EBITDA was due to decrease in revenue.

Finance cost

Finance cost for the Fiscal 2021 was ₹ 4.06 lakhs as compared to ₹ 3.84 Lakhs for the Fiscal 2020, representing an increase of 5.73%. There is no increase in finance cost as loan was taken in August-2019.

Depreciation and Amortization Expense

Depreciation and amortization expense for the Fiscal 2021 was ₹ 55.62 Lakhs as compared to ₹ 59.46 Lakhs for the Fiscal 2020, representing an decrease of 6.46%. The decrease is due to sale of vehicle.

Exceptional Item

Nil

Profit/Loss before Tax

The profit/(loss) before tax for the Fiscal 2021 of ₹ 303.67) Lakhs as compared to ₹ (197.13) Lakhs for the Fiscal 2020. The decrease was primarily on account of decrease in EBITDA of the Company on account of lower revenue from operations.

Taxation

Total tax expense for the Fiscal 2021 was ₹ 12.56) Lakhs as compared to ₹ 6.30) Lakhs for the Fiscal 2020. The decrease in taxation was due to increase in deferred tax assets and decrease in current tax of the company due to decrease in profitability of the Company.

Profit/Loss after Tax

As a result of the aforesaid, our Company incurred a loss for Fiscal 2021 of ₹ 291.11) Lakhs as compared to profit of ₹ 190.83) Lakhs for the Fiscal 2020. This decrease was due to lower sales and EBITDA.

Related Party Transactions

For details, please see the chapter titled “*Financial Statements*” beginning on page 99.

Significant developments after March 31, 2021 that may affect our future results of operations

Other than as disclosed in this Draft Letter of Offer, there have been no significant developments after March 31, 2021, the date of the latest balance sheet included in this Draft Letter of Offer that may affect our future results of operations. For further information, see “*Material Developments*” on page 150.

SECTION VI- LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND DEFAULTS

Our Company, Promoters and its Group companies are subject to various legal proceedings from time to time primarily arising in the ordinary course of their business.

Further other than as disclosed in this section, there are no outstanding litigation involving our Company and/or our Promoters and/or Group companies with respect to (i) issues of moral turpitude or criminal liability on the part of our Company and/or our Promoters and/or Group companies, (ii) material violations of statutory regulations by our Company and/or our Promoters and/or Group companies, (iii) economic offences where proceedings have been initiated against our Company and/or our Promoters and/or Group companies, (iv) any pending matters, which if they result in an adverse outcome would materially and adversely affect operations or financial position of our Company and/or our Promoters and/or Group companies, and (v) tax matters. Our Company's 'Policy for Determination of Materiality', framed in accordance with Regulation 30 of the SEBI Listing Regulations, does not stipulate any materiality threshold litigation.

Pre-litigation notices received by our Company and/or our Promoters and/or Group companies from third-parties (excluding notices pertaining to any offence involving issues of moral turpitude, criminal liability, material violations of statutory regulations or proceedings related to economic offences) has not be evaluated for materiality until such time our Company and/or our Promoters and/or Group companies are impleaded as defendants in litigation proceedings before any judicial forum.

CRIMINAL CASES FILED AGAINST THE PROMOTERS

1. Criminal Complaint (no.1509/2005) has been filed in 2005 in Chief Metropolitan Magistrate, Court Ghee-Kanta, Ahmedabad by The State of Gujarat (Subhod N. Shah) (C.I.D Crime) (the “**Complainant**”) against Ashish P. Patel & Others (the “**Accused**”) Mr. Ashish P. Patel was M.D in P.F.S.L During Feb – 1999 to July – 1999 and during that period Ashish P. Patel has sign in post dated cheque on behalf of Piramal Financial Services Limited as a Managing Director. The Complainant had complained to CID crime and CID crime had lodged complaint against other and Mr. Ashish P. Patel under Section 406, 420, 120B, 114, 409, 465, 467, 471, of IPC. The amount is Rs.50,000/- in this matter. The matter is currently pending for plea.
2. Criminal Complaint (no.213/2015) has been filed in 2015 in Chief Metropolitan Magistrate, Court Ghee-Kanta, Ahmedabad by The State Criminal FIR being CR. No.40 of 2012 has been lodged before the DCB Crime Police Station namely Subhash Shankarlal Shah (the “**Complainant**”) against Ashish P. Patel & Others (the “**Accused**”) In this Matter The case is registered in connection to the Radhe Developers in which Mr. Ashish P. Patel was developer of the said “Radhe Acres” Scheme/Society, the dispute is pertaining to plots(land), and in this Scheme the Complainant book the plot in year 1995 and the Complainant has Filled the complain under section 406, 420, 465, 467, 468, 471, 114 of the Indian Penal Code and the same has been culminated after filing of the charge-sheet before the Hon’ble Chief Metropolitan Magistrate, Court into Criminal Case No.213 of 2015 and the same has been pending before the Hon’ble Magistrate Court, Ahmedabad at the stage of recording of plea and for framing of charge. After that Special Criminal Application No. Filing Number 28602 of 2021 has been filed by Mr. Ashish P. Patel and Others for consent quashing in connection with the FIR being C.R. No. 40 of 2012 as well as all the proceedings arising from the said FIR, the matter is filed before the Hon’ble High Court and the registry has raised some office objections in the matter therefore it is pending for the removal of the office objections, The matter is settled between both the parties and indemnity bond is signed by **Complainant** but the matter is presently pending to high court for quashing, The dispute was registered in connection to the Radhe Developers (India) Ltd in which Mr. Ashish P. Patel of the said “Radhe Acres” Scheme/Society, the dispute is pertaining to plots (land).
3. Criminal Complaint (no.4376/2015) has been filed in 2015 in the Court of Principal Sini Civil Judge, Court Sanand, Ahmedabad by The State Criminal FIR being CR. No.75 of 2012 has been lodged before the Bopal Police Station namely Dilipbhai Babubhai Shah (the “**Complainant**”) against Ashish P. Patel & Others (the “**Accused**”) In this Matter The case is registered in connection to the Radhe Developers (India) Ltd in which Mr. Ashish P. Patel of the said “Radhe Acres” Scheme/Society, the dispute is pertaining to plots(land), and in this Scheme the Complainant book the plot in year 1995 and the Complainant has Filled the complain under section 406, 420, 465, 467, 468, 471, 114 of the Indian Penal Code and the same has been culminated after filing of the charge-sheet before the Hon’ble Principal Senior Civil Judge and Magistrate Court, Sanand into Criminal Case No. 4376 of 2015 and the same has been pending before the Hon’ble Magistrate Court, Sanand at

the stage of recording of plea and for framing of charge. The matter is presently pending for plea as well as for framing of charges.

4. Criminal Complaint (no.3683/2014) has been filed in 2014 in the Court of Principal Sini Civil Judge, Court Sanand, Ahmedabad by The State Criminal FIR being CR. No.84 of 2012 has been lodged before the Bopal Police Station namely Amarjeet kaur T. Gurudutt (the “**Complainant**”) against Ashish P. Patel & Others (the “**Accused**”) In this Matter The case is registered in connection to the Radhe Developers (India) Ltd in which Mr. Ashish P. Patel of the said “Radhe Acres” Scheme/Society, the dispute is pertaining to plots (land), and in this Scheme the Complainant has purchase the plot from the original Plot holder in year 2011 base on that Complainant has Filled the complain under section 406, 420, 465, 467, 468, 471, 114 of the Indian Penal Code and the same has been culminated after filing of the charge-sheet before the Hon’ble Principal Senior Civil Judge and Magistrate Court, Sanand into Criminal Case No.3683 of 2014 and the same has been pending before the Hon’ble Magistrate Court, Sanand at the stage of recording of plea and for framing of charge. The matter is settled between both the parties Accused give declaration to Complainant about the said dispute is pertaining to plots and now matter is presently pending to high court for quashing.
5. Criminal Complaint (no.3197/2014) has been filed in 2014 in the Court of Principal Sini Civil Judge, Court Sanand, Ahmedabad by The State Criminal FIR being CR. No.123 of 2012 has been lodged before the Bopal Police Station namely Kishorbhai Kanjibhai Prajapati (the “**Complainant**”) against Ashish P. Patel & Others (the “**Accused**”) In this Matter The case is registered in connection to the Radhe Developers (India) Ltd in which Mr. Ashish P. Patel of the said “Radhe Acres” Scheme/Society, the dispute is pertaining to plots(land), and in this Scheme the Complainant book the plot in year 1995 and the Complainant has Filled the complain under section 406, 420, 465, 467, 468, 471, 114 of the Indian Penal Code and the same has been culminated after filing of the charge-sheet before the Hon’ble Principal Senior Civil Judge and Magistrate Court, Sanand into Criminal Case No. 3197 of 2014 and the same has been pending before the Hon’ble Magistrate Court, Sanand at the stage of recording of plea and for framing of charge.
6. Criminal Appeal (No.910, 963, 964, 965 /2019) has been filed in 2019 in High court of Gujarat, Ahmedabad by Ani Investment Pvt. Ltd (the “**Appellant**”) against Piramal Finance Services Limited and Ashish P. Patel (the “**Respondent**”) The Appellant had invested in the Piramal Financial Services Limited. Mr. Ashish P. Patel was M.D in P.F.S.L During Feb – 1999 to July – 1999 and during that period Ashish P. Patel has sign in post dated cheque on behalf of Piramal Financial Services Limited as a Managing Director which was given to investor of Piramal Financial Services Limited. When cheque was present before Bank for Clearance, cheque has been return (Mr. Ashish P. Patel was not Managing Director of the company) so complainant has filed under Section 138 and 141 of the Negotiable Instruments Act, 1881 against the Piramal Finance Services Limited And lower court has acquittal to Ashish P. Patel So the Complainant is dissatisfied with above mention order and they have filled Said Appeal in the High court. The amount involved in the matter is Rs.3,88,46,089/- respectively. The matter is currently pending for Hearing.
7. Proceedings pending with Serious Fraud Investigation Officer (SFIO)
 - The investigation by SFIO is neither against the company nor its affairs.
 - The SFIO order an investigation under section 212 of Companies Act, 2013 against M/s. Jahnvi Agro-Farms Pvt. Ltd. and M/s. Abhyudaya Developers Pvt. Ltd. with respect to its affairs with M/s. Cartesian Computers Limited.
 - SFIO issued “Summons” to the directors of the company with respect to their directorship in another company namely M/s. Jahnvi Agro-Farms Pvt. Ltd. and M/s. Abhyudaya Developers Pvt. Ltd. bearing reference no. SFIO/Mum/Inv/SJFIL/SUM/2017-18 dated July 5, 2017 and SFIO/MUM/Inv/Guard File/JAFPL/2018-19/1297 dated May 17, 2018. The summons were duly replied by the Ashish Patel and Jhanvi Patel with respect to 2 other companies stating that Ashish Patel was neither Director nor concerns with the affairs of either Jahnvi Agro-Farms Pvt. Ltd. or Abhyudaya Developers Pvt. Ltd. Jhanvi Patel stated that she was director of the company Jahnvi Agro-Farms Pvt. Ltd. for the period 1995 to 2000 and thereafter there was a change in Board of Directors of the company as well as change in Registered Office of the Company and Abhyudaya Developers Pvt. Ltd. was struck off by ROC, Gujarat in the year 2014. The officer of the SFIO also visited the office of the company in the year 2018. In the year 2020 SFIO send summons to Jhanvi Patel for appearance before authority at Mumbai office for which due to COVID-19 pandemic she express inability to appear before the authority in Mumbai. The SFIO issued arrest warrant against Jhanvi Patel against which she preferred an appeal before an appropriate court for anticipatory bail. The court was pleased to grant anticipatory bail to Jhanvi Patel. Ashish Patel appear before the SFIO authority on January 20, 2021 and recorded statement on behalf of himself and Jhanvi Patel and clarified with respect to affairs of Jahnvi Agro-Farms Pvt. Ltd. as well as Abhyudaya Developers Pvt. Ltd. SFIO

thereafter kept on sending summons to Jhanvi Patel due to COVID-19 pandemic situation in Mumbai it was not desirable for her to remain present at Mumbai due to her fragile health condition. SFIO filed and appeal for Hon'ble Gujarat High Court to cancel anticipatory bail of Jhanvi Patel and the same is contested by Jhanvi Patel and the same is pending before Gujarat High Court.

CRIMINAL CASES FILED BY THE PROMOTERS

1. Criminal Misc. Application No. 527 of 2013 filed before the Hon'ble Magistrate Court, Mirzapur, Ahmedabad, by Mr. Ashish P. Patel (the "**Complainant**") has filed private complaint against the Police Officers alleging illegal arrest of Mr. Ashish P. Patel from his office premises in connection with Radhe Developers India Limited, "Radhe Acres" Scheme / Society, the application is pending before the Hon'ble Magistrate Court, Mirzapur, Ahmedabad. The Matter is currently pending for Final hearing.
2. Criminal Revision Application No. 90 of 2018 has been filed before the Ahmedabad (Rural) District and Sessions Court, Mirzapur, Ahmedabad by Ashish P. Patel & others (the "**Applicant's**") against The State of Gujarat (the "**Respondents**") challenging the order passed by Hon'ble Sanand Principal Senior Civil Judge and Magistrate Court rejecting the Discharge Application filed by Mr. Ashish P. Patel and Others in Criminal Case no. 3197 of 2014, 3683 of 2014 and 4376 of 2015, the Criminal Revision Application is pending before the Ahmedabad (Rural) District and Sessions Court, Mirzapur, Ahmedabad for hearing.
3. Special Criminal Application (no. 595 of 2015) has been filed in 2015 before the High Court of Gujarat, Gujarat by Ashish P. Patel (the "**Applicant**") against The State of Gujarat (Rajendra Zala) (the "**Respondent**") in this matter respondent had a FIR against applicant for land and which was wrong allegation against applicant so applicant had file a Quashing petition in High Court and The matter is currently pending for reply for respondent.

CIVIL CASES FILED AGAINST OUR PROMOTERS

1. Special Civil Suit (no. 564 of 2017) has been filed on 2017 before the Court of 2nd Additional Sini Civil Judge, Sanand Court, Ahmedabad by Bibiben Jhangirbhai and Others (the "**Plaintiff**") against Ashish P. Patel (the "**Respondent**"). The Respondent had willing to purchase the land of Shella, Sanand, Ahmedabad therefore, the respondent made a Banakhat and power of Attorney from the Laduben Jhangirbhai and others then after Laduben Jhangirbhai has died so his legal heirs Bibiben Jhangirbhai and others had file the suit in Sanand Court for Cancellation of Banakhat. The matter is currently pending for filing the written Statement by Respondents. The amount is Rs.21,00,000/- Involved in this case.
2. Company Application (no. 211 of 2011) has been filed in 2011 before the High Court of Gujarat, Ahmedabad by Piramal Financial Services Ltd (the "**Applicant**") against Ashish P. Patel and others (the "**Respondent**") in this matter the Applicant had file a suit for company has goes in liquidation and company liability pending so recover the amount applicant has file a application respondent was MD in this Company at relevant of time so applicant had file a application in High Court. The matter is currently pending. No monetary liability involved in this case.
3. The Debt Recovery Tribunal, Ahmedabad ("DRT") (no. 126 of 2009) has been filed on 2009 by ARCIL (the "**Plaintiff**") against M/s. Mahadev Associates and others (the "**Defendant**") A Suit has been filed by the plaintiff. A reply to the said matter Bank had filed a suit to recover the amount. We had taken the prelim issue regarding the jurisdiction, because bank had file a suit in the Court, The matter is currently pending.
4. The Debt Recovery Tribunal, Ahmedabad ("DRT") (no. 164 of 2009) has been filed on 2009 by ARCIL (the "**Plaintiff**") against Piramal Financial Services Ltd and Ashish P. Patel (the "**Defendant**") A Suit has been filed by the Complainant. A reply to the said matter Bank had filed a suit to recover the amount. We had taken the prelim issue regarding the jurisdiction, because bank had file a suit in the Court, but bank wants to file a suit in the DRAT Bombay Court. The matter is currently pending.

CIVIL CASES FILED BY THE PROMOTERS

1. Special Civil Suit (no. 85 of 2017) has been filed on 2017 before the Court of Principal Sini Civil Judge, Sanand Court, Ahmedabad by Ashish P. Patel (the "**Plaintiff**") against Bibiben Jhangirbhai and Others (the "**Respondent**"). The Plaintiff had willing to purchase the land of Shella, Sanand, Ahmedabad therefore, the plaintiff made a Banakhat from the Laduben Jhangirbhai then after Laduben Jhangirbhai has died so his legal

hairs Bibiben Jhangirbhai and others has went back for Sale Deed so the plaintiff had file the suit in Sanand Court for specific performance of the said land . The matter is currently pending for reply by Respondents. The amount is Rs.21,00,000/- Involved in this case.

2. Company Application (no. 408 of 2011) has been filed in 2011 before the High Court of Gujarat, Ahmedabad by Ashish P. Patel and others (the “**Applicant**”) against Piramal Finacial Services Ltd (the “**Respondent**”) in this matter the said company has goes in to liquidation and applicant wants to take over the company and applicant was MD in this Company at relevant of time so applicant had file a application in High Court. The matter is currently pending.

CIVIL CASES FILED AGAINST OUR COMPANY

1. Lavad Suit (no.556 of 2011) has been filed on 2011 before the Board of nominees of Ahmedabad, Ahmedabad by Yogesh M. Patel & Others (the “**Plaintiff**”) against Radhe Developers (India) Ltd and others (the “**Defendant**”). The plaintiff had booked plots in Radhe acre - I scheme developed by M/s Radhe Developers (India) Ltd And the plaintiff has issue regarding plot area and location so the plaintiff had file this said suit in Board of nominees The matter is currently pending for Reply by respondent. The amount is Rs.11,86,800/- Involved in this case.
2. Special Civil Suit (Old no.188 of 2012 new no.317 of 2017 and Old no.189 of 2012 new no.318 of 2017) has been filed on 2012 before the Court of Additional Sini Civil Judge, Mirzapur, Ahmedabad after that matter was transfer to Principal Sini Civil Judge, Sanand Court, Ahmedabad by hemendra R. Shah and Rakesh Panchal respectively (the “**Plaintiff**”) against Shantinagar (shella) Co. op. Hou. Soc and others (the “**Repondent**”) the Suit is registered in connection to the Radhe Developers (India) Ltd in which Mr. Ashish P. Patel of the said “Radhe Acres” Scheme/Society, the dispute is pertaining to plots (land), the plaintiff had booked plots in Radhe acre - I scheme developed by M/s Radhe Developers (India) Ltd And the plaintiff has issue regarding plot area and location so the plaintiff had file this said suit for restrain the defendants, their servants, relatives and agents from transferring, gifting, mortgaging or otherwise alienating and / or dealing with or creating any charge, encumbrance or making any construction on the said land during the pendency and till final disposal of the suit. The matter is currently for plaintiff rejoinder. The amount is Rs.28,05,600/- Involved in this case.
3. Regular Civil Suit (no.69, 70, 71 and 72 of 2012) has been filed on 2012 before the Court of Principal Sini Civil Judge, Sanand Court, Ahmedabad by Paramjeetkaur H. Huda, harshitbhai S. Shah Propwriter of Dhara Traders, Jatin K. Sheth and Vijay Chhabra respectively (the “**Plaintiff**”) against Shantinagar (shella) Co. op. Hou. Soc and others (the “**Repondent**”) the Suit is registered in connection to the Radhe Developers (India) Ltd in which Mr. Ashish P. Patel of the said “Radhe Acres” Scheme/Society, the dispute is pertaining to plots (land), the plaintiff had booked plots in Radhe acre - I scheme developed by M/s Radhe Developers (India) Ltd And the plaintiff has issue regarding plot area and location so the plaintiff had file this said suit for restrain the defendants, their servants, relatives and agents from transferring, gifting, mortgaging or otherwise alienating and / or dealing with or creating any charge, encumbrance or making any construction on the said land during the pendency and till final disposal of the suit. The matter is currently pending for Counter Reply by plaintiff. The amount is Rs.11,79,200/- Involved in this case.
4. Special Civil Suit (Old no.272 of 2013 new no.407 of 2017) has been filed on 2013 before the Court of Additional Sini Civil Judge, Mirzapur, Ahmedabad after that matter was transfer to Principal Sini Civil Judge, Sanand Court, Ahmedabad by Bileshwer Corporation (the “**Plaintiff**”) against Shantinagar (shella) Co. op. Hou. Soc and others (the “**Repondent**”) the Suit is registered in connection to the Radhe Developers (India) Ltd in which Mr. Ashish P. Patel of the said “Radhe Acres” Scheme/Society, the dispute is pertaining to land, the plaintiff had MOU with respondent no.2 for Radhe acre - I scheme developed by M/s Radhe Developers (India) Ltd And the plaintiff has issue regarding entire land so the plaintiff had file this said suit for Specific performance and restrain the defendants, their servants, relatives and agents from transferring, gifting, mortgaging or otherwise alienating and / or dealing with or creating any charge, encumbrance or making any construction on the said land during the pendency and till final disposal of the suit. The matter is currently pending for plaintiff’s Written Statement. The amount is Rs.15,80,08,800/- Involved in this case. The Company has also field a counter claim via Special Civil Suit no.51 of 2020) has been filed on 2020 before the Court of Principal Sini Civil Judge, Sanand Court, Ahmedabad by Shantinagar (shella) Co. op. Hou. Soc and others (the “**Plaintiff**”) against Bileshwer Corporation (the “**Repondent**”) the Suit is registered in connection to the Radhe Developers India Limited in which Mr. Ashish P. Patel of the said “Radhe Acres” Scheme/Society, the dispute is pertaining to land, the plaintiff had MOU and banakhat Agreement with respondent no.2 for Radhe acre - I scheme developed by M/s Radhe Developers (I) Ltd. So the M/s Radhe Developers (I) Ltd had this suit for

cancellation of MOU and Banakhat Agreement. the plaintiff has issue regarding entire land so the plaintiff had file this said suit for Specific performance and restrain the defendants, their servants, relatives and agents from transferring, gifting, mortgaging or otherwise alienating and / or dealing with or creating any charge, encumbrance or making any construction on the said land during the pendency and till final disposal of the suit. The matter is currently pending for Respondent's written reply.

5. Regular Civil Suit (no.82, 84, 85, 86, 87 of 2021) has been filed on 2021 before the Court of Principal 2nd Additional Sini Civil Judge, Sanand Court, Ahmedabad by Yogesh M. Patel, Anil Talwar, Anil Doda, Govind Desai and Ashok Shah respectively (the **"Plaintiff"**) against Shantinagar (shella) Co. op. Hou. Soc and others (the **"Respondent"**) the Suit is registered in connection to the Radhe Developers (India) Ltd in which Mr. Ashish P. Patel of the said "Radhe Acres" Scheme/Society, the dispute is pertaining to plots (land), the plaintiff had booked plots in Radhe acre - I scheme developed by M/s Radhe Developers (India) Ltd And the plaintiff has issue regarding plot area and location so the plaintiff had file this said suit for restrain the defendants, their servants, relatives and agents from transferring, gifting, mortgaging or otherwise alienating and / or dealing with or creating any charge, encumbrance or making any construction on the said land during the pendency and till final disposal of the suit. The matter is currently for hearing of Order – 7 Rule – 11 Application. The amount is Rs.22,13,400/- Involved in this case.
6. Suit against appeal (no.19 of 2010) has been filed on 2010 before the Board of nominees of Ahmedabad, Ahmedabad by Sandip V. Amin & Others (the **"Plaintiff"**) against Radhe Developers (India) Ltd (the **"Defendant"**). The plaintiff had booked some plots in Radhe acre I scheme with M/s Radhe Developers (I) Ltd. The case no. 309/07 was dismiss by the court so defendant filled the case second time as application above mention said matter. The matter is currently pending For Hearing.

CIVIL CASES FILED BY OUR COMPANY

1. Special Civil Suit (no. 257 of 2017) has been filed on 2017 before the Court of 2nd Additional Sini Civil Judge, Sanand Court, Ahmedabad by Radhe Developers (India) Ltd and others (the **"Plaintiff"**) against Vastushilp Builders and Others (the **"Respondent"**). In this matter Respondent was without permission and approval of the plaintiff no.1 Developers and plaintiff no.2 Society Sale and Transfer the plot to others in Radhe Acre – I so the plaintiff had file a suit against respondent for restrain the defendants, their servants, relatives and agents from transferring, gifting, mortgaging or otherwise alienating and / or dealing with or creating any charge, encumbrance or making any construction on the said land during the pendency and till final disposal of the suit. The matter is currently pending for hearing of Exe - 5. The amount is Rs.11,93,700/- Involved in this case.
2. Regular Civil Suit (no. 381 of 2015) has been filed on 2015 before the Court of 2nd Additional Sini Civil Judge, Sanand Court, Ahmedabad by Radhe Developers (India) Ltd and others (the **"Plaintiff"**) against Parmanand Patel and Others (the **"Respondent"**). In this matter Respondent was without permission and approval of the plaintiff no.1 Developers and plaintiff No.2 Society Sale and Transfer the plot to others in Radhe Acre – I so the plaintiff had file a suit against respondent for restrain the defendants, their servants, relatives and agents from transferring, gifting, mortgaging or otherwise alienating and / or dealing with or creating any charge, encumbrance or making any construction on the said land during the pendency and till final disposal of the suit. The matter is currently pending for Reply for Respondents.
3. Regular Civil Suit (Old no.1113 of 2011 new no.285 of 2017) has been filed on 2011 before the Court of Additional Sini Civil Judge, Mirzapur, Ahmedabad after that matter was transfer to 2nd Additional Sini Civil Judge, Sanand Court, Ahmedabad by Shantinagar (shella) Co. op. Hou. Soc (Radhe Developers (India) Ltd) and others (the **"Plaintiff"**) against Baldevbhai Mangaldas Patel and Others (the **"Respondent"**). In this matter plaintiff had registered banakhat of Survey no.230, 225, 232, 231, 233, 234, 211, 217, 216, 218, 213 land of Radhe Acre – I from the Respondent after that some dispute arise between the parties So plaintiff No.1 Society and plaintiff no.2 Developers had file a suit against respondent for specific performance and restrain the defendants, their servants, relatives and agents from transferring, gifting, mortgaging or otherwise alienating and / or dealing with or creating any charge, encumbrance or making any construction on the said land during the pendency and till final disposal of the suit. The matter is currently pending for Reply for Respondents. No monetary liability involved in this case. The Collective amount is Rs.62,38,120/- Involved in this case.

CIVIL CASES FILED AGAINST THE GROUP COMPANIES

1. Civil Suit (no. 874 of 2010) has been filed on 2010 before the Court of City Civil Judge, Chamber Court, Bhadra Court, Ahmedabad by Nitin M.Gheewala (the **"Plaintiff"**) against Res No. 2 Radhe Estate Developers

& Other (the “**Defendant**”). The Swapna Co op Housing Society entered into an agreement with Radhe Estate Developers for Development of the land by constructing apartment blocks and allotting them to intending purchasers. The plaintiff in pursuance whereof the plaintiff paid an amount the aggregating to as Consideration for the flat. Radhe Estate Developers issued letters of allotment in Favour of the said company of various flat. It is also indisputable that no consideration has passed from the company the flat has not been purchased by the company in liquidation by the company as security for loan taken from the company in liquidation and we are formal party in this case. The matter is currently pending. The amount is Rs.14,31,000/- Involved in this case.

2. Civil Suit (no. 781 of 2010) has been filed on 2010 before the Court of City Civil Judge, Chamber Court, Bhadra Court, Ahmedabad by Girish T. Nanavati (the “**Plaintiff**”) against Res No. 2 Radhe Estate Developers & Other (the “**Defendant**”). The Swapna Co op Housing Society entered into an agreement with Radhe Estate Developers for Development of the land by constructing apartment blocks and allotting them to intending purchasers. The plaintiff in pursuance whereof the plaintiff paid an amount the aggregating to as Consideration for the flat. Radhe Estate Developers issued letters of allotment in Favour of the said company of various flat. It is also indisputable that no consideration has passed from the company the flat has not been purchased by the company in liquidation by the company as security for loan taken from the company in liquidation and we are formal party in this case. The matter is currently pending. The amount is Rs.5,13,000/- Involved in this case.
3. Civil Suit (no. 762 of 2010) has been filed on 2010 before the Court of City Civil Judge, Chamber Court, Bhadra Court, Ahmedabad by Nitin M.Thakkar (the “**Plaintiff**”) against Res No. 2 Radhe Estate Developers & Other (the “**Defendant**”). The Swapna Co op Housing Society entered into an agreement with Radhe Estate Developers for Development of the land by constructing apartment blocks and allotting them to intending purchasers. The plaintiff in pursuance whereof the plaintiff paid an amount the aggregating to as Consideration for the flat. Radhe Estate Developers issued letters of allotment in Favour of the said company of various flat. It is also indisputable that no consideration has passed from the company the flat has not been purchased by the company in liquidation by the company as security for loan taken from the company in liquidation and we are formal party in this case. The matter is currently pending. The amount is Rs.6,84,000/- Involved in this case.
4. Civil Suit (no. 1117 of 2010) has been filed on 2010 before the Court of City Civil Judge, Bhadra Court, Ahmedabad by Ajay Mansukhlal Shah (the “**Plaintiff**”) against Radhe Estate Developers (the “**Defendant**”). The Swapna Co op Housing Society entered into an agreement with Radhe Estate Developers for Development of the land by constructing apartment blocks and allotting them to intending purchasers. The plaintiff in pursuance whereof the plaintiff paid an amount the aggregating to as Consideration for the flat. Radhe Estate Developers issued letters of allotment in Favour of the said company of various flat. The Plaintiff is owner of the property but the Liquidation officer says that the company is owner of the flat. So the Ajay Mansukhlal Shah Made litigation against Liquidation officer of Piramal Finance Services Limited in which we are formal party as an organizer of the suit property. The matter is currently pending. The amount is Rs.9,72,000/- Involved in this case.
5. Civil Suit (no. 1121 of 2010) has been filed on 2010 before the Court of City Civil Judge, Bhadra Court, Ahmedabad by Dilip Mafatlal Shah (the “**Plaintiff**”) against Radhe Estate Developers (the “**Defendant**”). The Swapna Co op Housing Society entered into an agreement with Radhe Estate Developers for Development of the land by constructing apartment blocks and allotting them to intending purchasers. The plaintiff in pursuance whereof the plaintiff paid an amount the aggregating to as Consideration for the flat. Radhe Estate Developers issued letters of allotment in Favour of the said company of various flat. The Plaintiff is owner of the property but the Liquidation officer says that the company is owner of the flat. So the Dilip Mafatlal Shah Made litigation against Liquidation officer of Piramal Finance Services Limited in which we are formal party as an organizer of the suit property. The matter is currently pending. The amount is Rs.6,84,000/- Involved in this case.

CIVIL CASES FILED BY GROUP COMPANIES

1. Special Civil Suit (no. 65 of 2010 new no.97 of 2013) has been filed on 2010 before the Court of 2nd Sini Civil Judge, Kadi Court, Kadi by Radhe Infra Projects India Ltd (the “**Plaintiff**”) against Rabari Jayrambhai Nagjibhai & others (the “**Defendant**”). in this matter the Respondent had Banakhat Karar with plaintiff and big Amount Received by Defendant then after defendant has modify in 7/12 and a reply to the said matter in Shedfa land respondent cannot trespass and cannot stop work in our land. The Court Passed the interim order. The matter is currently pending. Against That Special Civil Application (no. 14668 of 2010) has been filed in 2010 before the High Court of Gujarat, Ahmedabad by Jayrambhai Nagjibhai Rabari (the “**Applicant**”) against Radhe Infra Projects India Ltd (the “**Respondent**”) in this matter the Respondent had Banakhat Karar with

Applicant and big Amount Received by Applicant then after Applicant has modify in 7/12 so respondent has file a suit in lower court and do the panchnama through court and Applicant has dissatisfy with panchnama done by lower court order so applicant file this application in High Court. The matter is currently pending. No monetary liability involved in this case. Special Civil Suit (no. 74 of 2011 new no. 272 of 2013) has been filed on 2011 before the Court of 3rd Sini Civil Judge, Kadi Court, Kadi by Rabari Jayrambhai Nagjibhai (the “**Plaintiff**”) against Radhe Infra Projects India Ltd (the “**Defendant**”). A Suit has been filed by the plaintiff. The said matter in Shedfa land defendant can trespass and plaintiff cannot stop work in Said land. The matter is currently pending. The amount is Rs.34,00,000/- Involved in this case.

SEBI PROCEEDINGS PENDING WITH SEBI WITH REGARDS TO OUR COMPANY & PROMOTERS:

1. On March 15, 2011, SEBI issued a SCN under Chapter VI – A of SEBI Act, 1992 to our company bearing reference no. EAD – 6/BM/RSL/8479/2011 inter alia to the promoter and promoter group including director Mr. Milan Patel also on March 15, 2011, SEBI issued a SCN under Chapter VI – A of SEBI Act, 1992 to Mr. Ashish Patel, Managing Director of the company bearing reference no. EAD – 6/BM/RSL/8485/2011. The Consent Application was filed by the all the Noticees, however, the same was rejected. The proceedings were concluded pursuant to order of AO dated March 28, 2013 imposing penalty of Rs. 22,00,000 and Rs. 13,98,264 respectively. The Company and Ashish Patel preferred appeal in SAT bearing Appeal No. 110 of 2013 and 109 of 2013 respectively. The Hon’ble SAT passed the order remanding back the matter vide their order dated February 13, 2014 with a liberty to SEBI to issue fresh SCN if deem fit. Thereafter, SEBI resumed the proceedings wide SCN dated August 6, 2018 bearing reference no. SEBI/HO/EAD/21995/2018. The Consent Application was filed by the all the Noticees, however, the same was rejected. The hearing was held on April 16, 2021 and the order for the same is awaited.
2. On December 7, 2016 SEBI issued a SCN under Chapter VI – A of SEBI Act, 1992 to our company bearing reference no. EAD/AO-NP/VVK/ 06/2016 to the promoter and promoter group including Compliance Officer of the company. The Consent Application was filed by the all the Noticees, however, the same was rejected. The proceedings as on date are pending and personal hearing is scheduled on November 10, 2021.
3. The details of SEBI proceedings are tabulated hereinafter:

Name	Notice Reference No.	Alleged Violation	Charging Section
Radhe Developers (India) Ltd.	EAD – 6 / BM / RSL / 8479 / 2011 DATED MARCH 15, 2011 AND SEBI/HO/EAD/21995/2018	Violation Of Provision Of Regulation 12 (1) & (3) Of SEBI (PIT) Regulations, 1992	15I OF SEBI ACT, 1992
Prafulbhai C. Patel	EAD – 6 / BM / RSL / 8480 / 2011 DATED MARCH 15, 2011 AND SEBI/HO/EAD/21995/2018	Violation Of Provision Of Regulation 12 (1) & (3) Of SEBI (PIT) Regulations, 1992	15I OF SEBI ACT, 1992
Ashishbhai Prafulbhai Patel	EAD – 6 / BM / RSL / 8485 / 2011 DATED MARCH 15, 2011 AND SEBI/HO/EAD/21995/2018	(1) Violation Of Provision Of Regulation 12 (1) & (3) Of SEBI (PIT) Regulations, 1992. (2) Violation Of Provision Of Regulation 3(I) Of SEBI (PIT) Regulations, 1992 Against The Applicant 3 Shri Ashish Patel	15I OF SEBI ACT, 1992
Milan Patel	EAD – 6 / BM / RSL / 8482 / 2011 DATED MARCH 15, 2011	Violation Of Provision Of Regulation 12 (1) & (3) Of SEBI (PIT) Regulations, 1992	15I OF SEBI ACT, 1992
Radhe Developers (India) Ltd.	EAD / AO-NP / VVK / 06 / 2016 DATED 7TH DECEMBER, 2016	Reg 13(6) Of the SEBI (PIT) Regulations, 1992	SEC 15A(B) OF SEBI ACT, 1992

Name	Notice Reference No.	Alleged Violation	Charging Section
		Clause 1.2 Of The Code Of Conduct Specified Under Part A Of The Schedule I Read With Regulation 12(1) and 12(3) Of SEBI (PIT) Regulations, 1992	SEC 15HB OF SEBI ACT, 1992
Prafulbhai C. Patel	EAD / AO-NP / VVK / 05 / 2016 DATED 7TH DECEMBER, 2016	Reg 13(4) Read With 13(5) Of SEBI (PIT) Regulations, 1992	SEC 15A(B) OF SEBI ACT, 1992
Madhuben Prafulbhai Patel	EAD / AO-NP / VVK / 04 / 2016 DATED 7TH DECEMBER, 2016	Reg 3(I) And 4 Of Sebi (Pit) Regulations, 1992 R/W. Section 12a(B) And (E) Of Sebi Act, 1992	15G OF SEBI ACT, 1992
		REG 7(1A) Read With Reg 7(2) Of The SEBI (SAST) Regulations, 1997	SEC 15A(B) OF SEBI ACT, 1992
Ashishbhai Prafulbhai Patel	EAD / AO-NP / VVK / 07 / 2016 DATED 7TH DECEMBER, 2016	Reg 3(I) And 4 Of Sebi (Pit) Regulations, 1992 R/W. Section 12a(B) And (E) Of SEBI Act, 1992	15G OF SEBI ACT, 1992
		REG 7(1A) Read With Reg 7(2) Of The SEBI (SAST) Regulations, 1997	SEC 15A(B) OF SEBI ACT, 1992
		REG 13(4) READ WITH 13(5) OF THE SEBI (PIT) Regulations, 1992	SEC 15A(B) OF SEBI ACT, 1992
		Clause 1.2 And 4.2 Of The Code Of Conduct Specified Under Part A Of The Schedule I Read With Regulation 12(1) Of SEBI (PIT) Regulations, 1992	SEC 15HB OF SEBI ACT, 1992
Jahnvi Patel	EAD / AO-NP / VVK / 09 / 2016 DATED 7TH DECEMBER, 2016	Reg 7(1a) Read With Reg 7(2) Of the SEBI (SAST) Regulations, 1997	SEC 15A(B) OF SEBI ACT, 1992
Jigar Harshadkumar Shah	EAD / AO-NP / / VVK / 10 / 2016 DATED 7TH DECEMBER, 2016	Clause 1.2 Of The Code Of Conduct Specified Under Part A Of The Schedule I Read With Regulation 12(1) Of SEBI (PIT) REGULATIONS, 1992	SEC 15HB OF SEBI ACT, 1992

TAX RELATED MATTERS

Tax Claims made against our Company

Particulars	No. of cases	Aggregate amount involved (in Rs.)
Direct Tax	2	37.18 Lakhs
Indirect Tax	NIL	Not Ascertainable
Total	2 *	37.18 Lakhs

* In one case we have assessment order for FY 2012-13 passed by the Assessing Officer. No addition has been made in assessment order but as per assessment order demand has been raised. So rectification of order is pending. The amounts are as per the Income Tax Website records on 22nd October 2021.

For the FY 2015-16 matter penalty levied for non-compliance during the course of Assessment Proceedings. For that The company has filed appeal before Commissioner of Income Tax (Appeals) which is pending for disposal. The amounts are as per the Income Tax Website records on 22nd October 2021.

Tax Claims made by our Company

Particulars	No. of cases	Aggregate amount involved (in Rs.)
Direct Tax	3	2206.93 Lakhs
Indirect Tax	NIL	Not Ascertainable
Total	3 *	2206.93 Lakhs

* For FY 2014-15 we have filed appeal before the Commissioner of Income Tax (Appeal) against the Assessment order passed by the Assessing Officer. The issue in the appeal is in about the penalty levied for furnishing inaccurate particulars of Income.

For FY 2015-16 we have filed appeal before the Commissioner of Income Tax (Appeal) against the Assessment order passed by the Assessing Officer. The issue in the appeal is regarding the disallowance of certain expenditure incurred and cash deposit in bank account during the year. The amounts are as per the Income Tax Website records on 22nd October 2021.

For FY 2011-12 we have preferred appeal before the Commissioner of Income Tax (Appeal) against the Assessment order passed by the Assessing Officer. The issue in the appeal is regarding cash deposit in bank account during the year. Where Commissioner of Income Tax (Appeals) deleted addition made in Assessment Order. Department filed an appeal in Income Tax Appellate Tribunal which is dismissed by Income Tax Appellate Tribunal in favour of Company. Accordingly decision of Commissioner of Income Tax (Appeals) has been upheld by Income Tax Appellate Tribunal. The amounts are as per the Income Tax Website records on 22nd October 2021.

Tax Claims made against our Promoters

Particulars	No. of cases	Aggregate amount involved (in Rs.)
Direct Tax	4	37.07 Lakhs
Indirect Tax	NIL	Not Ascertainable
Total	4 *	37.07 Lakhs

* 3 Appeals are pending before the Hon'ble Income Tax Appellate Tribunal. For two years, Assessing Officer has preferred appeals before the Hon'ble Income Tax Appellate Tribunal against the orders passed by Commissioner of Income Tax (Appeal) and the promoter has filed cross objection. For FY 2000-01, FY 2001-02 and FY 2002-03, the issue in the Appeal is the interest income on loans and advances, land banakhat and development expenses, cash deposit, entry found from seized material, additional income disclosed before Income Tax Settlement Commission and disallowance u/s 14A of the Income Tax Act, 1961.

For FY 2010-11, the issue in the Appeal is in about Addition made on account of withdrawal of exemption claimed u/s 10(38) of the Income Tax Act, 1961 on Long term capital gain on sale of shares. For that Commissioner of Income Tax (Appeals) deleted addition made in Assessment Order. Department filed an appeal in Income Tax Appellate Tribunal and assessee has filed cross objection before Income Tax Appellate Tribunal. Both the appeal of department and cross objection of assessee is pending for disposal. The amounts are as per the Income Tax Website records on 22nd October 2021.

Tax Claims made by our Promoters

Particulars	No. of cases	Aggregate amount involved (in Rs.)
Direct Tax	6	2648.61 Lakhs
Indirect Tax	NIL	Not Ascertainable

Total	6*	2648.61Lakhs
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* 5 Appeals are pending before Income Tax Appellate Authorities.

For FY 2016-17, the promoter has preferred appeal before the Commissioner of Income Tax (Appeal) against the assessment order passed by the Assessing Officer. The issue in the appeal is regarding the disallowance of exemption claimed u/s 54 of Income Tax Act, 1961.

For following four years, the promoter and Assessing Officer both have preferred appeals before the Hon'ble Income Tax Appellate Tribunal against the orders passed by Commissioner of Income Tax (Appeals). The promoter has also filed cross objection before the Hon'ble Income Tax Appellate Tribunal.

For FY 2003-04, the issue in the appeal is about income earned through land transaction, amount received in the name of land transactions, expenditure for land, investment for the purchase of plot of land, expenditure in the form of interest payments, creditors, interest income, disallowance of chapter VI-A deduction and disallowance u/s 14A of Income Tax Act, 1961.

For FY 2004-05, the issue in the Appeal is about land development expenses & other expenses, profit on land, cash deposit, certain transactions, entries in seized material, interest income, additional income disclosed before Income Tax Settlement Commission and disallowance u/s 14A of the Income Tax Act, 1961.

For FY 2005-06, the issue in the Appeal is about income earned through land transaction, profit earned on land project, expenditure in the form of interest payments and disallowance u/s 14A of the Income Tax Act, 1961.

For FY 2006-07, the issue in the Appeal is in about cash deposit, cash and jewellery found, entries in seized material, additional income disclosed before Hon'ble Income Tax Settlement Commission, interest income on loan and advances, disallowance u/s 14A of Income Tax Act, 1961 and other expenses. The amounts are as per the Income Tax Website records on 22nd October 2021.

For FY 2013-14, we have preferred appeal before the Commissioner of Income Tax (Appeal) against the Assessment order passed by the Assessing Officer. The issue in the appeal is regarding cash deposit in bank account during the year. Where Commissioner of Income Tax (Appeals) deleted addition made in Assessment Order.

Tax Claims made against our Group Company

Particulars	No. of cases	Aggregate amount involved (in Rs.)
Direct Tax	2	427.83 Lakhs
Indirect Tax	NIL	Not Ascertainable
Total	2 *	427.83 Lakhs

* For FY 2012-13 no addition has been made by Assessing Officer. Demand of Rs. 427.83 Lakhs has been raised on account of the fact that company has not paid tax while filing the Return of Income.

For FY 2012-13, penalty u/s 271(1)(c) of the Act of Rs. 181.68 lakhs was levied by the Assessing Officer. The Company preferred an appeal before the Commissioner of Income Tax (Appeal). The Commissioner of Income Tax (Appeal) upheld the penalty levied by the Assessing Officer. Hence the Company preferred an appeal to the Hon'ble Income Tax Appellate Tribunal. During, pendency of the appeal before the Hon'ble Income Tax Appellate Tribunal, the company opted for Direct Tax Vivad Se Vishwas Scheme, 2020. Form 1 and 2 was filed subsequent to which form 3 was issued wherein Rs. 45,42,205 was determined to be paid. Rs. 45,42,205 was paid by the company and the company also filed form 4. Then after form 5 also has been issued. In view of the above, appeal filed before the Income Tax Appellate Tribunal has been dismissed as withdrawn vide order dated 21.09.2021. The amounts are as per the Income Tax Website records on 22nd October 2021.

Tax Claims made by our Group Company

NIL

PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES

There are no proceedings initiated against our Company for any economic offences.

OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

NIL

DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

Neither our Company, nor our Promoters, and Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

MATERIAL DEVELOPMENT SINCE SEPTEMBER 30, 2021

There have not arisen, since the date of the last financial statements disclosed in this Draft Letter of Offer, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months. For further details, please refer to the chapter titled “Material Development” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” on page 150 and 153, respectively of this Draft Letter of Offer.

GOVERNMENT AND OTHER STATUTORY APPROVALS

In order to operate our business, we require various approvals and/or licenses under various laws, rules and regulations. Our Company has received the necessary consents, licenses, registrations, permissions and approvals from the Government of India and various governmental agencies and other statutory and/ or regulatory authorities required to undertake this Issue and carrying on our present business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. Unless otherwise stated, these approvals and licenses are valid as of the date of this Draft Letter of Offer and in case of licenses and approvals which have expired; we have either made application for renewal or are in the process of making an application for renewal.

Except for the following, no further material approvals from any governmental or regulatory authority are pending to undertake the Issue or continue its business activities.

- I. Material approvals for which applications have been made by our Company, but are currently pending grant: NIL**
- II. Material approvals for which renewal applications have been made by our Company: NIL**
- III. Material approvals which have expired and for which renewal applications are yet to be made by our Company:**
 - Our Company had obtained Developer License bearing no. DEV 321010520 dated 02-07-2015 issued by Ahmedabad Municipality Corporation which was valid for a period of 5 years from the date of issuance. However, our company is yet to make a fresh application for obtaining the Developer License.
- IV. Material approvals required for which no application has been made by our Company:**
 - Our Company intends to utilize the proceeds of the Issue for a) Acquisition of land, land development rights or development rights (directly or indirectly) for our Forthcoming Identified projects and Our Forthcoming Joint Development Project and b) Acquisition of hotel property, after deducting Issue related expenses and general corporate purpose related expenses.

In relation to this, our company will be make applications with the respective District Collector for conversion of Agriculture Land to Non-Agriculture Land, for obtaining title clearance certificate. Our company shall also make applications with the government and regulatory authorities for seeking renewals of various licenses pertaining to running our proposed hotel business.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Issue has been authorized by a resolution of the Board passed at its meeting held on November 26, 2021 and December 06, 2021, pursuant to Section 62 of the Companies Act, 2013.

The Committee of Directors of our Company has, at its meeting held on [●], determined the Issue Price as [●] per Rights Equity Share (including a premium of [●] per Rights Equity Share) in consultation with the Lead Manager, and the Rights Entitlement as [●] Rights Equity Shares for every [●] Equity Shares held on the Record Date.

On Application, Investors will have to pay Rs. [●] per Rights Equity Share, which constitutes [●]% of the Issue Price and the balance Rs. [●] per Rights Equity Share which constitutes [●]% of the Issue Price, will have to be paid in one or more subsequent Call(s), as determined by our Board at its sole discretion.

This Draft Letter of Offer has been approved by our Board pursuant to their resolutions dated [●].

Our Company has received 'in-principle' approvals from BSE pursuant to Regulation 28 of SEBI Listing Regulations, vide its letters dated [●] for listing of the Rights Equity Shares to be Allotted pursuant to the Issue. Our Company will also make applications to BSE to obtain their trading approvals for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

Our Company has been allotted the ISIN [●] for the Rights Entitlements to be credited to the respective demat accounts of the Equity Shareholders of our Company. Our Company has been allotted the ISIN '[●]' both from NSDL and CDSL for the Rights Equity Shares issued pursuant to this Issue. For details, see "Terms of the Issue" on page 181.

Prohibition by SEBI and other Governmental Authorities

Our Company, our Promoters, our Promoter Group or our Directors, the persons in control of our Company and the persons in control of our Corporate Promoters have not been debarred and are not prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI.

The companies with which the Promoters or the Directors are associated as promoters or directors have not been debarred from accessing the capital market under any order or direction passed by SEBI or any other regulatory or governmental authority.

Neither our individual Promoters nor any of our Directors have been declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018).

Directors associated with the Securities Market

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

Prohibition by RBI

Neither our Company nor any of our Promoters or our Directors have been or are identified as Wilful Defaulters.

Confirmation under the Companies (Significant Beneficial Ownership) Rules, 2018

As on the date of this Draft Letter of Offer, our Company, our Promoters and members of our Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, as amended ("SBO Rules"), to the extent applicable.

Eligibility for the Issue

Our Company is a listed company and has been incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on the Stock Exchanges. Our Company is eligible to offer Rights Equity Shares pursuant to this Issue in terms of Chapter III of the SEBI ICDR Regulations and other applicable provisions of the SEBI

ICDR Regulations. Further, our Company is undertaking this Issue in compliance with Part B of Schedule VI of the SEBI ICDR Regulations.

Compliance with Regulation 61 and 62 of the SEBI ICDR Regulations

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Our Company has made application to the Stock Exchange and has received their in-principal approvals for listing of the Rights Equity Shares to be issued pursuant to this Issue. BSE is the Designated Stock Exchange for the purpose of the Issue.

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

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

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

As our Company satisfies the conditions specified in Clause (1) of Part B of Schedule VI of SEBI ICDR Regulations, and given that the conditions specified in Clause (3) of Part B of Schedule VI of SEBI ICDR Regulations are not applicable to our Company, the disclosures in this Draft Letter of Offer are made in terms of Clause (4) of Part B of Schedule VI of the SEBI ICDR Regulations.

Disclaimer Clause of SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE SUBMISSION OF THIS DRAFT LETTER OF OFFER TO SEBI SHOULD NOT, IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE, OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT LETTER OF OFFER. THE LEAD MANAGER, VIVRO FINANCIAL SERVICES PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT LETTER OF OFFER ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. 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 OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE LETTER OF OFFER, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, FIRST OVERSEAS CAPITAL LIMITED HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED DECEMBER 08, 2021, WHICH READS AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION, INCLUDING COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL WHILE FINALISING THE DRAFT LETTER OF OFFER OF THE SUBJECT ISSUE;**
2. **ON THE BASIS OF SUCH EXAMINATION AND DISCUSSIONS WITH THE COMPANY, ITS**

DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION, CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:

- a. **THE DRAFT LETTER OF OFFER FILED WITH SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS WHICH ARE MATERIAL TO THE ISSUE;**
 - b. **ALL MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE AS SPECIFIED BY SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
 - c. **THE MATERIAL DISCLOSURES MADE IN THE DRAFT LETTER OF OFFER ARE TRUE AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SEBI ICDR REGULATIONS AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
3. **BESIDE OURSELVES, ALL INTERMEDIARIES NAMED IN THE DRAFT LETTER OF OFFER ARE REGISTERED WITH SEBI AND THAT TILL DATE, SUCH REGISTRATION IS VALID – COMPLIED WITH.**
 4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS – NOT APPLICABLE.**
 5. **WRITTEN CONSENT FROM THE PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF THE PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF THE PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED OR SOLD OR TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING DRAFT LETTER OF OFFER WITH SEBI TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE LETTER OF OFFER – NOT APPLICABLE.**
 6. **ALL APPLICABLE PROVISIONS OF THE SEBI ICDR REGULATIONS, WHICH RELATE TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAVE BEEN AND SHALL BE DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION(S) HAVE BEEN MADE IN THE LETTER OF OFFER – NOT APPLICABLE.**
 7. **ALL APPLICABLE PROVISIONS OF SEBI ICDR REGULATIONS, WHICH RELATE TO RECEIPT OF PROMOTERS' CONTRIBUTION PRIOR TO OPENING OF THE ISSUE, SHALL BE COMPLIED WITH. ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE AND THAT THE AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE ISSUE – NOT APPLICABLE.**
 8. **NECESSARY ARRANGEMENTS SHALL BE MADE TO ENSURE THAT THE MONIES RECEIVED PURSUANT TO THE ISSUE ARE CREDITED OR TRANSFERRED TO IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONIES SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES, AND THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERSTO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE TO THE EXTENT APPLICABLE.**
 9. **THE EXISTING BUSINESS AS WELL AS ANY NEW BUSINESS OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED FALL WITHIN THE 'MAIN OBJECTS' IN THE OBJECT**

CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED IN THE LAST TEN YEARS ARE VALID IN TERMS OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION – COMPLIED WITH TO THE EXTENT APPLICABLE.

10. FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT LETTER OF OFFER:

- a. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER, EXCLUDING SUPERIOR RIGHTS EQUITY SHARES, WHERE AN ISSUER HAS OUTSTANDING SUPERIOR RIGHTS EQUITY SHARES – COMPLIED WITH (THE COMPANY HAS NOT ISSUED ANY SUPERIOR RIGHTS EQUITY SHARES); AND
- b. AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH ALL DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE SEBI – COMPLIED WITH.
11. WE SHALL COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENTS IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 – NOTED FOR COMPLIANCE WITH THE SEBI CIRCULAR SEBI/HO/CFD/DIL2/CIR/P/2020/78 DATED MAY 6, 2020, READ WITH SEBI CIRCULAR SEBI/HO/CFD/DIL1/CIR/P/2020/136 DATED JULY 24, 2020, SEBI CIRCULAR SEBI/HO/CFD/DIL1/CIR/P/2021/13 DATED JANUARY 19, 2021 AND SEBI CIRCULAR SEBI/HO/CFD/DIL2/CIR/P/2021/552 DATED APRIL 22, 2021.
12. IF APPLICABLE, THE COMPANY IS ELIGIBLE TO LIST ON THE INNOVATORS GROWTH PLATFORM IN TERMS OF THE PROVISIONS OF CHAPTER X OF THE SEBI ICDR REGULATIONS, 2018 – NOT APPLICABLE.
13. NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT LETTER OF OFFER HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY – COMPLIED WITH.
14. THE ABRIDGED LETTER OF OFFER CONTAINS ALL DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 – COMPLIED WITH.
15. ALL MATERIAL DISCLOSURES IN RESPECT OF THE COMPANY HAVE BEEN MADE IN THE DRAFT LETTER OF OFFER AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE COMPANY OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN – NOTED FOR COMPLIANCE.
16. AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE COMPANY – COMPLIED WITH.

THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT 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 LETTER OF OFFER.

Disclaimer from our Company and the lead manager

Our Company and the Lead Manager accept no responsibility for statements made other than in this Draft Letter of Offer or in any advertisement or other material issued by our Company or by any other persons at the instance

of our Company and anyone placing reliance on any other source of information would be doing so at their own risk.

Investors who invest in this Issue will be deemed to have represented to our Company, the Lead Manager and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable law, rules, regulations, guidelines and approvals to acquire the Rights Equity Shares, and are relying on independent advice/ evaluation as to their ability and quantum of investment in the Issue. Our Company, the Lead Manager and their directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any Applicant on whether such Applicant is eligible to acquire any Rights Equity Shares.

Cautions

Our Company and the Lead Manager shall make all relevant information available to the Eligible Equity Shareholders in accordance with the SEBI ICDR Regulations and no selective or additional information would be available for a section of the Eligible Equity Shareholders in any manner whatsoever, including at presentations, in research or sales reports, etc., after filing this Draft Letter of Offer.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Draft Letter of Offer. You must not rely on any unauthorized information or representations. This Draft Letter of Offer is an offer to sell only the Rights Equity Shares and the Rights Entitlement, but only under circumstances and in the applicable jurisdictions. Unless otherwise specified, the information contained in this Draft Letter of Offer is current only as at its date.

Disclaimer with respect to the jurisdiction

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

Designated Stock Exchange

The Designated Stock Exchange for the purposes of the Issue is BSE Limited.

Disclaimer Clause of the BSE

As required, a copy of this Draft Letter of Offer has been submitted to BSE. The Disclaimer Clause as intimated by BSE to us, post scrutiny of this Draft Letter of Offer is set out below:

“BSE Limited (“the **Exchange**”) has given, vide its letter dated [●] permission to this Company to use the Exchange’s name in this Draft Letter of Offer as one of the stock exchanges on which this Company’s securities are proposed to be listed. The Exchange has scrutinized this Draft Letter of Offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

- (i) Warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Letter of Offer; or
- (ii) warrant that this Company’s securities will be listed or will continue to be listed on the Exchange; or
- (iii) take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this Draft Letter of Offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.”

Selling Restrictions

The distribution of this Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other issue material (collectively, “Issue Materials”) and the issue of Rights Entitlements and the Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements

prevailing in those jurisdictions. Persons into whose possession the Issue Materials may come, are required to inform themselves about and observe such restrictions.

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders of our Company and in accordance with the SEBI ICDR Regulations, our Company will send / dispatch the Issue Materials only to the Eligible Equity Shareholders who have provided Indian address and who are located in jurisdictions where the offer and sale of the Rights Entitlements and the Rights Equity Shares are permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent any Issue Materials.

Further, the Letter of Offer will be provided to those who have provided their Indian addresses to our Company and who makes a request in this regard. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, the Lead Manager, the Stock Exchanges and on R-WAP.

Our Company shall also endeavour to dispatch physical copies of the Issue Materials to Eligible Equity Shareholders who have provided an Indian address to our Company. Our Company, the Lead Manager, and the Registrar will not be liable for non-dispatch of physical copies of Issue Materials.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer was filed with SEBI and the Stock Exchanges. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Issue Materials may not be distributed in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Issue Materials will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, under those circumstances, the Issue Materials must be treated as sent for information only and should not be copied, redistributed or acted upon for subscription to Rights Equity Shares or the purchase of Rights Entitlements. Accordingly, persons receiving a copy of the Issue Materials should not, in connection with the issue of the Rights Entitlements or Rights Equity Shares, distribute or send such document in, into the United States or any other jurisdiction where to do so would, or might contravene local securities laws or regulations or would subject the Company, Lead Manager or their respective affiliates to any filing or registration requirement (other than in India). If Issue Materials is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Entitlement or Rights Equity Shares referred to in Issue Materials. Envelopes containing an Application Form should not be dispatched from any jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares in this Issue must provide an Indian address.

Any person who makes an application to acquire Rights Entitlements and the Rights Equity Shares offered in this Issue will be deemed to have declared, represented, warranted and agreed that such person is authorised to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction, without requirement for our Company, the Lead Manager or their respective affiliates to make any filing or registration (other than in India).

Neither the delivery of this Letter of Offer nor any sale/ offer of the Rights Equity Shares and/ or the Rights Entitlements hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Letter of Offer or the date of such information.

THE CONTENTS OF THIS LETTER OF OFFER SHOULD NOT BE CONSTRUED AS BUSINESS, LEGAL, TAX OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF BUYING OR SELLING OF RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENTS. AS A RESULT, EACH INVESTOR SHOULD CONSULT ITS OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE OFFER OF RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENTS. IN ADDITION, NEITHER OUR COMPANY NOR THE LEAD MANAGER NOR ANY OF THEIR RESPECTIVE AFFILIATES ARE

MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE EQUITY SHARES REGARDING THE LEGALITY OF AN INVESTMENT IN THE RIGHTS EQUITY SHARES BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “US SECURITIES ACT”), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES OR THE TERRITORIES OR POSSESSIONS THEREOF (THE “UNITED STATES” OR “U.S.”), EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE US SECURITIES ACT. THE RIGHTS ENTITLEMENTS AND RIGHTS EQUITY SHARES REFERRED TO IN THIS LETTER OF OFFER ARE BEING OFFERED AND SOLD IN OFFSHORE TRANSACTIONS OUTSIDE THE UNITED STATES IN COMPLIANCE WITH REGULATION S UNDER THE US SECURITIES ACT (“REGULATION S”) TO EXISTING SHAREHOLDERS LOCATED IN JURISDICTIONS WHERE SUCH OFFER AND SALE OF THE RIGHTS EQUITY SHARES AND/ OR RIGHTS ENTITLEMENTS ARE PERMITTED UNDER LAWS OF SUCH JURISDICTIONS. THE OFFERING TO WHICH THIS LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY OR TRANSFER ANY OF THE SAID SECURITIES. ACCORDINGLY, YOU SHOULD NOT FORWARD OR TRANSMIT THIS LETTER OF OFFER IN OR INTO THE UNITED STATES AT ANY TIME.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation or purchase of the Rights Equity Shares and/ or Rights Entitlements from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. No Application Form should be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States or from any other jurisdiction where it would be illegal to make an offer of securities under this Letter of Offer, the Letter of Offer. Any person who acquires Rights Entitlements or Rights Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of this Letter of Offer, that it is not and that at the time of subscribing for the Rights Equity Shares or the Rights Entitlements, it will not be, in the United States and is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

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

Our Company and the Lead Manager are not making, and will not make, and will not participate or otherwise be involved in any offers or sales of the Rights Entitlements, the Rights Equity Shares or any other security with respect to this Issue in the United States.

The Rights Entitlements and the Rights Equity Shares have not been approved or disapproved by the U.S. Securities and Exchange Commission (the “US SEC”), any state securities commission in the United States or any other U.S. regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Rights Entitlements, the Rights Equity Shares or the accuracy or adequacy of this Letter of Offer. Any representation to the contrary is a criminal offence in the United States.

The above information is given for the benefit of the Applicants / Investors. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors are advised to make their independent investigations and ensure that

the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

NOTICE TO INVESTORS

NO ACTION HAS BEEN TAKEN OR WILL BE TAKEN THAT WOULD PERMIT A PUBLIC OFFERING OF THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES TO OCCUR IN ANY JURISDICTION OTHER THAN INDIA, OR THE POSSESSION, CIRCULATION OR DISTRIBUTION OF THIS LETTER OF OFFER OR ANY OTHER MATERIAL RELATING TO OUR COMPANY, THE RIGHTS ENTITLEMENTS OR THE RIGHTS EQUITY SHARES IN ANY JURISDICTION WHERE ACTION FOR SUCH PURPOSE IS REQUIRED. ACCORDINGLY, THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, AND NEITHER THIS LETTER OF OFFER NOR ANY OFFERING MATERIALS OR ADVERTISEMENTS IN CONNECTION WITH THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES MAY BE DISTRIBUTED OR PUBLISHED IN OR FROM ANY COUNTRY OR JURISDICTION EXCEPT IN ACCORDANCE WITH THE LEGAL REQUIREMENTS APPLICABLE IN SUCH COUNTRY OR JURISDICTION. THIS ISSUE WILL BE MADE IN COMPLIANCE WITH THE APPLICABLE SEBI REGULATIONS. EACH PURCHASER OF THE RIGHTS ENTITLEMENTS OR THE RIGHTS EQUITY SHARES IN THIS ISSUE WILL BE DEEMED TO HAVE MADE ACKNOWLEDGMENTS AND AGREEMENTS.

Filing

The Draft Letter of Offer was filed with SEBI at SEBI Bhavan, Plot No. C4-A, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India for its observations and through the SEBI intermediary portal at <https://siportal.sebi.gov.in> in terms of the circular (No. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018) issued by the SEBI, and with the Stock Exchanges. Further, in light of the SEBI circular dated March 27, 2020, our Company also submitted a copy of the Draft Letter of Offer to the email address: cfdil@sebi.gov.in.

The Letter of Offer has been filed with SEBI and the Stock Exchanges as per the provisions of the SEBI ICDR Regulations.

Mechanism for Redressal of Investor Grievances

Our Company has adequate arrangements for the redressal of investor complaints in compliance with the corporate governance requirements in compliance with SEBI Listing Regulations. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular no. CIR/OIAE/2/2011 dated June 3, 2011. Consequently, investor grievances are also tracked online by our Company through the SCORES mechanism.

Our Company has a Stakeholders Relationship Committee which meets at least once a year and as and when required. Its terms of reference include considering and resolving grievances of shareholders in relation to transfer of shares and effective exercise of voting rights. Bigshare Services Private Limited is our Registrar and Share Transfer Agent to the Issue. All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with the Company Secretary and Compliance Officer.

The Investor complaints received by our Company are generally disposed of within 15 days from the date of receipt of the complaint.

Any investor grievances arising out of the Issue will be handled by the Registrar to the Issue i.e. Bigshare Services Private Limited. The agreement between the Company and the Registrar provides for a period for which records shall be retained by the Registrar in order to enable the Registrar to redress grievances of Investors.

Investors may contact the Registrar or our Compliance Officer for any pre-Issue/post-Issue related matter. All grievances relating to the ASBA process or R-WAP process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e-mail ID of the sole/ first holder, folio number or demat account number, serial number of the Application Form, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of R-WAP process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form, or the plain paper application, as the case may be, was submitted by the ASBA Investors along with a photocopy of the acknowledgement slip (in case of ASBA

process), and copy of the e-acknowledgement (in case of R-WAP process). For details on the ASBA process and R-WAP process, please see “Terms of the Issue” on page 181.

Investor Grievances arising out of this Issue:

Investors may contact the Registrar to the Issue at:

Name	: BIGSHARE SERVICES PRIVATE LIMITED
Address	: Bharat Tin Works Building, 1 st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400059, Maharashtra, India
Tel No.	: +91 22 62638200
Fax No.	: +91 22 62638299
Email Id	: rightsissue@bigshareonline.com
Investor Grievance Email Id	: investor@bigshareonline.com
Contact Person	: Mr. Ashish Bhope
Website	: www.bigshareonline.com
SEBI Registration No.	: INR000001385

Investors may contact the Company Secretary and Compliance Officer at the below mentioned address for any pre Issue/ post-Issue related matters such as on-receipt of Letters of Allotment / demat credit/ Refund Orders etc.

Ms. Khyati Kanaiyalal Patel is the Company Secretary and the Compliance Officer of our Company. Her contact details are as follows:

Name	: MS. KHYATI KANAIYALAL PATEL
Address	: First Floor, Chunibhai Chambers, Behind City Gold (Old Dipali Theatre), Ashram Road, Ahmedabad - 380009, Gujarat, India.
Tel No.	: +91-79-26583381
Email Id	: secretarial@radheinfra.com
Website	: www.radhedevelopers.com

In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar at www.bigshareonline.com. Further, helpline numbers provided by the Registrar for guidance on the Application process and resolution of difficulties are (rightsissue@bigshareonline.com / +91 91 22 62638200).

SECTION VII – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained in this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company and the Lead Manager are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is correctly filled up. Unless otherwise permitted under the SEBI ICDR Regulations read with SEBI Rights Issue Circulars, Investors proposing to apply in this Issue can apply only through ASBA or by mechanism as disclosed in this section.

Investors are requested to note that application in this Issue can only be made through ASBA or by R-WAP facility. Further, this R-WAP facility in addition to ASBA is onetime relaxation made available by SEBI in view of the COVID-19 and shall not be a replacement of the existing process under the SEBI ICDR regulations. For guidance on the application process through R-WAP and resolution of difficulties faced by investors, you are advised to read the frequently asked question (FAQ) on the website of the registrar at www.bigshareonline.com.

OVERVIEW

This Issue and the Rights Equity Shares proposed to be issued on a rights basis, are subject to the terms and conditions contained in this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, FEMA, FEMA Rules, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from the RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with the Stock Exchanges and the terms and conditions as stipulated in the Allotment advice.

Important:

1. Dispatch and availability of Issue materials:

In accordance with the SEBI ICDR Regulations and SEBI Rights Issue Circulars, our Company will send/ dispatch at least three days before the Issue Opening Date, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material (“**Issue Materials**”) only to the Eligible Equity Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, this Draft Letter of Offer will be provided by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. In case the Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Investors can access this Draft Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- (i) Our Company at www.radhedevelopers.com;
- (ii) The Registrar at www.bigshareonline.com;
- (iii) The Lead Manager i.e. First Overseas Capital Limited at www.focl.in
- (iv) The Stock Exchanges at www.bseindia.com and
- (v) The Registrar’s web-based application platform at www.bigshareonline.com “**R-WAP**”.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., www.bigshareonline.com) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.radhedevelopers.com).

Further, our Company along with the Lead Manager will undertake all adequate steps to reach out the Eligible Equity Shareholders who have provided their Indian address through other means, as may be feasible. In light of the current COVID-19 situation Our Company, the Lead Manager and the Registrar will not be liable for non- dispatch of physical copies of Issue Material, including this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form attributable to the non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in transit.

2. Facilities for Application in this Issue:

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident Investors in this Issue i.e. R-WAP, Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using R-WAP. For details, see “*Procedure for Application through the ASBA Process*” and “*Procedure for Application through the R-WAP*” on page 193.

a. ASBA facility: Investors can submit either the Application Form in physical mode to the Designated Branches of the SCSBs or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) authorizing the SCSB to block the Application Money in an ASBA Account maintained with the SCSB. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

Investors should note that the ASBA process involves procedures that are different from the procedure under the R-WAP process. Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process. For details, see “- *Procedure for Application through the ASBA Process*” on page 193.

Please note that subject to SCSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

b. Registrar’s Web-based Application Platform (R-WAP): In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 read with SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021, SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2021/552 dated April 22, 2021 and SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2021/633 dated October 1, 2021, a separate web based application platform, i.e., the R-WAP facility (accessible at www.bigshareonline.com), has been instituted for making an Application in this Issue by resident Investors. Further, R-WAP is only an additional option and not a replacement of the ASBA process. At the R-WAP, resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat. Prior to making an Application, such Investors should enable the internet banking or UPI facility of their respective bank accounts and such Investors should ensure that the respective bank accounts have sufficient funds.

PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP. R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR

RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE “RISK FACTOR - The R-WAP payment mechanism facility proposed to be used for this Issue may be exposed to risks, including risks associated with payment gateways.” on page 42.

For guidance on the Application process through R-WAP and resolution of difficulties faced by the Investors, the Investors are advised to carefully read the frequently asked questions or call helpline number (+91 22 62638200). For details, see “- *Procedure for Application through the R-WAP*” on page 193.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB) and R-WAP. Please note that incorrect depository account details or PAN or Application Forms without depository account details (except in case of Eligible Equity Shareholders who hold Equity Shares in physical form and are applying in this Issue in accordance with the SEBI Rights Issue Circulars through R-WAP) shall be treated as incomplete and shall be rejected. For details see “*Grounds for Technical Rejection*” on page 202. Our Company, the Lead Manager, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. **Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements.** For details, see “Application on Plain Paper under ASBA process”.

3. Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (e) credit of the Rights Entitlements returned/reversed/failed; or (f) the ownership of the Equity Shares currently under dispute, including any court proceedings, as applicable.

Eligible Equity Shareholders, whose Rights Entitlements are credited in demat suspense escrow account opened by our Company, are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to the Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., by [●] to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account is active, details of which have been provided to the Company or the Registrar, to facilitate the aforementioned transfer. Eligible Equity Shareholders holding Equity Shares in physical form can update the details of their demat accounts on the website of the Registrar (i.e., www.bigshareonline.com). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

Eligible Equity Shareholders can obtain the details of their Rights Entitlements from the website of the Registrar (i.e., www.bigshareonline.com) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.radhedevelopers.com)

Other important links and helpline:

The Investors can visit following links for the below-mentioned purposes:

1. Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the

Application process and resolution of difficulties faced by the Investors: www.bigshareonline.com

2. Updation of Indian address/ e-mail address/ mobile number in the records maintained by the Registrar or our Company: www.bigshareonline.com
3. Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: www.bigshareonline.com
4. Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders: www.bigshareonline.com

Renouncees

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renounce (s) as well.

Basis for this Issue

The Rights Equity Shares are being offered for subscription for cash to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialised form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date.

Rights Entitlements

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of Rights Equity Shares as set out in the Rights Entitlement Letter.

The Registrar will send/dispatch a Rights Entitlement Letter along with the Abridged Letter of Offer and the Application Form to all Eligible Equity Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlements or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions, which will contain details of their Rights Entitlements based on their shareholding as on the Record Date.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (*i.e.* www.bigshareonline.com) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (*i.e.* www.radhedevelopers.com).

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (*i.e.*, www.bigshareonline.com). Such Eligible Equity Shareholders can make an application only after the Rights Entitlements is credited to their respective demat accounts.

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other applicable Issue materials ("Issue Materials") will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the

Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. For further details, see “Notice to Investors” and “Restrictions on Purchases and Resales” on page 14 and 215.

PRINCIPAL TERMS OF THIS ISSUE Face Value

Each Rights Equity Share will have the face value of Rs. 10.

Issue Price

The Rights Equity Share is being offered at a price of [●] per Rights Equity Share (including a premium of Rs. [●] per Rights Equity Share) in this Issue. On Application, Investors will have to pay Rs. [●] per Rights Equity Share which constitutes [●]% of the Issue Price and the balance Rs. [●] per Rights Equity Share which constitutes [●]% of the Issue Price, will have to be paid, on one or more subsequent Call(s) as determined by our Board/Committee at its sole discretion, from time to time.

The Issue Price for Rights Equity Shares has been arrived at by our Company in consultation with the Lead Manager and has been decided prior to the determination of the Record Date.

Rights Entitlements Ratio

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of [●] rights Equity Shares for every[●] Equity Shares held by the Eligible Equity Shareholders as on the Record Date.

Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and *vice versa* shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer. For details, see “Procedure for Renunciation of Rights Entitlements” on page 195.

In accordance with SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to Issue Closing Date, will not be able to renounce their Right Entitlements.

Credit of Rights Entitlements in dematerialised account

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (e) credit of the Rights Entitlements returned/reversed/failed; or (f) the ownership of the Equity Shares currently under dispute, including any court proceedings, as applicable.

In this regard, our Company has made necessary arrangements with NSDL and CDSL for the crediting of the

Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is [●]. The said ISIN shall remain frozen (for debit) until the Issue Opening Date and shall become active on the Issue Opening Date and remain active for renunciation Period, i.e. from [●] to [●](both days inclusive). It is clarified that the Rights Entitlements shall not be available for transfer or trading post the Renunciation Period. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to the Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., by [●] to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the aforementioned transfer. Eligible Equity Shareholders holding Equity Shares in physical form can update the details of their demat accounts on the website of the Registrar (i.e., www.bigshareonline.com). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchanges after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, *PER SE*, ENTITLE THE INVESTORS TO THE RIGHTS EQUITY SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS EQUITY SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY. FOR DETAILS, SEE “PROCEDURE FOR APPLICATION” ON PAGE 191.

Trading of the Rights Entitlements

In accordance with the SEBI Rights Issue Circulars, the Rights Entitlements credited shall be admitted for trading on the Stock Exchanges under ISIN – [●]. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. Investors shall be able to trade/ transfer their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

The On Market Renunciation shall take place electronically on the secondary market platform of the Stock Exchanges on T+2 rolling settlement basis, where T refers to the date of trading. The transactions will be settled on trade-for-trade basis. The Rights Entitlements shall be tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlement.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from [●] to [●] (both days inclusive). No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounces on or prior to the Issue Closing Date. For details, see “*Procedure for Renunciation of Rights Entitlements – On Market Renunciation*” and “*- Procedure for Renunciation of Rights Entitlements – Off Market Renunciation*” both on page 195. Once the Rights Entitlements are credited to the demat account of the Renounces, application in the Issue could be made until the Issue Closing Date. For details, see “*- Procedure for Application*” on page 191.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Payment Schedule of Rights Equity Shares

The Issue Price of [●] per Rights Equity Share (including premium of [●] per Rights Equity Share) shall be payable as follows:

(Amount in Rs.)			
Amount payable per Rights Equity Shares (1)	Face Value	Premium	Total
On Application (2)	[●]	[●]	[●]
One or more subsequent Call(s) as determined by our Board/ Committee at its sole discretion, from time to time (3)	[●]	[●]	[●]
Total	10.00	[●]	[●]

1) For further details on Payment Schedule, see “Terms of the Issue” on page 181.

(2) Constitutes [●] % of the Issue Price

(3) Constitutes [●]% of the Issue Price

Rights Equity Shares in respect of which the Call payable remains unpaid may be forfeited, at any time after the due date for payment of the balance amount due in accordance with the Companies Act, 2013 and our Articles of Association.

Where an Applicant has applied for additional Rights Equity Shares and is allotted a lesser number of Rights Equity Shares than applied for, the excess Application Money paid/ blocked shall be refunded/ unblocked. The un-blocking of ASBA funds / refund of monies shall be completed be within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

Record date for Call and suspension of trading

Our Company would fix a Call Record Date giving notice, in advance of such period as may be prescribed under applicable law, to the Stock Exchanges for the purpose of determining the list of holders of the Rights Equity Shares to whom the notice for the Call would be sent. Once the Call Record Date has been fixed, trading in the Rights Equity Shares for which the call has been made may be suspended prior to the Call Record Date.

Procedure for Call for Rights Equity Shares

Our Company would convene a meeting of the Board of Directors to pass the required resolutions for making the Call and suitable intimation would be given by our Company to the Stock Exchanges. Further, advertisements for the same will be published in (i) one English national daily newspaper; (ii) one Hindi language national daily newspaper; and (iii) one Gujarati language daily newspaper (Gujarati being the regional language of Gujarat, where our Registered Office is situated), all with wide circulation. The Call shall be deemed to have been made at the time when the resolution authorising such Call is passed at the meeting of our Board. The Call may be revoked or postponed at the discretion of the Board.

Pursuant to the provisions of the Articles of Association, the Investors would be given at least 15 days’ notice for the payment of the Call. The Board may, from time to time at its discretion, extend the time fixed for the payments of the Call. Our Company, at its sole discretion and as it may deem fit, may send one or more reminders for the Call, and if it does not receive the Call Monies as per the timelines stipulated unless extended by the Board, the defaulting holders of the Rights Equity Shares will be liable to pay interest as may be fixed by the Board unless waived or our Company may forfeit the Application Money and any Call Money received for previous Call made.

Payment of Call Money

In accordance with the SEBI circular SEBI/HO/CFD/DIL1/CIR/238/2020 dated December 8, 2020 regarding additional payment mechanism (i.e. ASBA, etc.) for payment of balance money in call for partly paid specified securities issued by the listed entity, the holders of Rights Equity Shares may make payment of the Call Monies using ASBA Mechanism through the Designated Branch of the SCSB or through online/electronic through the website of the SCSBs (if made available by such SCSB) by authorizing the SCSB to block an amount, equivalent to the amount payable on Call, in the Investor’s ASBA Account. The holders of Rights Equity Shares may also use the facility of linked online trading, demat and bank account (3-in-1 type account), if provided by their broker, for making payment of the Call Monies.

Separate ISIN for Rights Equity Shares

In addition to the present ISIN for the existing Equity Shares, our Company would obtain a separate ISIN for the Rights Equity Shares for each Call, until fully paid-up. The Rights Equity Shares offered under this Issue will be traded under a separate ISIN after each Call for the period as may be applicable under the rules and regulations prior to the record date for the final Call Notice. The ISIN representing the Rights Equity Shares will be terminated after the Call Record Date for the final Call. On payment of the final Call Money in respect of the Rights Equity Shares, such Rights Equity Shares would be fully paid-up and merged with the existing ISIN of our Equity Shares.

Fractional Entitlements

The Right Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of [●] Right Equity Shares for every [●] Equity Shares held as on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Shares or is not in the multiple of [●] Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored will be given preferential consideration for the Allotment of one additional Rights Equity Share if they apply for additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

For example, if an Eligible Equity Shareholder holds [●] Equity Shares, such Equity Shareholder will be entitled to [●] Right Equity Shares and will also be given a preferential consideration for the Allotment of [●] additional Rights Equity Share if such Eligible Equity Shareholder has applied for additional Rights Equity Shares, over and above his/her Rights Entitlements, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Equity Shareholders holding less than [●] Equity Shares shall have 'zero' entitlement for the Rights Equity Shares. Such Eligible Equity Shareholders are entitled to apply for additional Rights Equity Shares and will be given preference in the Allotment of one Rights Equity Share, if such Eligible Equity Shareholders apply for additional Rights Equity Shares, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties.

Ranking

The Rights Equity Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issue by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchanges and the terms and conditions as stipulated in the Allotment advice. The Rights Equity Shares to be issued and Allotted under this Issue shall rank pari passu with the existing Equity Shares, in all respects including dividends.

Credit Rating

As this Issue is a rights issue of Rights Equity Shares, there is no requirement of credit rating for this Issue.

Listing and trading of the Rights Equity Shares to be issued pursuant to this Issue

Subject to receipt of the listing and trading approvals, the Rights Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchanges. Unless otherwise permitted by the SEBI ICDR Regulations, the Rights Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Rights Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in-principal approval from the BSE through letter bearing reference number [●] dated [●]. Our Company will apply to the Stock Exchange for final approvals for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under this Issue will trade after the listing thereof.

For an applicable period, the trading of the Rights Equity Shares would be suspended under the applicable law. The process of corporate action for crediting the fully paid -up Rights Equity Shares to the Investors' demat accounts,

may take such time as is customary or as prescribed under applicable law from the last date of payment of the amount under the Call Notice.

The existing Equity Shares are listed and traded on BSE (Scrip Code: 531273) under the ISIN: INE986B01036. The Rights Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/trading approvals from the Stock Exchanges. Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Rights Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Rights Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the Stock Exchanges, we shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within seven days of receipt of intimation from the Stock Exchanges, rejecting the application for listing of the Rights Equity Shares, and if any such money is not refunded/ unblocked within eight days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the eighth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

Subscription to this Issue by our Promoters and our Promoter Group

For details of the intent and extent of subscription by our Promoters and the Promoter Group, see “Capital Structure – Intention and extent of participation by our Promoters and Promoter Group” on page 60.

Rights of Holders of Rights Equity Shares of our Company

Subject to applicable laws, Rights Equity Shareholders shall have the following rights in proportion to amount paid-up on the Rights Equity Shares:

- a) The right to receive dividend, if declared;
- b) The right to vote in person, or by proxy, except in case of Rights Equity Shares credited to the demat suspense account for resident Eligible Equity Shareholders holding Equity Shares in physical form;
- c) The right to receive surplus on liquidation;
- d) The right to free transferability of Rights Equity Shares;
- e) The right to attend general meetings of our Company and exercise voting powers in accordance with law, unless prohibited / restricted by law; and
- f) Such other rights as may be available to a shareholder of a listed public company under the Companies Act, 2013, the Memorandum of Association and the Articles of Association.

Subject to applicable law and Articles of Association, holders of Rights Equity Shares shall be entitled to the above rights in proportion to amount paid-up on such Rights Equity Shares in this Issue.

GENERAL TERMS OF THE ISSUE

Market Lot

The Rights Equity Shares of our Company shall be tradable only in dematerialized form. The market lot for Rights Equity Shares in dematerialised mode is one Equity Share.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of

Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Rights Equity Shares offered in this Issue.

Nomination

Nomination facility is available in respect of the Rights Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014.

Since the Allotment is in dematerialised form, there is no need to make a separate nomination for the Rights Equity Shares to be Allotted in this Issue. Nominations registered with the respective DPs of the Investors would prevail. Any Investor holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its Depository Participant.

Arrangements for Disposal of Odd Lots

The Rights Equity Shares shall be traded in dematerialised form only and, therefore, the marketable lot shall be one Rights Equity Share and hence, no arrangements for disposal of odd lots are required.

Notices

In accordance with the SEBI ICDR Regulations and SEBI Rights Issue Circulars, our Company will send / dispatch the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue materials ("Issue Materials") only to the Eligible Equity Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, this Draft Letter of Offer will be provided by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. In case the Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in (i) one English national daily newspaper; (ii) one Hindi language national daily newspaper; and (iii) one Gujarati language daily newspaper (Gujarati being the regional language of Ahmedabad, where our Registered Office is situated) and/or, will be sent by post or electronic transmission or other permissible mode to the addresses of the Eligible Equity Shareholders provided to our Company. This Draft Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchanges for making the same available on their websites.

Offer to Non-Resident Eligible Equity Shareholders/Investors

As per Rule 7 of the FEMA Rules, the RBI has given general permission to Indian companies to issue rights equity shares to non-resident shareholders including additional rights equity shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by the RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Rights Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by the RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Rights Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Investor has specific approval from RBI, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at rightsissue@bigshareonline.com. It will be the sole responsibility of the investors to ensure that the necessary approval from the RBI or the governmental authority is valid in order to

make any investment in the Issue and the Lead Manager and our Company will not be responsible for any such allotments made by relying on such approvals.

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent to the email addresses and Indian addresses of non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. Investors can access this Draft Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of the Registrar, our Company, the Lead Manager and the Stock Exchanges. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by the RBI while approving the Allotment. The Rights Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Rights Equity Shares are issued on rights basis.

In case of change of status of holders, i.e., from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company and the Lead Manager.

Please note that only resident Investors can submit an application using the R-WAP.

Please also note that pursuant to Circular No. 14 dated September 16, 2003 issued by the RBI, Overseas Corporate Bodies (“OCBs”) have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of the RBI and to obtain prior approval from RBI for applying in this Issue.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting their respective copies of self-attested proof of address, passport, etc. at rightsissue@bigshareonline.com.

PROCEDURE FOR APPLICATION

How to Apply

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circular and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident Investors in this Issue, i.e., R-WAP. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using R-WAP.

For details of procedure for application by the Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date, see “Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form” on page 198.

The Lead Manager, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Application Form

The Application Form for the Rights Equity Shares offered as part of this Issue would be sent/ dispatched (i) only to email address of the resident Eligible Equity Shareholders who have provided their email address; (ii) only to the Indian addresses of the resident Eligible Equity Shareholders, on a reasonable effort basis, who have not provided a valid email address to our Company; (iii) only to the Indian addresses of the non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company and are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions.

The Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent/ dispatched at least three days before the Issue Opening Date. The Renouncees and Eligible Equity Shareholders who have not received the Application Form can download the same from the website of the Registrar, our Company, the Lead Manager or Stock Exchanges.

In case of non-resident Eligible Equity Shareholders, the Application Form along with the Abridged Letter of Offer and other applicable Issue materials shall be sent through email to email address if they have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlements or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. Our Company shall also endeavour to dispatch physical copies of the Issue Materials to Eligible Equity Shareholders who have provided an Indian address to our Company.

Please note that neither our Company nor the Registrar nor the Lead Manager shall be responsible for delay in the receipt of this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the email addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit or there is a delay in physical delivery (where applicable).

To update the respective email addresses/ mobile numbers in the records maintained by the Registrar or our Company, Eligible Equity Shareholders should visit www.bigshareonline.com. Investors can access this Draft Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholders eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of:

- (i) Our Company at www.bigshareonline.com;
- (ii) The Registrar at www.bigshareonline.com;
- (iii) The Lead Manager i.e. First Overseas Capital Limited at www.focl.in;
- (iv) The Stock Exchanges at www.bseindia.com and
- (v) The Registrar's web-based application platform at www.bigshareonline.com ("R-WAP").

The Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., www.bigshareonline.com) by entering their DP ID and Client ID or Folio Number (in case of resident Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (i.e. www.radhedevlopers.com).

The Application Form can be used by the Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue basis the Rights Entitlements credited in their respective demat accounts or demat and a suspense escrow account, as applicable. Please note that one single Application Form shall be used by the Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may accept this Issue and apply for the Rights Equity Shares (i) by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or (ii) filling the online Application Form available on R-WAP and make online payment using the internet banking or UPI facility from their own bank account thereat. **Please note that Applications made with payment using third party bank accounts are liable to be rejected.**

Investors are also advised to ensure that the Application Form is correctly filled up stating therein, (i) the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB or (ii) the requisite internet banking or UPI details (in case of Application through R-WAP, which is available only for resident Investors).

Applicants should note that they should very carefully fill-in their depository account details and PAN number in the Application Form or while submitting application through online/electronic Application

through the website of the SCSBs (if made available by such SCSB) and R-WAP. Incorrect depository account details or PAN number could lead to rejection of the Application. For details see “Grounds for Technical Rejection” on page 244. Our Company, the Lead Manager, the Registrar and the SCSB shall not be liable for any incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see “**Application on Plain Paper under ASBA process**” on page 196.

Options available to the Eligible Equity Shareholders

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- i. apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
- ii. apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- iii. apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- iv. apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Rights Equity Shares; or
- v. renounce its Rights Entitlements in full

PROCEDURE FOR APPLICATION THROUGH THE ASBA PROCESS

An investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

Self-Certified Syndicate Banks

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility.

The Company, its directors, employees, affiliates, associates and their respective directors and officers, the Lead Manager and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions, and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Procedure for Application through the R-WAP

Resident Investors, making an Application through R-WAP, shall make online payment using internet banking or UPI facility. Prior to making an Application, such Investors should enable the internet banking or UPI facility of their respective bank accounts and such Investors should ensure that the respective bank accounts have sufficient funds. Our Company, the Registrar and the Lead Manager shall not be responsible if the Application is not successfully submitted or rejected during Basis of Allotment on account of failure to be in compliance with the same. R-WAP facility will be operational from the Issue Opening Date. For risks associated with the R-WAP process, see “Risk Factors - The R-WAP payment mechanism facility proposed to be used for this issue may be exposed to risks, including risks associated with payment gateways” on page 42.

Set out below is the procedure followed using the R-WAP:

Prior to making an application using the R-WAP facility, the Investors should enable the internet banking or UPI facility of their respective bank accounts and the Investors should ensure that the respective bank accounts have sufficient funds. If the funds available in the relevant bank account is less than the total amount payable on submission of online Application Form, such Application shall be rejected. Please note that R-WAP is a non- cash payment mechanism in accordance with the SEBI Rights Issue Circulars.

- a) Resident Investors should visit R-WAP (accessible at www.bigshareonline.com) and fill the online Application Form available on R-WAP in electronic mode. Please ensure to provide correct DP ID, Client ID, Folio number (only for resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date), PAN details and all other details sought for while submitting the online Application Form.
- b) Non-resident Investors are not eligible to apply in this Issue through R-WAP.
- c) Only resident Investors are eligible to apply in this Issue through R-WAP.
- d) The Investors should ensure that Application process is verified through the email / mobile number. Post due verification, the Investors can obtain details of their respective Rights Entitlements and apply in this Issue by filling-up the online Application Form which, among others, will require details of total number of Rights Equity Shares to be applied for. Please note that the Application Money will be determined based on number of Rights Equity Shares applied for.
- e) The Investors who are Renouncees should select the category of ‘Renouncee’ at the application page of R-WAP and provide DP ID, Client ID, PAN and other required demographic details for validation. The Renouncees shall also be required to provide the required Application details, such as total number of Rights Equity Shares to be applied for. Shareholder who has purchased Rights Entitlement from the Stock Exchanges or through off-market transaction, should select “Eligible Equity Shareholder” category.
- f) Investors applying in the Issue through UPI facility should accept the debit/ payment request in the relevant mobile application for which the UPI ID details were provided.
- g) Prior to making an Application, the Investors should enable the internet banking or UPI facility of their respective bank accounts and the Investors should ensure that the respective bank accounts have sufficient funds. If the funds available in the bank account are less than total amount payable on submission of online Application Form, such Application shall be rejected. Please note that R-WAP is a non-cash mode mechanism in accordance with the SEBI Rights Issue circulars.
- h) The Investors shall make online payment using internet banking or UPI facility from their own bank account only. Such Application Money will be adjusted for either Allotment or refund. **Applications made using payment from third party bank accounts will be rejected.**
- i) Verification in respect of Application through Investors’ own bank account, shall be done through the latest beneficial position data of our Company containing Investor’s bank account details, beneficiary account details provided to the depository, penny drop, cancelled cheque for joint holder verification and such other industry accepted and tested methods for online payment.
- j) The Application Money collected through Applications made on the R-WAP will be credited to the Escrow Account, opened by our Company with the Escrow Collection Bank.

Acceptance of this Issue

Investors may accept this Issue and apply for the Rights Equity Shares by (i) submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or (ii) filing online Application Form available on R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat.

Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R-WAP facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

Applications submitted to anyone other than the Designated Branches of the SCSB or using the R-WAP are liable to be rejected.

Investors can also make Application on plain paper under ASBA process mentioning all necessary details as **mentioned under the heading “- Application on Plain Paper under ASBA process” on page 196.**

Additional Rights Equity Shares

Investors are eligible to apply for additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Rights Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner prescribed under the heading “-Basis of Allotment” on page 207.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Rights Equity Shares.

Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Rights Equity Shares.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date cannot renounce until the details of their demat account are provided to our Company or the Registrar and the dematerialized Rights Entitlements are transferred from suspense escrow demat account to the respective demat accounts of such Eligible Equity Shareholders within prescribed timelines. However, Such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Rights Equity Shares while submitting the Application through ASBA process or using the R-WAP.

Procedure for Renunciation of Rights Entitlements

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges; or (b) through an off -market transfer, during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements. The Lead Manager and our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors. Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date. The Lead Manager and our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

1. On Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN [●] subject to requisite approvals. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlement. The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from [●] to [●] (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the ISIN [●] and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on 'T+2' rolling settlement bases, where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stockbroker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

2. Off Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

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

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE986B01036, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants. The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

Application on Plain Paper under ASBA process

An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an application to subscribe to this Issue on plain paper, in case of non-receipt of Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB.

Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

PLEASE NOTE THE APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP.

The application on plain paper, duly signed by the Eligible Equity Shareholder, including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Radhe Developers (India) Limited;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Registered Folio Number/DP and Client ID No.;
4. Number of Equity Shares held as on Record Date;
5. Allotment option – only dematerialised form;
6. Number of Rights Equity Shares entitled to;
7. Number of Rights Equity Shares applied for within the Rights Entitlements;
8. Number of additional Rights Equity Shares applied for, if any;
9. Total number of Rights Equity Shares applied for;
10. Total Application Money paid at the rate of [●] per Rights Equity Share;
11. Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
12. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
13. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
16. Either:
 - a) if the Eligible Equity Shareholder is outside the United States, the following:

I/we hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer titled “Restrictions on Purchases and Resales” under the sub-heading “United States – For Investors Outside of the United States”; or
 - b) if the Eligible Equity Shareholder is in the United States, the following:

“I/we hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer titled “Restrictions on Purchases and Resales” under the sub-heading “United

In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor.

The plain paper Application format will be available on the website of the Registrar at www.bigshareonline.com.

Our Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those resident Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

To update respective email addresses/ mobile numbers in the records maintained by the Registrar or us Company, Eligible Equity Shareholders should visit www.bigshareonline.com.

Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, email address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by email, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date;
- b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
- c) The Eligible Equity Shareholders can access the Application Form from:
 - R-WAP the website of the Registrar (www.bigshareonline.com);
 - Our Company (www.radhedevlopers.com);
 - The Lead Manager (at www.focl.in); and
 - The Stock Exchanges (at www.bseindia.com)

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e. www.bigshareonline.com) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.radhedevlopers.com);

- d) The Eligible Equity Shareholders shall, on or before the Issue Closing Date, (i) submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or (ii) fill the online Application Form available on R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat.

PLEASE NOTE THAT NON-RESIDENT ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.

Allotment of the Rights Equity Shares in Dematerialized Form

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE OR THE ISSUE CLOSING DATE, AS THE CASE MAY BE. FOR DETAILS, SEE “ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS” ON PAGE 207.

General instructions for Investors

- a) Please read this Draft Letter of Offer carefully to understand the Application process and applicable settlement process.
- b) Please read the instructions on the Application Form sent to you.
- c) The Application Form can be used by both the Eligible Equity Shareholders and the Renouncees.
- d) Application should be made only through the ASBA facility or using R-WAP.
- e) Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.
- f) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section “Application on Plain Paper under ASBA process” on page 196.
- g) In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process or the optional mechanism instituted only for resident Investors in this Issue, i.e., R-WAP. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using R-WAP.
- h) An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application.
- i) In case of Application through R-WAP, the Investors should enable the internet banking or UPI facility of their respective bank accounts.
- j) Applications should be (i) submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or (ii) filled on the R- WAP. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R-WAP facility will be available until 5.00 pm (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.
- k) Applications should not be submitted to the Bankers to the Issue or Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar or the Lead Manager.
- l) In case of Application through ASBA facility, Investors are required to provide necessary details, including details of the ASBA Account, authorization to the SCSB to block an amount equal to the Application Money in the ASBA Account mentioned in the Application Form.

- m) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, **Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be “suspended for credit” and no Allotment and credit of Rights Equity Shares pursuant to this Issue shall be made into the accounts of such Investors. Further, in case of Application in joint names, each of the joint Applicants should sign the Application Form.**
- n) In case of Application through ASBA facility, all payments will be made only by blocking the amount in the ASBA Account. Furthermore, in case of Applications submitted using the R-WAP facility, payments shall be made using internet banking or UPI facility. Cash payment or payment by cheque or demand draft or pay order or NEFT or RTGS or through any other mode is not acceptable for application through ASBA process. In case payment is made in contravention of this, the Application will be deemed invalid and the Application Money will be refunded and no interest will be paid thereon.
- o) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.
- p) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.
- q) All communication in connection with Application for the Rights Equity Shares, including any change in address of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, folio numbers/DP ID and Client ID and Application Form number, as applicable. In case of any change in address of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.
- r) Only persons (i) in the United States who are U.S. QIBs and (b) outside the United States located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions.
- s) Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, Applications made through ASBA facility may be submitted at the Designated Branches of the SCSBs. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.
- t) In terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on their own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public/ rights issues and clear demarcated funds should be available in such account for ASBA applications.
- u) Investors are required to ensure that the number of Rights Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.
- v) An Applicant being an OCB is required not to be under the adverse notice of the RBI and must submit approval from RBI for applying in this Issue.

Do's:

- a) Ensure that the Application Form and necessary details are filled in.

- b) Except for Application submitted on behalf of the Central or the State Government, residents of Sikkim and the officials appointed by the courts, each Applicant should mention their PAN allotted under the Income- tax Act.
- c) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation (“**Demographic Details**”) is updated, true and correct, in all respects.
- d) Investors should provide correct DP ID and client ID/ folio number while submitting the Application. Such DP ID and Client ID/ folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, the Lead Manager, SCSBs or the Registrar will not be liable for any such rejections.

Don’ts:

- (a) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
- (b) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- (c) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical application
- (d) Do not pay the Application Money in cash, by money order, pay order or postal order.
- (e) Do not submit multiple Applications.

Do’s for Investors applying through ASBA:

- a) Ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as the Rights Equity Shares will be Allotted in the dematerialized form only.
- b) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.
- c) Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including additional Rights Equity Shares) applied for} X {Application Money of Rights Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.
- d) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application and have signed the same.
- e) Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.
- f) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.
- g) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.

Do’s for Investors applying through R-WAP:

- a) Ensure that the details of the correct bank account have been provided while making payment along with submission of the Application.
- b) Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including additional Rights Equity Shares) applied for} X {Application Money of Rights Equity Shares}) available in the bank account

through which payment is made using the R-WAP.

- c) Ensure that you make the payment towards your application through your bank account only and not use any third-party bank account for making the payment
- d) Ensure that you receive a confirmation email on successful transfer of funds.
- e) Ensure you have filled in correct details of PAN, folio number, DP ID and Client ID, as applicable, and all such other details as may be required.
- f) Ensure that you receive an acknowledgement from the R-WAP for your submission of the Application.

Don'ts for Investors applying through ASBA:

- (a) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.
- (b) Do not send your physical Application to the Lead Manager, the Registrar, the Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), and a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
- (c) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process.

Don'ts for Investors applying through R-WAP:

- (a) Do not apply from bank account of third parties.
- (b) Do not apply if you are a non-resident Investor.
- (c) Do not apply from non-resident account.
- (d) Do not apply from corporate account.

Grounds for Technical Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

- a) DP ID and Client ID mentioned in Application not matching with the DP ID and Client ID records available with the Registrar.
- b) Sending an Application to the Lead Manager, Registrar, Escrow Collection Banks (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB or our Company.
- c) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
- d) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
- e) Account holder not signing the Application or declaration mentioned therein.
- f) Submission of more than one application Form for Rights Entitlements available in a particular demat account.
- g) Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.
- h) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).

- i) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the demographic details provided by the Depositories.
- j) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
- k) Application Forms which are not submitted by the Investors within the time periods prescribed in the application Form and this Draft Letter of Offer.
- l) Physical Application Forms not duly signed by the sole or joint Investors.
- m) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, and money order, postal order or outstation demand drafts.
- n) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.
- o) Applications which: (i) does not include the certifications set out in the Application Form; (ii) appears to us or our agents to have been executed in or dispatched from a Restricted Jurisdiction; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Equity Shares in respect of any such Application Form.
- p) Applications which have evidence of being executed or made in contravention of applicable securities laws.

Applications under the R-WAP process are liable to be rejected on the following grounds (in addition to above applicable grounds including in relation to insufficient funds available in the opted bank account).

- (a) Applications by non-resident Investors.
- (b) Payment from third party bank accounts.

Our Company may, in consultation with the Lead Manager and Designated Stock Exchange, decide to relax any of the grounds of technical rejection mentioned hereinabove

Depository account and bank details for Investors holding Equity Shares in demat accounts and applying in this Issue

IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS OR THROUGH THE R-WAP PROCESS (AVAILABLE ONLY FOR RESIDENT INVESTORS), TO RECEIVE THEIR RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY THE INVESTOR AS ON THE RECORD DATE. ALL INVESTORS APPLYING UNDER THIS ISSUE SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DP ID AND BENEFICIARY ACCOUNT NUMBER/ FOLIO NUMBER IN THE APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE APPLICATION FORM OR PLAIN PAPER APPLICATIONS, AS THE CASE MAY BE.

Investors applying under this Issue should note that on the basis of name of the Investors, Depository Participant's name and identification number and beneficiary account number provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Hence, Investors applying under this Issue should carefully fill in their Depository Account details in the Application.

These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence,

Investors are advised to update their Demographic Details as provided to their Depository Participants.

By signing the Application Forms, the Investors would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

The Allotment advice and the email intimating unblocking of ASBA Account or refund (if any) would be emailed to the address of the Investor as per the email address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Equity Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, Registrar or the Lead Manager shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) the DP ID, and (c) the beneficiary account number, then such Application Forms are liable to be rejected.

Mode of payment

All payments against the Application Forms shall be made only through ASBA facility or internet banking or UPI facility if applying through R-WAP. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility or internet banking or UPI facility if applying through R-WAP.

In case of Application through ASBA facility, the Investor agrees to block the Application Money with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the Application Money, in the Investor's ASBA Account.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013.

The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

The Investors would be required to give instructions to the respective SCSBs to block the entire amount payable on their application at the time of the submission of the Application Form.

The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth hereinafter.

For details of mode of payment in case of Application through R-WAP, see "Procedure for Application through the R-WAP" on page 193.

Mode of payment for Resident Investors

All payments on the Application Forms shall be made only through ASBA facility or internet banking or UPI facility if applying through R-WAP. Applicants are requested to strictly adhere to these instructions.

Mode of payment for Non-Resident Investors

As regards the Application by non-resident Investors, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to

the following

1. Individual non-resident Indian Applicants who are permitted to subscribe to Rights Equity Shares by applicable local securities laws can obtain Application Forms on the websites of the Registrar, our Company and the Lead Manager.

Notes: In case of non-resident Eligible Equity Shareholders, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form shall be sent to their email addresses if they have provided their Indian address to our Company and if they are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. This Draft Letter of Offer will be provided by the Registrar on behalf of our Company or the Lead Manager to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions.

2. Application Forms will not be accepted from non-resident Investors in any jurisdiction where the offer or sale of the Rights Entitlements and Rights Equity Shares may be restricted by applicable securities laws.
3. Payment by non-residents must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by the RBI.

Notes:

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Rights Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income-tax Act.
2. In case Rights Equity Shares are allotted on a non-repatriation basis, the dividend and sale proceeds of the Rights Equity Shares cannot be remitted outside India.
3. In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by the RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.
4. Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Rights Equity Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.
5. In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.
6. Non-resident Renouncees who are not Eligible Equity Shareholders must submit regulatory approval for applying for additional Rights Equity Shares.

Multiple Applications

In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Investors and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. **For details, see “Procedure for Applications by Mutual Funds” on page 211.**

In cases where multiple Application Forms are submitted, including cases where an Investor submits Application Forms along with a plain paper Application or multiple plain paper Applications, such Applications shall be treated as multiple applications and are liable to be rejected, other than multiple applications submitted by any of our Promoters or members of Promoter Group for subscribing any unsubscribed portion of this Issue as

described in “Capital Structure –Intention and extent of participation by our Promoters and Promoter Group” on page 60.

Last date for Application

The last date for submission of the duly filled in the Application Form or a plain paper Application is [●], i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, **subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).**

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB or if the Application Form is not accepted at the R-WAP, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this Draft Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Rights Equity Shares hereby offered, **as provided under the heading “Basis of Allotment” on page 207.**

Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R-WAP facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

Withdrawal of Application

An Investor who has applied in this Issue may withdraw their application at any time during Issue Period by approaching the SCSB where application is submitted or sending the email withdrawal request to www.bigshareonline.com case Application through R-WAP facility. However, no Investor, whether applying through ASBA facility or R-WAP facility, may withdraw their application post the Issue Closing Date.

Issue Schedule

LAST DATE FOR CREDIT OF RIGHTS ENTITLEMENTS	●
ISSUE OPENING DATE	●
LAST DATE FOR ON MARKET RENUNCIATION*	●
ISSUE CLOSING DATE[#]	●
FINALISATION OF BASIS OF ALLOTMENT (ON OR ABOUT)	●
DATE OF ALLOTMENT (ON OR ABOUT)	●
DATE OF CREDIT (ON OR ABOUT)	●
DATE OF LISTING (ON OR ABOUT)	●

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

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

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., Tuesday, March 16, 2021 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date.

For details, see “General Information - Issue Schedule” on page 53.

Basis of Allotment

Subject to the provisions contained in this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to Allot the Rights Equity Shares in the following order of priority:

- a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Rights Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Rights Equity Shares renounced in their favour, in full or in part.
- b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one additional Rights Equity Share each if they apply for additional Rights Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Rights Equity Shares after allotment under (a) above. If number of Rights Equity Shares required for Allotment under this head are more than the number of Rights Equity Shares available after Allotment under (b) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment
- c) Allotment to the Eligible Equity Shareholders who having applied for all the Rights Equity Shares offered to them as part of this Issue, have also applied for additional Rights Equity Shares. The Allotment of such additional Rights Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Rights Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Rights Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- d) Allotment to Renouncees who having applied for all the Rights Equity Shares renounced in their favour, have applied for additional Rights Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Rights Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- e) Allotment to any other person, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'. Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Investors who have been allocated Rights Equity Shares in this Issue, along with:

1. The amount to be transferred from the ASBA Account to the separate bank account opened by us Company for this Issue, for each successful Application;
2. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
3. The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

For Applications through R-WAP, instruction will be sent to Escrow Collection Bank with list of Allottees and corresponding amount to be transferred to the Allotment Account. Further, the list of Applicants eligible for refund with corresponding amount will also be shared with Escrow Collection Bank to refund such Applicants

Allotment Advice or Refund/ Unblocking of ASBA Accounts

Our Company will send/ dispatch Allotment advice, refund intimations (including in respect of Applications made through R-WAP facility) or demat credit of securities and/or letters of regret, along with crediting the Allotted Rights Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account or unblocking the funds in the respective ASBA Accounts, if any, within a period of 15 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at 15% p.a. and such other rate as specified

under applicable law from the expiry of such 15 days' period.

In case of Applications through R-WAP, refunds, if any, will be made to the same bank account from which Application Money was received. Therefore, the Investors should ensure that such bank accounts remain valid and active.

In accordance with the SEBI Circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021, in case of Applications made through the R-WAP facility, refunds, if any for un-allotted or partially allotted applications shall be completed on or before T+1 day (T being the date of finalisation of Basis of Allotment).

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through email, to the email address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, refunds and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for additional Equity Shares in the Issue and is Allotted a lesser number of Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed be within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

Payment of Refund

Mode of making refunds

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes. Please note that payment of refund in case of Applications made through R-WAP, shall be through modes under (b) to (g) below:

- a) Unblocking amounts blocked using ASBA facility.
- b) NACH – National Automated Clearing House is a consolidated system of electronic clearing service.
- c) Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including MICR code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.
- d) National Electronic Fund Transfer (“**NEFT**”) – Payment of refund shall be undertaken through NEFT wherever the Investors' bank has been assigned the Indian Financial System Code (“**IFSC Code**”), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine-digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.
- e) Direct Credit – Investors having bank accounts with the Bankers to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.
- f) RTGS – If the refund amount exceeds ₹ 2,00,000, the Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made

through NACH or any other eligible mode. Charges, if any, levied by the refund bank(s) for the same would be borne by our Company. Charges, if any, levied by the Investor's bank receiving the credit would be borne by the Investor.

- g) For all other Investors, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demand drafts drawn in favor of the sole/first Investor and payable at par.
- h) Credit of refunds to Investors in any other electronic manner, permissible by SEBI from time to time.

In case of Application through R-WAP, refunds, if any, will be made to the same bank account from which Application Money was received. Therefore, the Investors should ensure that such bank accounts remain valid and active. In accordance with the SEBI Circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021, in case of Applications made through the RWAP facility, refunds, if any for un-allotted or partially allotted applications shall be completed on or before T+1 day (T being the date of finalisation of Basis of Allotment).

Refund payment to non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

Allotment Advice or Demat Credit of Securities

The demat credit of securities to the respective beneficiary accounts or the demat suspense account (pending receipt of demat account details for Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, etc.) will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

Receipt of the Rights Equity Shares in Dematerialized Form

PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE OR THE ISSUE CLOSING DATE, AS THE CASE MAY BE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE, OR (C) DEMAT SUSPENSE ACCOUNT PENDING RECEIPT OF DEMAT ACCOUNT DETAILS FOR RESIDENT ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES FORM/ WHERE THE CREDIT OF THE RIGHTS ENTITLEMENTS RETURNED/REVERSED/FAILED.

Investors shall be Allotted the Rights Equity Shares in dematerialized (electronic) form. Our Company has signed an agreement dated [●] with NSDL and an agreement dated [●] with CDSL which enables the Investors to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates.

INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.

The procedure for availing the facility for Allotment of Rights Equity Shares in this Issue in the dematerialized form is as under:

1. Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for such holdings. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.

2. It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.
3. The responsibility for correctness of information filled in the Application Form vis-a-vis such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's depository participant.
4. If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Equity Shares and the Application Form will be rejected.
5. The Rights Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent directly to the Applicant by email and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Applicant's depository account.
6. Non-transferable Allotment advice/ refund intimation will be directly sent to the Investors by the Registrar, by email and, if the printing is feasible, through physical dispatch.
7. Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

Procedure for Applications by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post issue Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will also be required to comply with applicable reporting requirements. Further, the aggregate limit of all FPIs investments, with effect from April 1, 2020, is up to the sectoral cap applicable to the sector in which our Company operates (i.e., 100%).

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which maybe specified by the Government from time to time. The FPIs who wish to participate in the Offer are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against 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 registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iii) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

- (a) such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

Procedure for Applications by AIFs, FVCIs and VCFs

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture the capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility or using R-WAP (available only for residents). Otherwise, applications of such AIFs are liable for rejection.

Procedure for Applications by NRIs

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India (“OCI”) may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities incorporated in a country which shares land border with India or where beneficial owner of an investment into India is situated in or is a citizen of any such country (“**Restricted Investors**”), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Investors will also require prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

Procedure for Applications by Mutual Funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

Procedure for Applications by Systemically Important Non-Banking Financial Companies (“NBFC-SI”)

In case of an application made by NBFC-SI registered with the RBI, (a) the certificate of registration issued by the RBI under Section 45IA of the RBI Act, 1934 and (b) net worth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Impersonation

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act for fraud involving an amount of at least ₹1 million or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud extending upto three times of such amount. In case the fraud involves (i) an amount which is less than ₹ 1 million or 1% of the turnover of the company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹50 lakhs or with both.

Payment by stock invest

In terms of the RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Disposal of Application and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branch of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form and the R-WAP platform would generate an electronic acknowledgment to the Eligible Equity Shareholders upon submission of the Application.

Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA or refunded to the Investors in the same bank account through which Application Money was received, in case of an application using the R-WAP facility. Wherever an application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Rights Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within a period of 15 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

Utilisation of Issue Proceeds

Our Board declares that:

- a. All monies received out of this Issue shall be transferred to a separate bank account;
- b. Details of all monies utilized out of this Issue referred to under (A) shall be disclosed under an appropriate separate head in the balance of our Company indicating the purpose for which such monies had been utilized; and
- c. Details of all unutilized monies out of this Issue referred to under (A) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

Undertakings by our Company

Our Company undertakes the following:

- 1) The complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily.

- 2) All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges where the Equity Shares are to be listed will be taken within the time limit specified by SEBI.
- 3) The funds required for making refunds to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.
- 4) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor within 15 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
- 5) In case of refund / unblocking of the Application Money for unsuccessful Applicants or part of the Application Money in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.
- 6) Adequate arrangements shall be made to collect all ASBA Applications and record all Applications made under the R-WAP process.
- 7) Our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.

Minimum Subscription

In accordance with Regulation 86 of SEBI ICDR Regulations, if our Company does not receive the minimum subscription of at least 90% of the Issue of the Equity Shares being offered under this Issue, on an aggregate basis, our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date in accordance with SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is delay in making refunds beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period at rates prescribed under applicable laws.

Important

1. Please read this Draft Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of this Draft Letter of Offer and must be carefully followed; otherwise, the Application is liable to be rejected.
2. All enquiries in connection with this Draft Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed “Radhe Developers (India) Limited – Rights Issue” on the envelope and postmarked in India or in the email) to the Registrar at the following address:

Name	: BIGSHARE SERVICES PRIVATE LIMITED
Address	: Bharat Tin Works Building, 1 st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400059, Maharashtra, India
Tel No.	: +91 22 62638200
Fax No.	: +91 22 62638299
Email Id	: rightsissue@bigshareonline.com
Investor Grievance Email Id	: investor@bigshareonline.com
Contact Person	: Mr. Ashish Bhope
Website	: www.bigshareonline.com
SEBI Registration No.	: INR000001385

3. In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar (www.bigshareonline.com). Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is +91 22 62638200.

This Issue will remain open for a minimum 15 days. However, our Board or duly authorized committee thereof, will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days

from the Issue Opening Date (inclusive of the Issue Opening Date).

Restrictions on Foreign Ownership of Indian Securities

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment (“**FDI**”) and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) (“**DPIIT**”), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 (“**FDI Policy**”) by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict between FEMA and such policy pronouncements, FEMA prevails.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company fall under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

RESTRICTIONS ON PURCHASES AND RESALES

General Eligibility and Restrictions

No action has been or will be taken to permit this Issue in any jurisdiction, or the possession, circulation, or distribution of this Draft Letter of Offer or any other Issue Materials in any jurisdiction where any action would be required in such jurisdiction for that purpose, except that this Draft Letter of Offer will be filed with the Stock Exchanges and SEBI.

The Rights Entitlements and the Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States.

The Rights Entitlements and the Rights Equity Shares may not be offered or sold, directly or indirectly, and none of this Draft Letter of Offer, its accompanying documents or any other Issue Materials or advertisements in connection with the Rights Entitlements or the Rights Equity Shares may be distributed or published in or from any country or jurisdiction except in accordance with the legal requirements applicable in such jurisdiction. Accordingly, persons receiving a copy of this Draft Letter of Offer and any other Issue Materials should not distribute or send this Draft Letter of Offer or any other Issue Materials in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations. If this Draft Letter of Offer is received by any person in any jurisdiction where to do so would or might contravene local securities laws or regulation, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements. In those circumstances, this Draft Letter of Offer and any other Issue Materials must be treated as sent for information purposes only and should not be acted upon for subscription to Rights Equity Shares.

Rights Entitlements may not be transferred or sold to any person outside India.

Investors are advised to consult their legal counsel prior to accepting any provisional allotment of Rights Equity Shares, applying for excess Rights Equity Shares or making any offer, sale, resale, pledge or transfer of the Rights Entitlements or the Rights Equity Shares.

This Draft Letter of Offer and its accompanying documents will be supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

Each person who exercises the Rights Entitlements and subscribes for the Rights Equity Shares, or who purchases the Rights Entitlements or the Rights Equity Shares shall do so in accordance with the restrictions set out below.

Our Company reserves the right to require a person in any jurisdiction not listed below to give it an opinion of legal counsel that the purchase of the Rights Entitlements and Rights Equity Shares by such person in accordance with the terms of this Draft Letter of Offer was in accordance with the laws of such jurisdiction.

The Lead Manager is not making, will not make, and will not participate or otherwise be involved in any offers or sales of the Rights Entitlements or the Rights Equity Shares.

Cayman Islands

This Letter of Offer does not constitute an invitation or offer to the public in the Cayman Islands of the Equity Shares, whether by way of sale or subscription. The Rights Entitlements and the Rights Equity Shares are not being offered or sold, and will not be offered or sold, directly or indirectly, to the public in the Cayman Islands.

European Economic Area (EEA) and the United Kingdom

In relation to each Member State of the European Economic Area and the United Kingdom (each a Relevant State), no Rights Entitlement or Rights Equity Shares have been offered or will be offered pursuant to the Issue to the public in that Relevant State prior to the publication of a prospectus in relation to the Rights Entitlements or the Rights Equity Shares which has been approved by the competent authority in that Relevant State or, where appropriate, approved in another Relevant State and notified to the competent authority in that Relevant State, all in accordance with the Prospectus Regulation, except that offers of the Rights Entitlements or the Rights Equity Shares may be made to the public in that Relevant State at any time under the following exemptions under the Prospectus Regulation (EU) 2017 / 1129 (and any amendment thereto) (Prospectus Regulation):

- a. to any legal entity that is a qualified investor, as defined in the Prospectus Regulation;
- b. to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation) subject to obtaining the prior consent of our Company for any such offer; or
- c. in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of the Rights Entitlements or the Rights Equity Shares shall result in a requirement for the publication by our Company or the Lead Manager of a prospectus pursuant to Article 3 of the Prospectus Regulation. Each person who initially acquires any Rights Entitlements or the Rights Equity Shares or to whom any offer is made will be deemed to have represented, acknowledged and agreed to and with the Lead Manager and the Company that it is a “qualified investor” within the meaning of Article 2(e) of the Prospectus Regulation.

In case any of the Rights Entitlements or the Rights Equity Shares are being offered to a financial intermediary, as that term is used in Article 5 of the Prospectus Regulation, each such financial intermediary will also be deemed to have represented, acknowledged and agreed that the Rights Equity Shares have not been subscribed for on a nondiscretionary basis on behalf of, nor have they been subscribed for with a view to their offer or resale to persons in circumstances which may give rise to an offer of the Rights Equity Shares to the public other than their offer or resale in a Relevant State to the qualified investors (as so defined) or in circumstances in which the prior consent of our Company has been obtained to each such proposed offer or resale.

For the purposes of this section, the expression an ‘offer to the public’ in relation to any Rights Entitlements or the Rights Equity Shares in any Relevant State means a communication to persons in any form and by any means presenting sufficient information on the terms of the offer and the Rights Entitlements or the Rights Equity Shares so as to enable an investor to decide to purchase or subscribe for the Rights Entitlements or the Rights Equity Shares.

Our Company, the Lead Manager and its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

United Kingdom

In the United Kingdom, this Letter of Offer and any investment or investment activity to which this Letter of Offer relates is directed only at, being distributed and made available only to, and will be engaged in only with, persons who are qualified investors within the meaning of Article 2(e) of the Prospectus Regulation and who (i) fall within the definition of “investment professionals” contained in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (Order); (ii) fall within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Order; or (iii) to whom it can otherwise lawfully be communicated (all such persons together be referred to as “relevant persons”). Persons who are not relevant persons should not take any action on the basis of this Letter of Offer and should not act or rely on it or any of its contents.

Hong Kong

The Rights Entitlements or the Rights Equity Shares may not be offered or sold in Hong Kong by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32, Laws of Hong Kong) (CO), or (ii) to “professional investors” within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (SFO) and any rules made thereunder, or in other circumstances which do not result in the document being a “prospectus” within the meaning of the CO and no advertisement, invitation or document relating to the shares may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to shares which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” within the meaning of the SFO and any rules made thereunder.

This Letter of Offer has not been reviewed or approved by any regulatory authority in Hong Kong. In particular, this Letter of Offer has not been, and will not be, registered as a “prospectus” in Hong Kong under the CO nor has it been authorised by the Securities and Futures Commission (SFC) in Hong Kong pursuant to the SFO. Recipients are advised to exercise caution in relation to the Issue. If recipients are in any doubt about any of the contents of this Letter of Offer, they should obtain independent professional advice.

Unless permitted by the securities laws of Hong Kong, no person may issue or have in its possession for issue,

whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Rights Entitlements or the Rights Equity Shares, which is directed at, or the content of which is likely to be accessed or read by, the public of Hong Kong other than with respect to the Rights Entitlements or the Rights Equity Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to the Professional Investors.

No person who has received a copy of this Letter of Offer may issue, circulate or distribute this Letter of Offer in Hong Kong or make or give a copy of this Letter of Offer to any other person. No person allotted the Rights Equity Shares may sell, or offer to sell, such Rights Equity Shares to the public in Hong Kong within 6 months following the date of issue of such Rights Equity Shares.

Mauritius

Neither the Rights Entitlements nor the Rights Equity Shares may be offered, distributed or sold, directly or indirectly, in Mauritius or to any resident of Mauritius, except as permitted by applicable Mauritius law, including but not limited to the Mauritius Securities Act. No offer or distribution of securities will be made to the public in Mauritius.

Singapore

This Letter of Offer has not been and will not be registered as a prospectus with the Monetary Authority of Singapore under the Securities and Futures Act (Chapter 289) of Singapore (SFA). The offer of the Rights Entitlements and the Rights Equity Shares pursuant to the Rights Entitlements to the Eligible Equity Shareholders in Singapore is made in reliance on the offering exemption under Section 273(1)(cd) of the SFA.

The Eligible Equity Shareholders in Singapore may apply for the additional Rights Equity Shares over and above their Rights Entitlements only: (i) if they are an “institutional investor” within the meaning of Section 274 of the SFA and in accordance with the conditions of an exemption invoked under Section 274 of the SFA; (ii) if they are a relevant person pursuant to Section 275(1) of the SFA or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA; or (iii) pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where any additional Rights Equity Shares over and above their Rights Entitlements are purchased under Section of the SFA by a relevant person which is: (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor, securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries’ rights and interest (howsoever described) in that trust shall not be transferred within 6 months after that corporation or that trust has acquired such Rights Equity Shares pursuant to an offer made under Section 275 of the SFA except: (a) to an institutional investor under Section 274 of the SFA or to a relevant person defined in Section 275(2) of the SFA or to any person arising from referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA; (b) where no consideration is or will be given for the transfer; (c) where the transfer is by operation of law; (d) as specified in Section 276(7) of the SFA; or (e) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (CMP Regulations 2018), our Company has determined, and hereby notifies all relevant persons (as defined in Section 309(A)(1) of the SFA) that the Rights Entitlements and the Rights Equity Shares are ‘prescribed capital markets products’ (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

United States

The Rights Entitlements and the Rights Equity Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered, sold, resold, allotted, taken up, exercised, renounced, pledged or transferred in the United States except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable securities laws of any state of the United States. The Rights Entitlements and the Rights Equity Shares are

being offered and sold only to persons outside the United States in reliance on Regulation S and the applicable laws of the jurisdiction where those offers and sales are made.

For investors outside the United States

Each person accepting the Rights Entitlements and subscribing to the Rights Equity Shares outside the United States shall be deemed to have represented, warranted, agreed and acknowledged as follows:

- a. It is entitled to accept the Rights Entitlements and subscribe to the Rights Equity Shares under the laws of all relevant jurisdictions that apply to it and that it has fully observed such laws and has complied with all necessary formalities to enable it to accept the Rights Entitlements and subscribe to the Rights Equity Shares;
- b. It was outside the United States at the time the offer of the Rights Entitlements and the Rights Equity Shares was made to it and it was outside the United States when its buy order for the Rights Entitlements (if applicable) and the Rights Equity Shares was originated;
- c. It did not accept the Rights Entitlements or subscribe to the Rights Equity Shares as a result of any “directed selling efforts” (as defined in Regulation S);
- d. The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act or the securities law of any state of the United States and that the offer of the Rights Entitlements and the offer and sale of the Rights Equity Shares to it is made in reliance on the Regulation S;
- e. It will not offer, sell or otherwise transfer the Rights Entitlements except in India in a transaction complying with Rule 903 or Rule 904 of the Regulation S;
- f. It subscribed to the Rights Equity Shares for investment purposes and not with a view to the distribution or resale thereof. If in the future it decides to offer, sell, pledge or otherwise transfer any of the Rights Equity Shares, it shall only offer, sell, pledge or otherwise transfer such Equity Shares: (a) outside the United States in a transaction complying with Rule 903 or Rule 904 of the Regulation S and in accordance with all applicable laws of any other jurisdiction, including India; or (ii) in the United States pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws;
- g. Prior to making any investment decision to exercise the Rights Entitlements and subscribe for the Rights Equity Shares, it: (a) will have consulted with its own legal, regulatory, tax, business, investment, financial and accounting advisers in each jurisdiction in connection herewith to the extent it has deemed necessary; (b) will have carefully read and reviewed a copy of this Letter of Offer and its accompanying documents; (c) will have possessed and carefully read and reviewed all information relating to our Company and the Rights Entitlements and the Rights Equity Shares that it believes is necessary or appropriate for the purpose of making its investment decision, including, without limitation, the Exchange Information (as defined below); (d) will have conducted its own due diligence on our Company and this Issue, and will have made its own investment decisions based upon its own judgement, due diligence and advice from such advisers as it has deemed necessary and will not have relied upon any recommendation, promise, representation or warranty of or view expressed by or on behalf of our Company, Lead Manager or its affiliates (including any research reports) (other than with respect to our Company and any information contained in this Letter of Offer); and (e) will have made its own determination that any investment decision to exercise the Rights Entitlements and subscribe for the Rights Equity Shares is suitable and appropriate, both in the nature and number of the Rights Equity Shares being subscribed;
- h. Without limiting the generality of the foregoing, it acknowledges that: (a) the Equity Shares are listed on BSE and our Company is therefore required to publish certain business, financial and other information in accordance with the rules and practices of BSE (which includes, but is not limited to, a description of the nature of our Company’s business and our Company’s most recent balance sheet and profit and loss account, and similar statements for preceding years together with press releases, announcements, investor education presentations and annual reports, which collectively constitutes Exchange Information), and that it has had access to such information without undue difficulty and has reviewed such Exchange Information as it has deemed necessary; and (b) neither our Company nor the Lead Manager or any of its affiliates has made any representations or recommendations to it, express or implied, with respect to our Company, the Rights Entitlements or the Rights Equity Shares or the accuracy, completeness or adequacy of the Exchange Information;
- i. It acknowledges that: (a) any information that it has received or will receive relating to or in connection with this Issue, and the Rights Entitlements or the Rights Equity Shares, including this Letter of Offer and the Exchange Information (collectively, Information), has been prepared solely by our Company; and (b) none of the Lead Manager or any of its affiliates has verified the Information, and no recommendation, promise, representation or warranty (express or implied) is or has been made or given by the Lead Manager or its affiliates as to the accuracy, completeness or sufficiency of the Information, and nothing contained in the Information is, or shall be relied upon as, a promise, representation or warranty by the Lead Manager or its affiliates;
- j. It will not hold our Company and the Lead Manager or its affiliates responsible for any misstatements in or omissions to the Information or in any other written or oral information provided by our Company to it. It

acknowledges that no written or oral information relating to this Issue, the Rights Entitlements or the Rights Equity Shares has been or will be provided by the Lead Manager or its affiliates to it;

- k. It understands and acknowledges that the Lead Manager is assisting our Company in respect of this Issue and that the Lead Manager is acting solely for our Company and no one else in connection with this Issue and, in particular, is not providing any service to it, making any recommendations to it, advising it regarding the suitability of any transactions it may enter into to subscribe or purchase any Rights Entitlements or Rights Equity Shares nor providing advice to it in relation to our Company, this Issue, the Rights Entitlements or the Rights Equity Shares. Further, to the extent permitted by law, it waives any and all claims, actions, liabilities, damages or demands it may have against the Lead Manager arising from its engagement with our Company and in connection with this Issue;
- l. It understands and acknowledges that the Lead Manager is not making, will not make, and will not participate or otherwise be involved in any offers or sales of the Rights Entitlements or the Rights Equity Shares;
- m. If it acquired any of the Rights Entitlements or Rights Equity Shares as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and that it has full power to make the foregoing representations, warranties, acknowledgements and agreements on behalf of each such account;
- n. It shall indemnify and hold our Company and the Lead Manager harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Rights Entitlements and Rights Equity Shares; and
- o. It acknowledges that our Company, the Lead Manager and others will rely upon the truth and accuracy of the foregoing representations, warranties and acknowledgements.

SECTION VIII – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following material documents and contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years prior to the date of this Draft Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of these documents for inspection referred to hereunder, will be made available at our Registered Office between 10:30 a.m. to 5:00 p.m. on all working days from the date of this Draft Letter of Offer until the Issue Closing Date.

A. Material Contracts for the Issue

1. Issue Agreement dated December 07, 2021 between our Company and the Lead Manager.
2. Registrar Agreement dated December 07, 2021 between our Company and the Registrar to the Issue.
3. Bankers to the Issue Agreement dated [●] among our Company, the Lead Manager, the Registrar to the Issue and the Bankers to the Issue.
4. Monitoring Agency Agreement dated [●] between our Company and the Monitoring Agency.

B. Material Documents in Relation to the Issue

1. Certified copies of the updated Memorandum of Association and Articles of Association of our Company.
2. Certificate of incorporation dated February 3, 1995 and Certificate of Commencement of Business dated February 7, 1995.
3. Copy of the Resolutions of our Board dated November 26, 2021 and December 06, 2021 approving the Rights Issue.
4. Copy of the Resolution of our Committee of Directors dated [●], finalizing the terms of the Issue including Issue Price, Record Date and the Rights Entitlement Ratio.
5. Consents of our Promoters, Directors, Company Secretary and Compliance Officer, Statutory Auditor, Monitoring Agency, Lead Manager, Bankers to our Company, Bankers to the Issue, Legal Advisor to the Issue, Registrar to the Company and the Registrar to the Issue for inclusion of their names in this Draft Letter of Offer to act in their respective capacities.
6. Copy of annual reports of our Company for financial years ended March 31, 2021, 2020 and 2019 and Limited Reviewed Financial report for period ended September 2021.
7. Statement of Tax Benefits dated December 07, issued by M/s H. K. Shah & Co., Chartered Accountants, Chartered Accountants, Independent Peer Review Certified Auditor to the Company and Shareholders.
8. Tripartite Agreement dated March 31, 2015 between our Company, NSDL and the Registrar to the Company.
9. Tripartite Agreement dated December 08, 2015 between our Company, CDSL and Registrar to the Company.
10. In-principal approval issued by the BSE dated [●].
11. Due diligence certificate dated December 08, 2021, addressed to BSE and SEBI.
12. SEBI interim observation letter number [●] dated [●].

Any of the contracts or documents mentioned in this Draft Letter of Offer may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without notice to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the guidelines, rules, regulations, circulars, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR

Ashishbhai Prafulbhai Patel
Chairman, CEO & Managing Director
DIN: 00228026

Place: Ahmedabad

Date: December 08, 2021

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the guidelines, rules, regulations, circulars, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR

Jahnavi Ashishbhai Patel
Director
DIN: 00230301

Place: Ahmedabad

Date: December 08, 2021

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the guidelines, rules, regulations, circulars, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR

Alok Hrishikesh Vaidya
Director
DIN: 00101864

Place: Ahmedabad

Date: December 08, 2021

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the guidelines, rules, regulations, circulars, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR

Bharat Sakarlal Pandya
Independent Director
DIN: 07521459

Place: Ahmedabad

Date: December 08, 2021

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the guidelines, rules, regulations, circulars, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR

Tusharkumar Kalidas Patel
Independent Director
DIN: 06915474

Place: Ahmedabad

Date: December 08, 2021

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the guidelines, rules, regulations, circulars, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTOR

Rahul Krishkumar Mehra
Independent Director
DIN: 06577142

Place: Ahmedabad

Date: December 08, 2021

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the guidelines, rules, regulations, circulars, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER

Khyati Kanaiyalal Patel
Company Secretary & Compliance Officer

Place: Ahmedabad

Date: December 08, 2021

DECLARATION

I hereby certify that no statement made in this Draft Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. I further certify that all the legal requirements connected with the Issue as also the guidelines, rules, regulations, circulars, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

I further certify that all disclosures made in this Draft Letter of Offer are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER

Pranavbhai Jayprakashbhai Patel
Chief Financial Officer

Place: Ahmedabad

Date: December 08, 2021