





(Please scan this QR Code to view the RHP)

Red Herring Prospectus  
Dated: March 13, 2025  
100% Book Building Issue  
(Please read Section 26 and 32 of the Companies Act, 2013)  
(This Red Herring Prospectus will be updated upon filing with the RoC)

**active**

**ACTIVE INFRASTRUCTURES LIMITED**  
Corporate Identity Number: U45200MH2007PLC174506

REGISTERED OFFICE		CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Riaan Tower 10 <sup>th</sup> Floor, Mangalwari Road, Sadar, Sadar Bazar, Nagpur- 440001, Maharashtra, India.		-	Mrs. Aanchal Tembhre Company Secretary and Compliance Officer	<b>Telephone:</b> +91 7030002840 <b>Email:</b> <a href="mailto:investorinfo@activeinfra.in">investorinfo@activeinfra.in</a>	<a href="https://activeinfra.in/">https://activeinfra.in/</a>
OUR INDIVIDUAL PROMOTERS IS MR. SUNIL GYANCHAND RAISONI AND MR. SHREYAS SUNIL RAISONI AND OUR CORPORATE PROMOTERS IS SHRADHA INFRAPROJECTS LIMITED AND RIAAN DIA GNOSTIC PRIVATE LIMITED					
DETAILS OF THE ISSUE					
TYPE	FRESH ISSUE SIZE (in lakhs)	OFFER FOR SALE	TOTAL ISSUE SIZE	ELIGIBILITY AND RESERVATIONS AMONG QIBs, NIBs AND RBIs	
Fresh Issue	Fresh Issue of up to 43,00,200 Equity Shares aggregating up to ₹ [●] lakhs	NA	Up to 43,00,200 Equity Shares aggregating up to ₹ [●] lakhs	The Issue is being made pursuant to Regulation 229(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"). For further details, see " <i>Other Regulatory and Statutory Disclosure- Eligibility for the Offer</i> " on page 303. For details in relation to reservation among QIBs, NIBs, RBIs, please see " <i>Issue Structure</i> " on page 322.	
DETAILS OF ISSUE FOR SALE BY THE SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES					
RISK IN RELATION TO THE FIRST ISSUE					
This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹5/- each. The Floor Price and the Cap Price which have been determined and the Issue Price which will be determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for our Equity Shares by way of the Book Building Process and as stated in "Basis for the Issue Price" on page 96 of this Red Herring Prospectus, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.					
GENERAL RISKS					
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" on page 29 of this Red Herring Prospectus.					
ISSUER'S ABSOLUTE RESPONSIBILITY					
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.					
LISTING					
The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on the SME Platform of National Stock Exchange of India Limited ("NSE EMERGE"). For the purposes of the Issue, NSE shall be the Designated Stock Exchange. Our Company has received In-Principle approval letter dated February 17, 2025 from National Stock Exchange of India ("NSE") for using its name in the Red Herring Prospectus for listing of its Equity Shares.					
BOOK RUNNING LEAD MANAGER TO THE ISSUE					
NAME AND LOGO		CONTACT PERSON		TELEPHONE AND EMAIL	
 Kreo Capital Private Limited		Mr. Ayush Parakh		Telephone: +91-712-2997550/ +91-712-2997551 Email: <a href="mailto:office@kreocapital.com">office@kreocapital.com</a>	
REGISTRAR TO THE ISSUE					
NAME AND LOGO		CONTACT PERSON		TELEPHONE AND EMAIL	
 Bigshare Services Private Limited		Mr. Sagar Pathare		Telephone: +91 22 62638200 Email: <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a>	
BID / ISSUE PROGRAMME					
ANCHOR INVESTOR BID/ISSUE PERIOD			Thursday, March 20, 2025 <sup>(1)</sup>		
BID/ISSUE OPENS ON			Friday, March 21, 2025 <sup>(1)</sup>		
BID/ISSUE CLOSES ON			Tuesday, March 25, 2025 <sup>(2)(3)</sup>		

<sup>(1)</sup> Our Company, in consultation with the BRLM, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Issue Period shall be one (1) Working Day prior to the Bid / Issue Opening Date.

<sup>(2)</sup> Our Company, in consultation with the BRLM, may consider closing the Bid / Issue Period for QIBs one Working Day prior to the Bid/ Closing Date in accordance with the SEBI ICDR Regulations.

<sup>(3)</sup> UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.



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active

**ACTIVE INFRASTRUCTURES LIMITED**  
**Corporate Identity Number: U45200MH2007PLC174506**

Our Company was originally incorporated as a private limited company under the name "Active Infrastructures Private Limited", under the provisions of Companies Act, 1956 and received a certificate of incorporation dated September 26, 2007 issued by the Registrar of Companies, Mumbai, Maharashtra. Subsequently, our Company was converted into a public limited company pursuant to a special resolution passed by our shareholders in the extra ordinary general meeting of the Company held on June 12, 2024 and the name of our Company was changed to "Active Infrastructures Limited" and a fresh Certificate of Incorporation dated August 09, 2024 having CIN U45200MH2007PLC174506 was issued by the Registrar of Companies, Mumbai, Maharashtra. For further details of changes in name and registered office of our Company, please refer to the chapter titled "History and Certain Corporate Matters" on page 148 of this Red Herring Prospectus.

**Registered Office:** Riaan Tower 10th Floor, Mangalwari Road, Sadar, Sadar Bazar, Nagpur- 440001, Maharashtra, India;  
**Contact Person:** Mrs. Aanchal Tembhre, Company Secretary and Compliance Officer; **E-mail:** [investorinfo@activeinfra.in](mailto:investorinfo@activeinfra.in)  
**Website:** <https://activeinfra.in/>; **Corporate Identity Number:** U45200MH2007PLC174506

OUR INDIVIDUAL PROMOTERS IS MR. SUNIL GYANCHAND RAISONI AND MR. SHREYAS SUNIL RAISONI AND OUR CORPORATE PROMOTERS IS SHRADHA INFRAPROJECTS LIMITED AND RIAAN DIAGNOSTIC PRIVATE LIMITED	
THE ISSUE	
<p>INITIAL PUBLIC ISSUE OF UPTO 43,00,200 EQUITY SHARES OF FACE VALUE OF ₹ 5/- EACH OF ACTIVE INFRASTRUCTURES LIMITED ("ACTIVE" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ [●] LAKHS ("THE ISSUE"), OF WHICH 2,16,000 EQUITY SHARES OF FACE VALUE OF ₹ 5/- EACH FOR CASH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF 40,84,200 EQUITY SHARES OF FACE VALUE OF ₹ 5/- EACH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 28.64 % AND 27.57 %, RESPECTIVELY, OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS ₹ 5/- EACH. THE PRICE BAND AND THE MINIMUM BID LOT HAS BEEN DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND SHALL BE MADE AVAILABLE TO THE EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE EMERGE" "STOCK EXCHANGE") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE. FOR FURTHER DETAILS KINDLY REFER TO THE CHAPTER TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 314 OF THIS RED HERRING PROSPECTUS</p>	
<p>In case of any revision in the Price Band, the Bid/ Issue Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/ Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the respective website of the BRLM and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.</p>	
<p>This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company in consultation with the BRLM may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) ("Net QIB Portion"). Further, 5.00 % of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00 % of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders, other than Anchor Investors, are required to participate in the Issue by mandatorily utilizing the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For Further Details, refer to the chapter titled "Issue Procedure" on page 326 of this Red Herring Prospectus.</p>	
RISK IN RELATION TO THE FIRST ISSUE	
<p>This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹5/- each. The Floor Price and the Cap Price which have been determined and the Issue Price which will be determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for our Equity Shares by way of the Book Building Process and as stated in "Basis for the Issue Price" on page 96 of this Red Herring Prospectus, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.</p>	
GENERAL RISK	
<p>Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 29 of this Red Herring Prospectus.</p>	
ISSUER'S ABSOLUTE RESPONSIBILITY	
<p>Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.</p>	
LISTING	
<p>The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on the EMERGE Platform of the National Stock Exchange of India Limited ("NSE EMERGE") in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. For the purposes of the Issue, NSE is the Designated Stock Exchange. Our Company has received In-Principle approval letter dated February 17, 2025 from NSE listing of its Equity Shares.</p>	
BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE
 <p><b>Kreo Capital Private Limited</b> <b>Registered Address:</b> 2nd Floor, VCA Complex, Near Gate No. 08, Civil Lines, Sadar Bazar, Nagpur – 440001, Maharashtra, India <b>Tel. No.:</b> +91-712-2997550/ +91-712-2997551 <b>Email :</b> <a href="mailto:office@kreocapital.com">office@kreocapital.com</a> <b>Website:</b> <a href="https://www.kreocapital.com">https://www.kreocapital.com</a> <b>Investor Grievance e-mail:</b> <a href="mailto:office@kreocapital.com">office@kreocapital.com</a> <b>Contact Person:</b> Mr. Ayush Parakh <b>SEBI Registration. No.:</b> INM000012689</p>	 <p><b>Bigshare Services Private Limited</b> <b>Address:</b> S6-2, 6th Floor, Pinnacle Business Park, Mahakali Caves Road, next to Ahura Centre, Andheri East, Mumbai- 400093, Maharashtra, India. <b>Telephone:</b> +91 22 62638200 <b>Email:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> <b>Website:</b> <a href="https://www.bigshareonline.com">https://www.bigshareonline.com</a> <b>Investor grievance e-mail:</b> <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> <b>Contact Person:</b> Mr. Sagar Pathare <b>SEBI Registration No.:</b> INR000001385</p>
BID / ISSUE PROGRAMME	
ANCHOR INVESTOR BIDDING DATE	Thursday, March 20, 2025 <sup>(1)</sup>
BID / ISSUE OPENS ON	Friday, March 21, 2025 <sup>(1)</sup>
BID / ISSUE CLOSES ON	Tuesday, March 25, 2025 <sup>(2)(3)</sup>

<sup>(1)</sup> Our Company may, in consultation with the BRLM, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one (1) Working Day prior to the Bid/Issue Opening Date.

<sup>(2)</sup> Our Company may, in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

<sup>(3)</sup> UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing.

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## SECTION I: GENERAL

### DEFINITIONS AND ABBREVIATIONS

This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, or policy shall be to such legislation, act, regulation, rule, guideline, or policy, 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 Red Herring Prospectus but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI (ICDR) Regulations, 2018, the Securities Contracts Regulation Act, 1956 (“SCRA”), the Listing Regulation 2015, the Depositories Act 1996 or the rules and regulations made thereunder. Further, the Issue related terms used but not defined in this Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document (as defined below). In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document, the definitions given below shall prevail.

Notwithstanding the foregoing, terms used in “*Statement of Possible Tax Benefits*”, “*Restated Consolidated Financial Statement*”, “*Key Industry Regulations*”, “*Outstanding Litigations and Material Developments*”, “*Our Business*”, “*Industry Overview*” and “*Main Provisions of the Articles of Association*” on page 106, 189, 140, 289, 117, 111 and 357 respectively, shall have the meaning ascribed to such terms in such sections.

#### GENERAL TERMS

Terms	Descriptions
“Active Infrastructures Limited”, “Company”, “Our Company”, “Issue Company” or “Issuer”.	Unless the context otherwise indicates or implies, “Active Infrastructures Limited” a public limited company incorporated as private limited company under the provision of Companies Act, 1956 and having its Registered Office at Riaan Tower 10 <sup>th</sup> Floor, Mangalwari Road, Sadar, Sadar Bazar, Nagpur, Maharashtra, India, 440001, India.
“we”, “our”, “Active” or “us”	Unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries.
“You”, “Your”, or “Yours”	Prospective Investors/Bidder in the Issue.

#### COMPANY RELATED TERMS

Terms	Descriptions
“Articles” or “Articles of Association” or “AOA”	The Articles of Association of our Company, as amended from time to time.
Audit Committee	Audit Committee of our Company constituted in accordance with Section 177 of the Companies Act, 2013 and as disclosed in the Chapter titled “Our Management” on page no. 157 of this Red Herring Prospectus.
“Board of Director(s)” or “the/our Board”	Unless otherwise specified, the Board of Directors of our Company, as duly constituted from time to time, including any committee(s) thereof as described in “Our Management”, on page 157 of this Red Herring Prospectus.
Bankers to our company	Such banks which are disclosed as Banker(s) to our Company in the chapter titled “General Information” beginning on page 56 of this Red Herring Prospectus.
“CFO” or Chief Financial Officer	The Chief Financial Officer of our company being Mr. Gautam Ramesh Jain.
Chairman / Chairperson	The Chairman/ Chairperson of Board of Directors of our Company being Asha Sampath.
Corporate Identification Number/ CIN	U45200MH2007PLC174506
Companies Act	The Companies Act, 1956 and / or the Companies Act, 2013 as applicable and amendments thereto.
Company Secretary & Compliance Officer	The Company Secretary & Compliance Officer of our Company being, Aanchal Tembhre for details, refer chapter titled “Our Management” on page 157 of this Red Herring Prospectus.
Corporate Promoter	Shradha Infraprojects Limited and Riaan Diagnostic Private Limited.
Corporate Social Responsibility committee	Corporate Social Responsibility committee constituted in accordance with Section 135 of the Companies Act, 2013 and as disclosed in the Chapter titled “Our Management” on page no. 157 of this Red Herring Prospectus.
Director/Director(s)	The director(s) on the Board of our Company as described in the Chapter “Our Management” beginning on page 157 of this Red Herring Prospectus.
Equity Shares	The Equity Shares of our Company of face value of Rs. 5/- each, fully paid- up, unless otherwise specified in the context thereof.

Equity Shareholders	Persons/Entities holding Equity Shares of our Company from time to time.
Executive Director(s)	Executive directors on Board of our Company.
Group Companies/Entities	In terms of SEBI ICDR Regulations, the term “Group Company” includes companies (other than our Promoter and Subsidiaries) with which there were related party transactions, as disclosed in the Restated Consolidated Financial Statements as covered under the applicable accounting standards and other companies as considered material by our Board, in accordance with the Materiality Policy and as disclosed in the chapter titled “ <i>Our Group Companies</i> ” beginning on page 185 of this Red Herring Prospectus.
Independent Director	Independent Directors on the Board, and eligible to be appointed as an Independent Director under the provisions of Companies Act and SEBI LODR Regulations. For details of the Independent Directors, please refer to chapter titled “ <i>Our Management</i> ” beginning on page no.157 of this Red Herring Prospectus.
Individual Promoter	Mr. Sunil Gyanchand Raisoni and Mr. Shreyas Sunil Raisoni
Ind AS	The Indian Accounting Standards notified under Section 133 of the Companies Act 2013, Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Companies Act 2013.
JV / Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
ISIN	International Securities Identification Number In this case being INE0KLO01025.
KMP / Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations 2018, Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled “Our Management” beginning on page no. 157 of this Red Herring Prospectus.
MD/Managing Director	The Managing Director of our Company being Mr. Nitesh Sanklecha.
Material Subsidiary	The Material Subsidiary of our Company is Digvijay Shradha Infrastructure Private Limited.
Materiality Policy	The policy adopted by our Board on September 02, 2024 for identification of group companies, material creditors and material litigation in accordance with the disclosure requirements under the SEBI (ICDR) Regulations.
Memorandum/Memorandum of Association/MoA	The Memorandum of Association of our Company, as amended from time to time.
Nomination and Remuneration Committee	Nomination and Remuneration committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 as disclosed in the Chapter titled “ <i>Our Management</i> ” on page no. 157 of this Red Herring Prospectus.
Non-Executive Director(s)	A Director not being an Executive Director
Our Promoters or Promoters of the Company	The promoters of our Company being Mr. Sunil Gyanchand Raisoni, Shreyas Sunil Raisoni, Riaan Diagnostic Private Limited and Shradha Infraprojects Limited. For further details, please refer to chapter titled “Our Promoters and Promoter Group” on page 173 of this Red Herring Prospectus.

Terms	Descriptions
Promoter Group	Includes such persons and entities constituting the promoter group of our Company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 and as disclosed under Chapter titled “ <i>Our Promoters and Promoter Group</i> ” on page 173 of this Red Herring Prospectus.
Registered Office	Riaan Tower 10th Floor, Mangalwari Road, Sadar, Sadar Bazar, Nagpur, Maharashtra, India, 440001, India.
Restated Consolidated Financial Statement	The restated consolidated financial information of our Company comprises of the restated consolidated statement of assets and liabilities for the half year ended September 30, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, the restated consolidated statement of profit and loss, the restated consolidated statement of changes in equity, the restated consolidated cash flow statement for the half year ended September 30, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the summary statement of significant accounting policies, and other explanatory information prepared in terms of the Section 26 of Part I of Chapter III of the Companies Act, 2013, SEBI ICDR Regulations and the Guidance Note on Reports in

	Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, each as amended.
RoC/Registrar of Companies	The Registrar of Companies, Mumbai situated at Registrar of Companies 5th Floor, 100, Everest Building, Marine Drive, Churchgate, Mumbai- 400002.
Senior Management	Senior Management means the officers and personnel of our Company as defined in Regulation 2(1) (bbbb) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. For details, please refer to Chapter titled “Our Management” on page no. 157 of this Red Herring Prospectus.
Shareholders	Shareholders of our Company.
Statutory Auditor	The Statutory Auditors of our Company in our case being V S Jakhotiya & Co.
Peer Review Auditor	The Peer Review Auditor of our Company having a valid Peer Review certificate in our case being V S Jakhotiya & Co
Subscriber to MOA	Initial Subscriber to MOA.
Stakeholders Relationship Committee	Stakeholder’s relationship committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and as disclosed in the Chapter titled “ <i>Our Management</i> ” on page no. 157 of this Red Herring Prospectus.
Subsidiaries	The Subsidiaries of our company, being Digvijay Shradha Infrastructure Private Limited, Achievers Ventures Private Limited, Solus Ventures LLP and Stargate Ventures LLP. For details, please refer to the Chapter titled “ <i>History and Certain Corporate Matters</i> ” on page 148 of this Red Herring Prospectus.

## ISSUE RELATED TERMS

Terms	Descriptions
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of having accepted the Application Form.
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this behalf.
Addendum	The Addendum dated February 17, 2025 to the Draft Red Herring Prospectus filed by our Company.
Allot/ Allotment of /Allotted Equity Shares	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to each successful Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee(s)	A successful Applicant (s) to whom the Equity Shares are being/have been issued/allotted.
Applicant/Investor	Any prospective investor who makes an application for Equity Shares of our company pursuant to the terms of the Red Herring Prospectus and the Application Form.
Application	An indication to make an offer during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations.
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.
Application Form	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus.



Application Supported by Blocked Amount/ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid by authorizing an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders using UPI, where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders using the UPI Mechanism.
ASBA Account	A bank account maintained with an SCSB and specified in the Bid cum Application Form which will be blocked by such SCSB to the extent of the appropriate Bid Amount in relation to a Bid by a Bidder (other than a Bid by an Anchor Investor) and includes a bank account maintained by a UPI Bidder linked to a UPI ID, which will be blocked upon acceptance of a UPI Mandate Request made by UPI Bidders using the UPI Mechanism.
ASBA Bidders	All Bidders except Anchor Investors.
“ASBA Bid”	A Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations.
ASBA Forms	An application form (with or without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Bidder, which will be considered as the application for Allotment in terms of the Red Herring Prospectus.
“Anchor Investor”	A Qualified Institutional Buyer, who applied under the Anchor Investor Portion with a minimum Bid of ₹200 lakhs in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus.
“Anchor Escrow Account(s)” or “Escrow Account(s)”	Account opened with Anchor Escrow Bank for the Issue and in whose favour the Anchor Investors will transfer money through direct credit or NEFT or RTGS in respect of the Bid Amount when submitting a Bid.
“Anchor Investor Allocation Price”	The price at which the Equity Shares will be allocated to the Anchor Investors in terms of the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus, which will be decided by our Company, in consultation with the BRLM, during the Anchor Investor Bid/ Issue Period.
“Anchor Investor Application Form”	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus.
“Anchor Investor Bid/Issue Period” or “Anchor Investor Bidding Date”	One Working Day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Managers will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed.
“Anchor Investor Issue Price”	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company, in consultation with the BRLM.

“Anchor Investor Portion”	Up to 60% of the QIB Portion, which may be allocated by our Company in consultation with the BRLM, to the Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
ASBA Application Location(s)/ Specified Cities	Such Branches of the SCSBs which shall collect the Application Forms used by the Applicants applying through the ASBA process and a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> or at such other website as may be prescribed by SEBI from time to time.
Banker to the Issue	Bank which are clearing members and registered with SEBI as banker to an issue and with whom the Public Issue Account will be opened, in this case being “ICICI Bank Limited”
Banker to the Issue Agreement	Agreement dated February 17, 2025 entered into amongst the Company, Book Running Lead Manager, the Registrar and the Banker of the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue, as described in the Chapter titled, “Issue Procedure” beginning on page no. 326 of this Red Herring Prospectus.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and paid by the Bidder and in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and paid by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case maybe, upon submission of the Bid in the Issue, as applicable.
Bid Lot	600 Equity Shares and in multiples of 600 Equity Shares thereafter.
Bid(s)	An indication by a ASBA Bidder to make an offer during the Bid/Offer Period pursuant to submission of the ASBA Form, or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to the submission of the Anchor Investor Application Form, to subscribe to or purchase Equity Shares at a price within the Price Band, including all revisions and modifications thereto, to the extent permissible under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term ‘Bidding’ shall be construed accordingly.
Bids/ Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be published in all editions of The Indian Express, an English national daily newspaper, all editions of Navbharat, a Hindi national daily newspaper and regional edition of Loksatta, a Marathi newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located, each with wide circulation. Our Company in consultation with the Book Running Lead Managers may, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/Issue Closing Date shall also be notified on the websites of the Book Running Lead Managers and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in the same in which the Bid/Issue Opening Date was published, as required under the SEBI ICDR Regulations.
Bid/ Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being March 21, 2025 which shall be published in all editions of The Indian Express, an English national daily newspaper, all editions of Navbharat, a Hindi national daily newspaper and regional edition of Loksatta, a Marathi newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located, each with wide circulation.

Bid/ Issue Period	Except in relation to Bid by Anchor Investors, the period between the Bid/Issue Opening Date and the Bid/Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and in terms of this Red Herring Prospectus, provided that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of three Working Days, subject to overall Bid/Issue Period not exceeding 10 Working Days.
Bidder or Applicant	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made.
Book Running Lead Managers or BRLMs	The Book Running Lead Manager to the Issue, being Kreo Capital Private Limited.
Broker Centers	Broker centers notified by the Stock Exchanges, where the ASBA Bidders can submit the Application Forms to a Registered Broker. The details of such broker centers, along with the names and contact details of the Registered Brokers, are available on the website of the NSE i.e., <a href="http://www.nseindia.com">www.nseindia.com</a> .
Business Day	Monday to Friday (except public holidays).
CAN or Confirmation of Allocation Note	A note or advice or intimation sent to Investors, who have been allotted the Equity Shares, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client identification number maintained with one of the Depositories in relation to the Bidder's beneficiary account
Cap Price	The higher end of the Price Band being ₹ 181 per share.
Collection Centers	Centers at which the Designated Intermediaries shall accept the ASBA Forms, being the Designated SCSB Branch for SCSBs, specified locations for syndicate, broker center for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Controlling Branches of SCSBs	Such branches of the SCSBs which coordinate Applications under this Issue made by the Applicants with the Book Running Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is provided on <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Collecting Registrar and Share Transfer Agent / CRTAs	Registrar to an Issue and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation, Bank Account details and UPI (If applicable).

Depository/Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time, being National Securities Depositories Limited (NSDL) and Central Depository Services Limited (CDSL).
Depository Participant/DP	A depository participant as defined under the Depositories Act, 1966.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e., <a href="http://www.nseindia.com">www.nseindia.com</a> .
Designated Date	The date on which amounts blocked by the SCSBs were transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Draft Red Herring Prospectus, Red Herring Prospectus and this Prospectus, following which the Board may Allot Equity Shares to successful Bidders in the Issue.
Designated Intermediaries	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a> .
Designated Stock Exchange	National Stock Exchange of India Limited, EMERGE Platform of NSE (“NSE EMERGE”).
Draft Red Herring Prospectus	The Draft Red Herring Prospectus dated December 11, 2024 issued in accordance with the SEBI ICDR Regulations, which did not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue.
Eligible NRI(s)	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Red Herring Prospectus and the Bid Cum Application Form constitutes an invitation to subscribe or purchase for the Equity Shares.
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants, and are deemed as FPIs.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Equity Shares	Equity Shares of our Company of face value 5/- each.
Escrow Account(s)	Account opened with the Escrow Collection Bank(s) and in whose favour the Investors will transfer money through direct credit/NEFT/RTGS/ NACH in respect of the Applicant Amount.
FII/Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/Sole Applicant/Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.

Floor Price	The lower end of the Price Band being ₹ 178 subject to any revision thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
Fresh Issue	43,00,200 Equity Shares
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document or GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, notified by SEBI, suitably modified and included in the chapter titled “Issue Procedure” on page 326 of this Red Herring Prospectus.
Issue/Public Issue/Initial Public Issue/IPO	Initial Public issue of up to 43,00,200 Equity Shares of face value of ₹5/- each of our Company for cash at an issue price of ₹ [●]- per Equity Share aggregating to ₹ [●] Lakhs by our Company.
Issue Agreement	The Issue Agreement dated September 11, 2024 between our Company and Book Running Lead Manager.
Issue Closing Date	The date on which Issue Closes for Subscription.
Issue Opening Date	The date on which Issue Opens for Subscription.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which prospective Investors may submit their application.
Issue Price	₹ [●] per Equity Share, being the final price within the Price Band, at which Equity Shares will be Allotted to ASBA Bidders in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price in terms of the Red Herring Prospectus. The Issue Price will be decided by our Company in consultation with the BRLM on the Pricing Date, in accordance with the Book Building.
Issue Proceeds	The proceeds of the Issue which shall be available to our Company. For further information about the use of the Issue Proceeds please refer to the heading “Requirement of Funds and Utilisation of Net Proceeds” on page no. 78 under chapter titled “Objects of the Issue” beginning on page no. 78 of this Red Herring Prospectus.
Issue Size	The Public Issue of up to 43,00,200 Equity shares of Rs. 5/- each at issue price of Rs. [●] per Equity share, including a premium of Rs. [●] per equity share aggregating to Rs. [●] Lakhs.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the National Stock Exchange of India Limited.
Market Maker	Market Maker appointed by our Company from time to time, in this case being “Badjate Stock & Shares Private Limited” who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.

Mandate Request	Mandate Request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
Market Making Agreement	The Market Making Agreement dated February 17, 2025 between our Company, Book Running Lead Manager and Market Maker.
Market Maker Reservation Portion	The reserved portion of 2,16,000 Equity Shares of face value of ₹5/- each fully paid-up for cash at a price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs for the Market Maker in this Issue.
Mutual Fund(s)	Mutual fund (s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulation, 1996, as amended from time to time.
Minimum Promoter's Contribution	Aggregate of 20% of the fully diluted post-Issue Equity Share capital of our Company held by our Promoters which shall be provided towards minimum promoter's contribution of 20% and locked in for a period of three years from the date of Allotment.
Mobile App(s)	The mobile applications listed on the website of SEBI at www.sebi.gov.in or such other website as may be updated from time to time, which may be used by RIIs to submit Applications using the UPI Mechanism
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of up to 40,84,200 Equity Shares of face value ₹ 5/- each fully paid up for cash at an Issue price of ₹ [●]/- per Equity Share (the "Issue Price"), aggregating up to ₹ [●] Lakhs Only.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For further details, please refer to the chapter titled " <i>Objects of the Issue</i> " on page 78.
NPCI	National Payments Corporation of India (NPCI), a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
Non-Institutional Investors or NIIs	All Applicants, including sub-accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or Retail Individual Investors and who have applied for Equity Shares for an amount of more than Rs. 2 lakhs (but not including NRIs other than Eligible NRIs).
Non-Resident or NR	A person resident outside India, as defined under FEMA and includes Eligible non-resident Indian, Eligible QFIs, FIIs registered with SEBI, FVCIs and FPIs.
Non-Resident Indian/NRI	A person resident outside India, who is a citizen of India, or a Person of Indian Origin as defined under FEMA Regulations, as amended.
NSE EMERGE/ Emerge Platform of NSE	The SME platform of NSE, approved by SEBI as an SME Exchange for listing of equity shares Issued under Chapter IX of the SEBI ICDR Regulations.
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60.00% by NRIs including overseas trusts, Overseas Corporate Body means and includes an entity defined in which not less than 60.00% clause (xi) of Regulation 2 of beneficial interest is irrevocably held by NRIs directly or indirectly and the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on October 3, 2003 and the date of the commencement of these Regulations and immediately prior to such date had taken benefits under the commencement was eligible to undertake transactions pursuant to the general permission granted to under the Regulations. OCBs under FEMA are not allowed to invest in this Issue.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust, or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Prospectus	The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto.

Public Issue Account	The Bank Account opened with the Banker(s) to the Issue under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Accounts on the Designated Date.
Price Band	Price Band of a minimum price (Floor Price) of ₹ 178 and the maximum price (Cap Price) of ₹ 181. The Price Band will be decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Bid / Issue Opening Date.
Pricing Date	The date on which our Company, in consultation with the BRLM, will finalise the Issue Price.
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
QIB Category/ QIB Portion	The portion of the Net Issue (including the Anchor Investor Portion) being not more than 10 % of the Net Issue, consisting of 4,08,600 Equity Shares aggregating to ₹ [●] lakhs which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLM), subject to valid Bids being received at or above the Issue Price or Anchor Investor Issue Price (for Anchor Investors).
Refund Account	Account to which Application monies are to be refunded to the Bidders.
Refund through electronic transfer of funds	Refunds through NECS, NEFT, direct credit, NACH or RTGS, as applicable.
Refund Bank / Refund Banker	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being "ICICI Bank Limited".
Registered Brokers	Stockbrokers registered with SEBI under the Securities and Exchange Board of India (Stockbrokers and Sub Brokers) Regulation 1992, and the stock exchanges having nationwide terminals, other than the Members of the Syndicate eligible to procure bids in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012 issued by SEBI.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Registrar/Registrar to this Issue/RTI	Registrar to the Issue in our case being Bigshare Services Private Limited.
Resident Indian	A person resident in India, as defined under FEMA
Registrar Agreement	The agreement dated September 11, 2024 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar pertaining to the Issue.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Retail Individual Investor(s) or RII(s)	Individual Applicants or minors applying through their natural guardians (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹2,00,000 in this Issue.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s), as applicable. QIB Applicant and Non-Institutional Applicant are not allowed to lower their Application Forms (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Bidders and Eligible Employees can revise their Application Forms during the Issue Period and withdraw their Application Forms until Issue Closing Date.
Retail Portion	The portion of the Issue being not less than 50.01 % of the Net Issue consisting of 20,42,400 Equity Shares which shall be available for allocation to Retail Individual Bidders (subject to valid Bids being received at or above the Issue Price), which shall not be less than the minimum Bid Lot subject to availability in the Retail Portion and remaining Equity Shares to be allotted on a proportionate basis.

Red Herring Prospectus / RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Issued and the size of the Issue, including any addenda or corrigenda thereto.
Self-Certified Syndicate Bank(s) or SCSB(s)	A Banks registered with SEBI, Issuing Services in relation to ASBA, a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a>
SME Exchange	“SME exchange” means a trading platform of a recognised stock exchange having nationwide trading terminals permitted by the SEBI to list the specified securities issued in accordance with Chapter IX of SEBI ICDR and includes a stock exchange granted recognition for this purpose but does not include the Main Board;
Specified Locations	Collection Centres where the SCSBs shall accept application forms, a list of which is available on the website of the SEBI ( <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> ) and updated from time to time.
Sponsor Bank	Sponsor Bank being “ICICI Bank Limited” means a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the RIIs using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars.
Stock Exchange	SME Platform of National Stock Exchange of India Limited
SEBI (ICDR) Regulations/ ICDR Regulation / Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 / Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2020 and as amended thereto, including instructions and clarifications issued by SEBI from time to time.
Transaction Registration Slip/TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the applicants, as proof of registration of the Application.
UPI	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI.
UPI Bidders	Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion, and (ii) Non- Institutional Bidders with an application size of up to ₹5,00,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹5,00,000 shall use UPI and shall provide their UPI ID in the application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the websites of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)



UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/OW/P/2021/2481/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570m dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular with circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism), SEBI master circular with circular no. SEBI/HO/CFD/PoD- 2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, and any subsequent circulars or notifications issued by SEBI in this regard, along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard and any other circulars issued by SEBI or any other governmental authority in relation thereto from time to time.
UPI ID	ID created on Unified Payment Interface (UPI) for single window mobile payment system developed by the National Payment Corporation of India (NPCI).
UPI Mandate Request	A request (intimating the UPI Investors by way of a notification on the UPI application and by way of a SMS directing the UPI Investors to such UPI mobile application) to the UPI Investors initiated by the Sponsor Bank to authorize blocking of funds on the UPI application equivalent to application Amount and subsequent debit of funds in case of Allotment. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹5,00,000 shall use UPI and shall provide their UPI ID in the Application Form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Mechanism	The Bidding mechanism that may be used by a UPI Bidder to make Bids in the Issue in accordance with UPI Circulars
UPI PIN	Password to authenticate UPI transaction.
Underwriters	The Underwriter in this case being Kreo Capital Private Limited
Underwriting Agreement	The Underwriting Agreement dated November 11, 2024 entered into between our Company and the Underwriters.
Working Days	Working Day shall mean all days, excluding all Saturdays, Sundays and public holidays, on which commercial banks in city as mentioned in this Red Herring Prospectus are open for business and in case of the time period between the Bid/Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, Working Day shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI.

## CONVENTIONAL AND GENERAL TERMS

Terms	Descriptions
AGM	Annual General Meeting
Arbitration Act	The Arbitration and Conciliation Act, 1996
ACIT	Assistant Commissioner of Income Tax.
AS or Accounting Standards	Accounting Standards as notified by Companies (Accounting Standards) Rules, 2016
AIF(s)	The alternative investment funds, as defined in, and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
Air Act, 1981	Air (Prevention and Control of Pollution) Act, 1981.
Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations.
Category I Foreign Portfolio Investor(s)	FPIs who are registered as “Category I foreign portfolio investor” under the SEBI FPI Regulations.
Category II Foreign Portfolio Investor(s)	FPIs who are registered as “Category II foreign portfolio investor” under the SEBI FPI Regulations.
Category III Foreign Portfolio Investor(s)	FPIs who are registered as “Category III foreign portfolio investor” under the SEBI FPI Regulations.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made there under.
Companies Act/Companies Act, 2013	The erstwhile Companies Act, 1956 read with the rules, regulations, clarifications and modifications thereunder.
Competition Act	The Competition Act, 2002.
Consolidated FDI Policy	Consolidated FDI Policy dated October 15, 2020, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
COPRA	The Consumer Protection Act, 1986
CST Act	Central Sales Tax Act, 1956.
EPF Act	The Employees’ Provident Funds and Miscellaneous Provisions Act, 1952
FCNR Account	Foreign currency non-resident account.
ESI Act	The Employees’ State Insurance Act, 1948
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there under.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations 2000.
FII(s)	Foreign Institutional Investors as defined under the SEBI FPI Regulations.
FCNR Account	Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA.
Financial Year/ Fiscal/ Fiscal Year/F.Y.	Period of twelve (12) months ended March 31 of that particular year, unless otherwise stated.
Foreign Portfolio Investor or FPI	Foreign Portfolio Investors, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.
Fugitive economic offender	“Fugitive economic offender” shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
FVCI	Foreign Venture Capital Investor, registered under the FVCI Regulations.
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
GIR Number	General Index Registry Number.
Hazardous Waste Rules, 2008	Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008.

Income Tax Act or the I.T. Act	The Income Tax Act, 1961.
Ind AS	The Indian Accounting Standards notified under Section 133 of the Companies Act and referred to in the Ind AS Rules
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015
Indian GAAP/ IGAAP	Accounting standards notified under Section 133 of the Companies Act, 2013 read with Companies (Accounting Standards) Rules 2006 and the Companies (Accounts) Rules, 2014 in so far as they apply to our Company,
IRDAI Investment Regulations	Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016
LLP Act	The Limited Liability Partnership Act, 2008.
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Notified Sections	The sections of the Companies Act, 2013, that have been notified by the Government as having come into effect prior to the date of this Red Herring Prospectus.
NRE Account	Non-resident external account.
NRO Account	Non-resident ordinary account.
RBI Act	Reserve Bank of India Act, 1934.
Regulation S	Regulation S under the U.S. Securities Act
SCRA	Securities Contracts (Regulation) Act, 1956.
SCRR	Securities Contracts (Regulation) Rules, 1957.
SEBI	The Securities and Exchange Board of India, constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992.
SBO Rules	Companies (Significant Beneficial Owners) Rules, 2018
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995.
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
SEBI Depository Regulations	Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended
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, as amended from time to time.
SEBI (LODR) Regulation SEBI Listing Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
SEBI Portfolio Manager Regulations	Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993, as amended
SEBI Stock Broker Regulations	Securities and Exchange Board of India (Stock Brokers and Sub-brokers) Regulations, 1992
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	The erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended
Securities Act	U.S. Securities Act of 1933, as amended.
State Government	The government of a state of the Union of India.
STT	Securities Transaction Tax.

Sub-account	Sub-accounts registered with SEBI under the SEBI FII Regulations other than sub-accounts which are foreign corporate or foreign individuals.
Stamp Act	The Indian Stamp Act, 1899
Trademarks Act	Trade Marks Act, 1999, as amended
VCFs	Venture Capital Funds as defined and registered with SEBI under the SEBI VCF Regulations.
Water Act, 1974	Water (Prevention and Control of Pollution) Act, 1974.
Year/ calendar year	Unless context otherwise required, shall mean the twelve-month period ending December 31

## TECHNICAL AND INDUSTRY RELATED TERMS

Terms	Descriptions
AAI	Airport Authority of India
BP	Building Permit
CC	Commencement Certificate
Capex	Capital Expenditure
CPI	Consumer Price Index
DIPP	Department of Industrial Policy and Promotion
DPIIT	Department for Promotion Industry and Internal Trade
DPR	Detailed Project Report
EPF	Employees' Provident Fund
ESI	Employee State Insurance
FCNR	Foreign Currency Non-Resident
FDI	Foreign Direct Investment
FY	Financial Year
GDP	Gross Domestic Product
GST	Goods and Service Tax
GVA	Gross Value Added
G-sec	Government Securities
MSMEs	Micro, Small and Medium Enterprises
MYEA	Mid-Year Economic Analysis
NH	National Highway
NITI Aayog	National Institution for transforming India
NMP	National Manufacturing Policy
OMR	Optical Marking Recognition
OSA	Out Sourcing Agent
PMA	Preferential Market Access
PM	Project Manager
PSUs	Public Sector Undertaking
RIMS	Records and Information Management Services
RBI	Reserve Bank of India
REIT	Real Estate Investment Trust
RCC	Reinforced Cement Concrete
RFQ	RFQ
RMC	Ready Mix Concrete
R&D	Research and Development
SED	Strategic Engineering Division
SEZ	Special Economic Zone
STP	Sewage Treatment Plant
TFA	Trade Facilitation Agreement
UPS	Uninterrupted Power Supply
VDP	Variable Data Printing
WPI	Wholesale Price Index
WEO	World Economic Outlook

## ABBREVIATIONS

Terms	Descriptions
₹ or ₹ or Rupees or INR	Indian Rupees.
AGM	Annual General Meeting.
AS/Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India.
A.Y.	Assessment year.
A/c	Account
ASBA	Applications Supported by Blocked Amount
BC	Before Christ.
BPLR	Bank Prime Lending Rate.
CARO	Companies (Auditor's Report) Order, 2016 & 2020, as amended
CDSL	Central Depository Services (India) Limited.
CEO	Chief Executive Officer.
CIN	Corporate Identification Number.
CLB	Company Law Board.
CrPC	Criminal Procedure Code, 1973, as amended.
CSR	Corporate Social Responsibility.
CCI	Competition Commission of India
Civil Code	The Code of Civil Procedure, 1908
DIN	Director Identification Number.
DP ID	Depository participant's identification.
DP	Depository Participant.
ED	Executive Director
ECS	Electronic Clearing System.
EBITDA	Earnings before Interest, Tax Depreciation and Amortization.
EGM	Extraordinary General Meeting of the Shareholders of the Company.
EPS	Earnings Per Share.
ESOS	Employee Stock Option Scheme.
ED	Executive Director
FDI	Foreign Direct Investment.
FIPB	Foreign Investment Promotion Board.
FOB	Free On Board
FY / Fiscal/ Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GAAR	General anti avoidance rules.
GBP	Great Britain Pound.
GIR	General index register.
GoI/Government	Government of India.
GST	Goods & Service Tax
GDP	Gross Domestic Product
HNI	High Net Worth Individual.
HUF	Hindu Undivided Family.
ICAI	Institute of Chartered Accountants of India.
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISO	International Organization for Standardization.
IT Act	The Income Tax Act, 1961, as amended.
IT Rules	The Income Tax Rules, 1962, as amended.
IBC	The Insolvency and Bankruptcy Code, 2016
IPO	Initial Public Offering
ISIN	International Securities Identification Number
IST	Indian Standard Time
Ind AS	Indian Accounting Standard
JV	Joint Venture.

Terms	Descriptions
KYC	Know Your Customer
MCA	Ministry of Corporate Affairs, Government of India.
MoU	Memorandum of Understanding.
MD	Managing Director
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
N.A.	Not Applicable.
NAV/Net Asset Value	Net asset value
NECS	National Electronic Clearing Services.
NEFT	National Electronic Fund Transfer.
NoC	No Objection Certificate.
No.	Number.
NR	Non-Resident.
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited
NTA	Net Tangible Assets.
NRE	Non-Resident External Accounts
NACH	National Automated Clearing House
NBFC	Non-banking financial company
p.a.	Per annum.
PAN	Permanent Account Number.
P&L	Profit and loss account
PAT	Profit After Tax.
PBT	Profit Before Tax.
PCB	Pollution Control Board.
P/E Ratio	Price per Earnings Ratio.
PFRDA	Pension Fund Regulatory and Development Authority
Pvt.	Private.
RBI	Reserve Bank of India.
RoC	Registrar of Companies.
ROE	Return on Equity
RONW	Return on Net Worth.
RTGS	Real Time Gross Settlement.
SCN	Show Cause Notice.
Sq. ft. / sq. ft.	Square feet
SCSB	Self-Certified Syndicate Bank.
SME	Small and Medium Enterprises
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TIN	Taxpayers Identification Number
TDS	Tax Deducted at Source
UIN	Unique Identification Number.
US	United States.
UPI	Unified Payments Interface
VAT	Value Added Tax.
w.e.f.	With effect from
WTD	Whole Time Director
YoY	Year on Year.

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

### CERTAIN CONVENTIONS

Unless otherwise specified or the context otherwise requires, all references to “India” in this Red Herring Prospectus are to the Republic of India and its territories and possession and all references herein to the ‘Government’, ‘Indian Government’, ‘GoI’, ‘Central Government’ or the ‘State Government’ are to the Government of India, central or state, as applicable.

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

In this Red Herring Prospectus, the terms “the Company”, “our Company”, “Issuer”, “Issuer Company” unless the context otherwise indicates or implies, refers to Active Infrastructures Limited (Formerly known as Active Infrastructures Private Limited).

In this Red Herring Prospectus, the terms “we”, “us”, “our”, unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries, Associates and Group Companies, if any.

In this Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lacs / Lakhs”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crores”.

### FINANCIAL DATA

Unless stated otherwise, the financial information in this Red Herring Prospectus are extracted from the Restated Consolidated Financial Statements of our Company as at half year ended on September 30, 2024, and financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022, prepared in accordance with Indian Accounting Standard, Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI (ICDR) Regulations and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by the ICAI, as amended from time to time and as stated in the report of our Peer Reviewed Auditor, set out in the section titled “*Restated Consolidated Financial Statements*” beginning on page no 189 of this Red Herring Prospectus. Our restated Consolidated financial statements are derived from our audited financial statements prepared in accordance with Indian Accounting Standard and the Companies Act, 2013 and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. Therefore, all references in this Red Herring Prospectus to a particular Financial Year, Fiscal Year or FY, unless stated otherwise, are to the 12 months period ending on 31st March of that year. In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points and all percentage figures have been rounded off to two decimal places.

There are significant differences between Indian GAAP, Ind AS, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of IFRS or any other accounting principles or standards. If we were to prepare our financial statements in accordance with such other accounting principles, our results of operations, financial condition and cash flows may be substantially different. Prospective investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated consolidated financial statements included in the Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, the Companies Act, 2013 and the SEBI ICDR Regulations 2018. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the Red Herring Prospectus should accordingly be limited.

Unless otherwise indicated, any percentage amounts, as set forth in this Red Herring Prospectus, including in the Sections titled “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page no. 29, 117 and 275 respectively, of this Red Herring Prospectus, and elsewhere in this Red Herring Prospectus have been calculated on the basis of the restated audited consolidated financial statements of our Company included in this Red Herring Prospectus.

### CURRENCY AND UNITS OF PRESENTATION

All references to “Rupees”, “Rs.”, “INR” or “₹” are to Indian Rupees, the official currency of the Republic of India. All references to “£” or “GBP” are to Great Britain Pound, the official currency of the United Kingdom. All references to “\$”, “US\$”, “USD”, “U.S. \$” or “U.S. Dollars” are to United States Dollars, the official currency of the United States of America

Our Company has presented certain numerical information in this Red Herring Prospectus in “Lakh” units. One lakh represents 1, 00,000. In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed therein are due to rounding-off.

All references to ‘million’ / ‘Million’ / ‘Mn’ refer to one million, which is equivalent to ‘ten lacs’ or ‘ten lakhs’, the word ‘Lacs / Lakhs

/ Lac’ means ‘one hundred thousand’ and ‘Crore’ means ‘ten million and ‘billion / bn./ Billions’ means ‘one hundred crores’

## **INDUSTRY AND MARKET DATA**

Unless stated otherwise, industry and market data used throughout this Red Herring Prospectus has been derived from Global Economic Prospects by World Bank and India Brand Equity Foundation (IBEF). 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, we believe that the industry and market data used in this Red Herring Prospectus is reliable, neither we nor the Book Running Lead Manager nor any of their respective affiliates or advisors have prepared or verified it independently. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements. Although the industry and market data used in this Red Herring Prospectus is reliable, industry sources and publications may base their information on estimates and assumptions that may prove to be incorrect. Further, industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. The extent to which the market and industry data used in this Red Herring Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in Risk Factor No. 34 titled *“We have not independently verified certain data in this Red Herring Prospectus”* on page no. 40 in the Section titled *“Risk Factors”* beginning on page no. 29 of this Red Herring Prospectus. Accordingly, investment decisions should not be based on such information.

In accordance with the SEBI (ICDR) Regulations, the section titled “Basis for Issue Price” on page 96 of the Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.



## FORWARD LOOKING STATEMENTS

This Red Herring Prospectus contains certain statements which are not statements of historical fact and may be described as “forward-looking statements”. These forward-looking statements include statements which can generally be identified by words or phrases such as “may”, “will”, “aim”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “potential” “believe”, “likely”, “will pursue” “will achieve” and similar expressions or variations of such expressions, that are or may be deemed to be forward looking statements. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements

All statements regarding the expected financial condition and results of operations, business, plans and prospects are forward- looking statements. These forward-looking statements include statements as to the business strategy, the revenue, profitability (including, without limitation, any financial or operating projections or forecasts), planned initiatives. These forward-looking statements and any other projections contained in this red herring prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. Important factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the Section titled “*Risk Factors*”; “*Industry Overview*”; “*Our Business*”; and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*”; beginning on page no. 29, 111, 117 and 275 respectively, of this Red Herring Prospectus.

The forward-looking statements contained in this red herring prospectus are based on the beliefs of our management, as well as the assumptions made by and information currently available to our management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward- looking statements. If any of these risks and uncertainties materializes, or if any of the underlying assumptions prove to be incorrect, the actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent written and oral forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

Certain important factors that could cause actual results to differ materially from our Company’s expectations include, but are not limited to, the following:

- Changes in laws and regulations relating to the Sectors/areas in which we operate;
- Emergence of alternate products which may be technologically advanced and our inability to keep pace with the change
- Political instability or changes in the Government in India or in the government of the states where we operate could cause us significant adverse effects;
- Our dependence on limited number of customers/suppliers/brands for a significant portion of our revenues;
- Any failure to comply with the financial and restrictive covenants under our financing arrangements;
- Our ability to retain and hire key employees or maintain good relations with our workforce;
- Impact of any reduction in sales of our products;
- Increased competition in industries/sector in which we operate;
- Our ability to expand our geographical area of operation;
- General economic and business conditions in India and in the markets in which we operate and in the local, regional and national economies;
- Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
- Occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition;
- Our inability to successfully diversify our product offerings may adversely affect our growth and negatively impact our profitability;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices.
- Recession in the real estate market
- Our ability to meet our capital expenditure requirements
- COVID-19 pandemic and similar circumstances

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 future gains or losses could materially differ from those that have been estimated. Our Company, our Directors, our Promoters, the Book Running Lead Manager, or their respective affiliates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Book Running Lead Manager will ensure that investors are informed of material developments until the time of the grant of final listing and trading permissions with respect to Equity Shares being issued in this Issue, by the Stock Exchanges. Our Company will ensure that investors are informed of material developments in relation to statements about our Company in this red herring prospectus until the Equity Shares are allotted to the investors.

## SECTION II – SUMMARY OF RED HERRING PROSPECTUS

The following is a general summary of the terms of the Issue included in this Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Red Herring Prospectus when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Red Herring Prospectus, including the sections titled “Risk Factors”, “The Issue”, “Capital Structure”, “Objects of the Issue”, “Industry Overview”, “Our Business”, “Our Promoter and Promoter Group”, “Restated Consolidated Financial Statements”, “Outstanding Litigation and Other Material Developments” and “Issue Procedure” on pages 29, 46, 65, 78, 111, 117, 173, 189, 289, and 326, respectively of this Red Herring Prospectus.

### PRIMARY BUSINESS OF THE COMPANY

Our Company operates primarily in two key segments: Infrastructure and Construction of Commercial Projects. Within the Infrastructure segment, our focus encompasses the construction of roads (including bridges), flyovers, water supply systems, irrigation projects, and other related infrastructure activities and in our Construction of Commercial Projects Segment, we build various spaces such as, office complexes, retail centers, exhibition halls, retail outlets, private educational institutions, and other facilities. We operate on a pan-India scale, with our completed, ongoing and upcoming projects being in the state of Maharashtra, Madhya Pradesh, Uttar Pradesh and Tripura.

For more details, please refer chapter titled “Our Business” on page 117 of this Red Herring Prospectus.

### INDUSTRY IN WHICH OUR COMPANY IS OPERATING

#### INFRASTRUCTURE SECTOR IN INDIA

India’s high growth imperative in 2023 and beyond will significantly be driven by major strides in key sectors with infrastructure development being a critical force aiding the progress.

Infrastructure is a key enabler in helping India become a US \$26 trillion economy. Investments in building and upgrading physical infrastructure, especially in synergy with the ease of doing business initiatives, remain pivotal to increase efficiency and costs. Prime Minister Mr. Narendra Modi also recently reiterated that infrastructure is a crucial pillar to ensure good governance across sectors. The US\$ 1.3 trillion national master plan for infrastructure, Gati Shakti, to bring about systemic and effective reforms in the sector.

(Source: <https://www.ibef.org/industry/infrastructure-sector-india>)

For further details, please refer chapter titled “Industry Overview” beginning on page no. 111 of this Red Herring Prospectus.

### NAME OF PROMOTERS

As on the date of this Red Herring Prospectus, promoters of our Company are Mr. Sunil Gyanchand Raisoni, Mr. Shreyas Sunil Raisoni, Shradha Infraprojects Limited and Riaan Diagnostic Private Limited. For detailed information on our Promoters and Promoter’s Group, please refer to Chapter titled “Our Promoters and Promoter’s Group” on page no. 173 of this Red Herring Prospectus.

### SIZE OF THE ISSUE

Our Company is proposing the public issue of up to 43,00,200 equity shares of face value of ₹ 5/- each of Active Infrastructures Limited for cash at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share (the “issue price”) aggregating to ₹ [●] lakhs (“the issue”), of which 2,16,000 equity shares of face value of ₹ 5/- each for cash at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share aggregating to ₹ [●] lakhs will be reserved for subscription by market maker to the issue (the “market maker reservation portion”). The issue less the market maker reservation portion i.e. Net issue of 40,84,200 equity shares of face value of ₹ 5/- each at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share aggregating to ₹ [●] lakhs is herein after referred to as the “net issue”. The issue and the net issue will constitute 28.64 % and 27.57 %, respectively, of the post issue paid up equity share capital of our company. The face value of the equity shares is ₹ 5/- each. The price band has been decided by our Company in consultation with the Book Running Lead Manager (“BRLM”) and also will be advertised in all editions of the English national newspaper, all editions of the Hindi national newspaper and regional language newspaper, each with wide circulation, at least 2 (two) working days prior to the bid/ issue opening date with the relevant financial ratios calculated at the floor price and the cap price and shall be made available to the Emerge platform of National Stock Exchange of India Limited (“NSE Emerge”, referred to as the “Stock Exchange”) for the purpose of uploading on their website. For further details, kindly refer to chapter titled “Terms of the issue” beginning on page 314 of this Red Herring Prospectus.

## OBJECTS OF THE ISSUE

Particulars	Amount (₹ in) Lakhs
Gross Proceeds of the Fresh Issue*	[●]
Less: Issue related Expenses in relation to Fresh Issue	[●]
Net Proceeds of the Fresh Issue <sup>(1)</sup>	[●]

\*To be updated in the Prospectus prior to filing with RoC

<sup>(1)</sup> The Issue related expenses are estimated expenses and subject to change.

## REQUIREMENT OF FUNDS AND UTILISATION OF NET PROCEEDS

The Net Proceeds of the Issue are proposed to be utilised in the manner set out in the following table:

Sr. No	Particulars	Amount (₹ in) Lakhs	% of Gross Issue Proceeds
1.	Funding Working Capital Requirements of our Company	3,898.04	[●]
2.	Repayment/ Prepayment of Certain Borrowings availed by our Company and Margin Money for obtaining Bank Guarantee	1,672.34	[●]
3.	Capital Expenditure towards Purchase of Construction Equipments	704.80	[●]
4.	General Corporate Purpose#	[●]	[●]
<b>Total</b>		[●]	[●]

# The amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the Fresh Issue.

For detailed information on the “Objects of the issue”, please refer the chapter “Objects of the Issue” beginning on page no. 78 of this Red Herring Prospectus

## MEANS OF FINANCE

We intend to finance our Objects of the Issue through Net Issue Proceeds which are as follows:

Sr. No	Particulars	Amount (₹ in) Lakhs
1.	Funding Working Capital Requirements of our Company	3,898.04
2.	Repayment/ Prepayment of Certain Borrowings availed by our Company and of Margin Money for Obtaining Bank Guarantee	1,672.34
3.	Capital Expenditure towards Purchase of Construction Equipments	704.80
4.	General Corporate Purpose#	[●]
<b>Total</b>		[●]

# The amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the Fresh Issue.

For detailed information on the “Objects of the issue”, please refer the chapter “Objects of the Issue” beginning on page no. 78 of this Red Herring Prospectus

## SHAREHOLDING

The shareholding pattern of our Promoter and Promoter Group before and after the Issue is set forth below:

Sr. No.	Category of Promoter	Pre-Issue		Post-Issue*	
		No. of Shares	% of Pre- Issue Capital	No. of Shares	% of Post- Issue Capital
<b>A.</b>	<b>Promoter</b>				
	Shradha Infraprojects Ltd.	1,07,14,804	99.99	1,07,14,804	71.36
	<b>Total</b>	<b>1,07,14,804</b>	<b>99.99</b>	<b>1,07,14,804</b>	<b>71.36</b>
<b>B.</b>	<b>Promoter Group</b>				
	Not Applicable	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

\*Assuming none of the promoters is subscribing to the issue

For further details, please refer chapter titled “Capital Structure” at page 65 of this Red Herring Prospectus.

## SUMMARY OF RESTATED CONSOLIDATED FINANCIAL STATEMENTS

(₹ In Lakhs)

Sr. No	Particulars	For the Half year ended on September 30, 2024	For the year ended		
			March 31, 2024	March 31, 2023	March 31, 2022
1.	Equity Share Capital	535.74	535.74	66.97	66.97
2.	Net worth	3251.46	2,883.78	1,845.27	1,104.00
3.	Revenue from operations	3,367.12	9,718.33	8,939.83	110.08
4.	Profit After Tax	555.19	1,044.55	986.99	8.75
5.	*Earnings Per Share – Basic & Diluted (Post Bonus)	4.35	8.48	9.12	0.08
6.	Net asset value (NAV) per Equity Shares (Post Bonus)	30.35	26.91	17.22	10.3
7.	Total Borrowings	5609.13	6,475.88	6,930.06	10,918.97

\*The Earnings per equity share for the half year ended September 30, 2024 not annualized. Accounting and other ratios are derived from the Restated Consolidated Financial Statement.

For further details, refer chapter titled “Restated Consolidated Financial Statements” on page 189 of this Red Herring Prospectus.

## AUDITORS’ QUALIFICATIONS

There is no Auditor qualification which have not been given effect to in the Restated Consolidated Financial Statements.

For further details, refer chapter titled “Restated Consolidated Financial Statements” on page 189 of this Red Herring Prospectus.

## SUMMARY OF OUTSTANDING LITIGATIONS

A summary of outstanding litigation proceedings involving our Company, Promoter, Directors, Subsidiaries, and Group Companies are mentioned below:

(₹ in lakh)

Name of Entity	Number of Criminal Proceedings	Number of Tax proceedings	Number of Action taken by Statutory or Regulatory authorities	Disciplinary actions by the SEBI or stock Exchanges against our promoter	Number of Material civil litigations	Aggregate amount involved
<b>Company</b>						
By our Company	Nil	Nil	Nil	Nil	Nil	Nil
Against our Company	Nil	6	Nil	Nil	Nil	0.41
<b>Directors</b>						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against our Directors	Nil	Nil	Nil	Nil	Nil	Nil
<b>Promoters</b>						
By our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoters	Nil	7	Nil	Nil	1	82.34
<b>Subsidiaries</b>						
By our Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
Against our Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
<b>Group Companies</b>						
By our Group Companies	Nil	Nil	Nil	Nil	Nil	Nil
Against our Group Companies	Nil	Nil	Nil	Nil	Nil	Nil

For further details, refer the chapter titled “Outstanding Litigation and Other Material Developments” on page 289 of this Red Herring Prospectus.

## RISK FACTORS

An investment in equity involves a high degree of risk. Investors should carefully consider all the information in this Offer Document, including the risks and uncertainties, before making an investment in our equity shares. Any of the following risks as well as other risks and uncertainties discussed in this Offer Document could have a material adverse effect on our business, financial condition and results of operations and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or part of your investment. In addition, the risks set out in this Offer Document may not be exhaustive and additional risks and uncertainties, not presently known to us, or which we currently deem immaterial, may arise or become material in the future. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein. Specific attention of the investors is invited to the section titled “Risk Factors” beginning on page no. 29 of this Red Herring Prospectus.

## CONTINGENT LIABILITIES

There are no Contingent Liabilities of the Company for the half year ended September 30, 2024, and for the financial year ended on March 31, 2024, 2023 and 2022.

## RELATED PARTY TRANSACTIONS

A summary of the related party transactions entered into by us for the half year ended September 30, 2024 and for the Financial Years ended on March 31, 2024, 2023 and 2022 is detailed below:

Sr. No.	Name of Related Party	Relationship
1.	Shradha Infraprojects Limited	Holding Company
2.	Mrugnayani Infrastructures Private Limited	Subsidiary of holding company
3.	Suntech Infraestate Nagpur Private Limited	Group Company
4.	Digvijay Shraddha Infrastructure Private Limited	Subsidiary Company (From Apr 22-23)
5.	Achievers Ventures Private Limited	Wholly Owned Subsidiary Company (From Apr22-23)
6.	Mr. Shreyas Raisoni	Director
7.	Mr. Nitesh Sanklecha	Managing Director
8.	Mr. Pravin Pohankar	Director
9.	Mr. Chandrakant Waman Waikar	Director
10.	Ms. Asha Sampath	Independent Director
11.	Mr. Akshay Bharat Thakkar	Independent Director
12.	Mr. Gaurav Balkrishna Sharma	Independent Director
13.	Mr. Sunil Raisoni	Relative of Director
14.	Stargate Ventures LLP	Subsidiary
15.	Solus Ventures LLP	Subsidiary
16.	Devansh Dealtrade LLP	Associate
17.	Godhuli Vintrade LLP	Associate
18.	Mrs. Shradha Surana	Relative of Director
19.	Mrs. Shruti Dhadha	Relative of Director
20.	Jain Engineering Works India Pvt Ltd.	Entity where KMP's have Significant Influence

Summary of transactions entered with related parties for the half year ended September 30, 2024 and for the Financial Years ended on March 31, 2024, 2023 and 2022 is detailed below:

(₹ in Lakhs)

Transactions during the year	Name of the party	For the period / year ended on			
		September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Loan Taken	Shradha Infraprojects Limited	38.5	-	-	-
Sale of RMC	Shradha Infraprojects Limited	0.06	1.74	10.88	38.26
	Suntech Infraestate Nagpur Private Limited	0.39	169.71	112.40	69.79
Dividend Paid	Shradha Infraprojects Limited	168.76	0.00	251.13	-
Interest on Loan	Digvijay Shradha Infrastructure Private Limited	7.48	11.69	1.33	-

Purchase of Shares	Mr. Sunil Raisonni	0.00	6.37	-	-
Fixed Capital	Stargate Ventures LLP	0.34	0.34	-	-
	Solus Ventures LLP	0.34	0.34	-	-
Current Capital	Stargate Ventures LLP	129.5	129.5	-	-
	Solus Ventures LLP	2.51	(0.42)	-	-
Remuneration	Nitesh Sanklecha (Managing Director)	2.18	-	-	-
Loan taken	Mr. Sunil Raisonni	-	-	0.00	289.20
	Mrs. Shruti Daddha	21.25	54.00	-	0.00
	Mrs. Shobha Raisonni	-	-	-	0.00
	Mrs. Shradha Surana	36.50	26.00	-	0.00
Interest Expenses on Loan taken	Mr. Sunil Raisonni	-	-	0.00	5.27
	Mrs. Shruti Daddha	-	0.03	-	0.00
	Mrs. Shobha Raisonni	-	-	-	0.00
	Mrs. Shradha Surana	-	0.07	-	0.00
Loan repayment	Mr. Sunil Raisonni	-	-	0.00	299.94
	Mrs. Shruti Daddha	15	-	-	0.00
	Mrs. Shobha Raisonni	-	-	-	0.00
	Mrs. Shradha Surana	62.00	-	-	0.00
	Shradha Infraprojects Limited	38.50	-	-	-
Sale of Materials from Subsidiary	Jain Engineering Works Pvt Ltd	32.81	-	-	-
Sale of materials		188.61	-	-	-

Summary of outstanding balances of related parties for the half year ended September 30, 2024 and for the Financial Years ended on March 31, 2024, 2023 and 2022 is detailed below

(₹ in Lakhs)

Balance Outstanding	Name of the party	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Loan	Shradha Infraprojects Limited	0.00	0.00	-	-
Debtor	Shradha Infraprojects Limited	0.00	0.00	3.33	-
	Suntech Infraestate Nagpur Private Limited	0.00	10.84	34.97	-
Fixed Capital	Stargate Ventures LLP	0.34	0.34	-	-
	Solus Ventures LLP	0.34	0.34	-	-
Current Capital	Stargate Ventures LLP	129.47	129.49	-	-
	Solus Ventures LLP	2.51	(0.42)	-	-
Loan Outstanding	Shradha Surana	28.56	54.06	-	-
	Shruti Dhadda	32.28	26.03	-	-
Debtors bal in Subsidiary Debtor Balance in Company	Jain Engineering Works Pvt Ltd	33.33	-	-	-
		185.61	-	-	-

For details, please refer to Section titled “*Restated Consolidated Financial Statements*” beginning on page 189 of this Red Herring Prospectus.



## FINANCING ARRANGEMENT

There have been no financing arrangements whereby our Promoters, members of the Promoter Group or our Directors and their relatives (as defined in the Companies Act, 2013) have financed the purchase by any other person of securities of our Company (other than in the normal course of business of the financing entity) during the period of six months immediately preceding the date of this Red Herring Prospectus.

## WEIGHTED AVERAGE PRICE AT WHICH THE SPECIFIED SECURITIES WERE ACQUIRED BY OUR PROMOTERS IN THE LAST ONE YEAR.

There were no Equity Shares acquired by our Promoters in the one year preceding the date of this Red Herring Prospectus

## AVERAGE COST OF ACQUISITION\*

The average cost of acquisition per Equity Share by our Promoters are set forth in the table below:

Sr. No.	Name of the Promoter	No. of Shares held during the last one year	Average price (in ₹ per equity share)
1.	Shradha Infraprojects Ltd.	1,07,14,804	4.70

*\*This has been certified by V S Jakhotiya & Co., Chartered Accountants, by way of their certificate dated December 09, 2024.*

## PRE-IPO PLACEMENT

Our Company has not allotted any shares under pre-IPO Placement.

## ISSUE OF SHARES FOR CONSIDERATION OTHER THAN CASH THE LAST ONE YEAR

Our Company has not issued shares for consideration other than cash during last one year except for issue of Bonus shares allotted on November 25, 2023. For further details, please refer the chapter titled “*Capital Structure*” on page 65 of this Red Herring Prospectus.

## SPLIT / CONSOLIDATION

Our Company has undertaken consolidation of the Equity Shares in the last one year preceding the date of this Red Herring Prospectus on October 09, 2023 by consolidating the existing five (5) equity shares of our Company having face value of ₹ 1 each in the Authorized Equity Share Capital of our Company into one (1) Equity Shares having a face value of ₹ 5 each.

## EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS

As on the date of this Red Herring Prospectus, our Company has not made any application under Regulation 300 (2) of the SEBI ICDR Regulations 2018 for seeking exemption from complying with any provisions of securities laws.

### SECTION III - RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a better understanding, you should read this section together with "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 117 and 275, respectively, as well as the other financial and statistical information contained in this Red Herring Prospectus. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial condition and prospects.*

*If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our cash flows, business, financial condition and results of operations could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risks where the impact is not quantifiable and hence the same has not been disclosed in such risk factors. 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 of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. Before making an investment decision, investors must rely on their own examination of the Issue and us.*

*This Red Herring Prospectus 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 Red Herring Prospectus. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the merits and the risks involved. You should not invest in this Issue unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.*

*In this Red Herring Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in "Risk Factors" on page 29 and "Management Discussion and Analysis of Financial Condition and Results of Operations" on page 275 respectively of this Red Herring Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the "Financial Information" prepared in accordance with the Indian Accounting Standards.*

#### **Materiality**

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

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

#### **INTERNAL RISK FACTORS**

1. ***Our entire revenue stream is derived from activities from the states of Maharashtra, Uttar Pradesh and Madhya Pradesh. Any adverse development affecting our operations in these regions could have an adverse impact on our business, financial condition and results of operations.***

Such geographical concentration of our business in these states heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in these regions which may adversely affect our business prospects, financial conditions and results of operations. We may not be able to leverage our experience in these regions to expand our operations in other parts of India.

Our sales geographical wise in the states of Maharashtra, Uttar Pradesh and Madhya Pradesh for the half year ended September 30, 2024 and for the Financial Years ended on March 31, 2024, 2023 and 2022 is mentioned under the heading titled "Our

Geographical Wise Revenue/Sales” on page no. 133 in the Business Overview Chapter on page no. 117 of this Red Herring Prospectus.

The concentration of our business in Maharashtra, Uttar Pradesh and Madhya Pradesh subjects us to various risks, including but not limited to:

- regional slowdown in construction activities in the states of Maharashtra, Uttar Pradesh and Madhya Pradesh;
- vulnerability to change of policies, laws and regulations or the political and economic environment of the states of Maharashtra, Uttar Pradesh and Madhya Pradesh;
- constraint on our ability to diversify across other states.

Our experience in Maharashtra, Uttar Pradesh and Madhya Pradesh may not necessarily be transferable to these new states. Additionally, as we venture into unfamiliar markets and regions, we are likely to encounter competition not only from national entities but also from local players with established presence, extensive knowledge of local regulations, business norms, and customs, as well as stronger relationships with local contractors, suppliers, relevant government authorities. These competitors may also possess existing market foothold or enjoy a more robust financial standing, granting them a competitive edge. The inability to successfully expand beyond the markets of Maharashtra, Uttar Pradesh and Madhya Pradesh, could have adverse effects on our business prospects, financial health, and operational outcomes.

**2. *Our business significantly depends on projects awarded by government or government-owned customers, which subjects us to a variety of risks.***

Our business significantly depends on projects awarded by government and government-owned customers, including central or state governments, governmental organizations and public sector undertakings.

We cannot assure you that government policies (especially those of the Government of India) will continue to place emphasis on infrastructure. In the event of any adverse change in budgetary allocations for infrastructure development or a downturn in available work in the infrastructure sector resulting from any change in government policies or priorities, including on account of changes in government pursuant to elections, our business, prospects, financial condition and results of operations may be adversely affected. Contracts with government and government-owned customers may be subject to extensive internal processes, policy changes, government or external budgetary allocation, insufficiency of funds and political pressure, which may lead to a lower number of contracts available for bidding, an increase in the time gap between invitation for bids and award of the contract, a renegotiation of the terms of these contracts after they are awarded, or delays in payments against our invoices. Further, in relation to such contracts, we may be subject to additional regulatory scrutiny associated with commercial transactions with governments and government owned or controlled entities and agencies. Contracts with governments and government owned customers are typically based on the contract form finalized by the government or government-owned customer. As a result, our ability to negotiate the terms of these contracts is limited, and such terms tend to favour the government and government-owned customers. Such contractual terms may present risks to our business.

If a government or government-owned customer terminates its agreement with us, we are typically entitled to compensation, unless the agreement is terminated pursuant to a material breach of contract by us.

Further, government and government-owned customers typically have the right to change the scope of work to include additional work which was not contemplated at the time of execution of the contract. Although we may be entitled to additional fees for such increased scope of work (subject to a fixed cap), we may be required to mobilize additional resources, which may not be readily available on reasonable terms or within the stipulated project timelines.

**3. *If we fail to qualify for, or win new contracts from project owners, our business, financial condition, results of operations, prospects and cash flows could be adversely affected.***

We enter into contracts primarily through a competitive bidding process, and our business depends on our ability to bid for and be awarded contracts for projects by project owners. Typically, project owners advertise potential projects in newspapers or on their websites by publishing pre-qualification notices. If a project is of interest to us, we evaluate our credentials considering the eligibility criteria specified for the project. We endeavour to qualify on our own for projects that are of interest. In the event that we do not qualify due to eligibility requirements, we may seek to form project-specific joint ventures with other relevant experienced and qualified contractors. Once we pre-qualify for a bid, tender documents are sent to pre-qualified bidders (including our Company) by the project owner. We then submit a financial bid, along with any technical bid details required, to the project owner.

We cannot assure you that we will be able to meet the pre-qualification criteria prescribed by project owners. Further, in the event that we do not meet the eligibility criteria by ourselves, we cannot assure you that we will be able to find a suitable joint venture counterparty on acceptable terms or at all. Finally, even if we pre-qualify for a project, we cannot assure you that our bid, when submitted, will be successful.

Further, certain project owners from the private sector may only invite a select group of contractors to participate in the bidding process. In such instances, we cannot assure you that we will be invited to bid for such projects or that our bid in a non-competitive bidding process will be successful.

We spend considerable time and resources in the preparation and submission of bids, and if we are unsuccessful, we will not be able to recover the costs incurred by us. In addition, tender processes are regularly subject to changes in eligibility criteria, unexpected delays and other uncertainties, depending upon the nature of the project and its location or that of the project owner.

This type of occurrence is common in the industry in which we operate and has affected us in the past. However, as we complete more projects, this risk is expected to diminish. Additionally, the financial impact of such instances is limited, as we carefully bid on projects based on our pre-qualification criteria.

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

We cannot guarantee that we will always complete the construction or development of our projects according to the required specifications or that our projects will be entirely free of defects. If the work is found to be unsatisfactory, it may need to be redone according to the designs or instructions of the project in charge, leading to additional costs. If defects or faults are discovered in our work, or if damages occur due to factors beyond our control, or for other reasons, we may face significant contractual liabilities and losses under our project contracts, which could negatively impact our financial performance and operating results.

This could result in negative publicity and litigations all of which could adversely affect our business, financial condition, and operating results. However, as of the date of this Red Herring Prospectus (RHP), no defects have been identified in our completed projects.

For further details of our business, please refer to chapter titled “Our Business” beginning on page 117 of this Red Herring Prospectus.

**5. *If any of our projects are terminated prematurely, we may not receive payments due to us, which could adversely affect our business, financial condition and results of operation.***

Our agreements with project owners can be terminated prematurely by project owners for several reasons, including:

- a) failure to provide, extend or replenish performance security required under agreements;
- b) failure to cure a default within the stipulated cure period;
- c) failure to achieve project milestones to complete a project within the prescribed timelines;
- d) any assignment of rights, obligations, or assets by our Company or the relevant subsidiary or joint venture;
- e) occurrence of a force majeure event, such as an act of God, act of war, expropriation or compulsory acquisition of any project assets by the government, industrial strikes and public agitation;
- f) bankruptcy, insolvency, initiation of liquidation, dissolution, winding up or amalgamation of our Company or the relevant subsidiary or joint venture;
- g) failure to comply with any other material term of the relevant agreement;
- h) failure to perform work in accordance with the terms of the agreement or stoppage of work, resulting in a breach of our agreements.
- i) reduction in scope of work of the tender

If any of the foregoing occur, project owners may terminate our agreements with them, which will adversely affect our business, financial condition, cash flows and results of operations. If our agreements are terminated for reasons attributable to the project owner, we are typically entitled to receive a termination payment in accordance with the terms of the agreement. However, we cannot assure you that project owners will actually make such payments or that such payments will be adequate to recover our costs. As on the date of this RHP none of our past projects have been terminated prematurely.

**6. *We are required to furnish bank guarantees as part of our business. Our inability to arrange for such guarantees or the invocation of such guarantees may adversely affect our cash flows and financial condition.***

As part of our business, we are required to provide financial and performance bank guarantees in favour of our customers and the collateral to secure financial bank guarantee is typically ranging from 10% to 30 %. These guarantees are typically required to be furnished within a few days of the signing of a contract and remain valid for period of certain days after the defect liability period prescribed in the contract.

If we are unable to provide sufficient collateral to secure financial bank guarantees, or performance bank guarantees, our ability to enter into new contracts or obtain adequate supplies could be limited and could adversely affect our business, results of operations and financial condition. However, we confirm that there are no past instances in which we are unable to provide

sufficient collateral to secure financial bank guarantees etc.

**7. *Our actual cost incurred in completing a project may vary from the assumptions underlying our bid. We may be unable to recover all or some of the additional expenses incurred, which could affect our financial condition, results of operation and cash flows.***

Under our contracts with our customers, we are typically entitled to receive an agreed amount, subject to variations in our scope of work. This amount is based on certain estimates underlying our bid including cost of construction materials, fuel, labour, or other inputs, and construction conditions.

However, our actual expenses in executing a project may vary based on a change in any such assumptions. The cost of construction materials, fuel, labour and equipment maintenance constitutes a significant part of our operating expenses. We are vulnerable to the risk of rising and fluctuating fuel, labour, steel and cement prices, which are determined by demand and supply conditions in the global and Indian markets as well as government policies. Any unexpected price fluctuations after placement of orders, shortage, delay in delivery, quality defects, or any factors beyond our control may result in an interruption in the supply of such materials and adversely affect our business, financial performance, results of operations, and cash flows.

We cannot assure you that we will not experience any cost overruns in the future. Further, the assumptions underlying our bid are typically based on a pre-bid inspection / study that we conduct, comprising:

- a) undertaking a site visit along with engineers to study the project site;
- b) preparing a construction program and equipment list;
- c) preparation of an estimated bills of quantities, covering all the items required in the work (including subcontracting costs).

Our pre-bidding studies are usually conducted in a short span of time, as part of our preparation and research for a potential bid by us. Therefore, such studies are typically not exhaustive, because of which, in various instances, there could be deviations from our estimates. Further, we may also need to seek additional financing to meet any consequent cost overruns, which may not be available on attractive terms. Any significant deviations from the estimates could adversely affect our business, financial condition and results of operations.

**8. *Our Company has entered into a joint venture agreement with another party for execution of a project. Any non-compliance with the terms of this joint venture agreement may result in adverse action against the Jointly Controlled Operation and the Company by the governmental authorities / concessioning authority.***

Our Company has executed a joint venture agreement with another party for the purpose of bidding and execution of a project, whereby certain unincorporated vehicles are formed, having an independent legal status in such jurisdiction from a tax perspective, for eg, association of persons, body of individuals, etc. It is regarded by us as being business joint venture, and, given the constitution of such vehicles, not incorporated companies. Such arrangements (also called “jointly controlled operation”) are considered as an extension of our business. A jointly controlled operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets and obligations for the liabilities, relating to the arrangements, and the parties agree contractually on the sharing of control of such an arrangement. As a result, no capital contribution has been made for execution of the projects and the obligations of the respective works are accounted for individually by the members of the joint venture.

The joint venture agreement of our Company provides for the terms and conditions of such Jointly Controlled Operation and the participation of the parties. Under the terms of the tender documents and the arrangements with the project owner, the parties are typically mutually responsible for the obligations of the other party to the project owner. We cannot assure you that such increase in our Company’s participation in the Jointly Controlled Operation will not be considered as breach of the tender documents and that no adverse action will be taken by the governmental authorities / concessioning authority against the Jointly Controlled Operation / Company.

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

Our Company has entered into certain related party transactions in the past. For information regarding the related party transactions, see *Note 39 (6)* beginning on page no. 259 of the section titled “*Restated Consolidated Financial Information*” on page 189 of this Red Herring Prospectus. While all such transactions are conducted on arm’s length basis and related party transactions entered in to by the Company are in compliance with the Companies Act 2013 and other applicable laws. However, there can be no assurance that the Company could not have achieved more favourable terms if such transactions had not been entered into with related parties. In order to have sustained availability of quality services, ease of customer reach and in the best interest of the Company & its members/shareholders, the Company in future may propose to enter into material related party transactions with the related party/ies of the Company from time to time. All related party transactions that we may enter into post-listing, will be subject to an approval by our Audit Committee, Board, or Shareholders, as required under the Companies Act and/or the SEBI Listing. In future the directors & Key managerial personnel of the Company along with their respective

relative may be interested financially or otherwise in such related party transaction or any other future transaction which may be entered with such related parties.

Total Revenue for the half year ended September 30, 2024 and for the Financial Years ended on March 31, 2024, 2023 and 2022 is detailed below:

(₹ in Lakhs)

	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>Total Revenue</b>	3,389.85	9,743.06	8,958.72	110.54

Summary of transactions entered with related parties along with percentages for the half year ended September 30, 2024 and for the Financial Years ended on March 31, 2024, 2023 and 2022 is detailed below:

(₹ in Lakhs)

Transactions during the year	Name of the party	For the period / year ended on							
		September 30, 2024	% of Revenue	March 31, 2024	% of Revenue	March 31, 2023	% of Revenue	March 31, 2022	% of Revenue
Loan Taken	Shradha Infraprojects Limited	38.5	1.13%	-	-	-	-	-	-
Sale of RMC	Shradha Infraprojects Limited	0.06	0.00%	1.74	0.01%	10.88	0.12%	38.26	34.61%
	Suntech Infraestate Nagpur Private Limited	0.39	0.01%	169.71	1.74%	112.40	1.25%	69.79	63.13%
Dividend Paid	Shradha Infraprojects Limited	168.76	4.97%	0.00	0.00%	251.13	2.80%	-	-

Interest on Loan	Digvijay Shradha Infrastructure Private Limited	7.48	0.22%	11.69	0.11%	1.33	0.01%	-	-
Purchase of Shares	Mr. Sunil Raison	0.00	0.00%	6.37	0.06%	-	-	-	-
Fixed Capital	Stargate Ventures LLP	0.34	0.01%	0.34	0.00%	-	-	-	-
	Solus Ventures LLP	0.34	0.01%	0.34	0.00%	-	-	-	-
Current Capital	Stargate Ventures LLP	129.5	3.82%	129.5	1.32%	-	-	-	-
	Solus Ventures LLP	2.51	0.07%	(0.42)	(0.00%)	-	-	-	-
Remuneration	Nitesh Sanklecha (Managing Director)	2.18	0.06%	-	-	-	-	-	-
Loan taken	Mr. Sunil Raison	-	-	-	-	0.00	0.00%	289.20	261.62%
	Mrs. Shruti Daddha	21.25	0.62%	54.00	0.55%	-	-	0.00	0.00%
	Mrs. Shobha Raison	-	-	-	-	-	-	0.00	0.00%
	Mrs. Shradha Surana	36.50	1.07%	26.00	0.26%	-	-	0.00	0.00%
Interest Expenses on Loan taken	Mr. Sunil Raison	-	-	-	-	0.00	0.00%	5.27	4.76%
	Mrs. Shruti Daddha	-	-	0.03	0.00%	-	-	0.00	0.00%
	Mrs. Shobha Raison	-	-	-	-	-	-	0.00	0.00%
	Mrs. Shradha Surana	-	-	0.07	0.00%	-	-	0.00	0.00%
	Mr. Sunil Raison	-	-	-	-	0.00	0.00%	299.94	271.34%
	Mrs. Shruti Daddha	15	0.44%	-	-	-	-	0.00	0.00%

Loan repayment	Mrs. Shobha Raison	-	-	-	-	-	-	0.00	0.00%
	Mrs. Shradha Surana	62.00	1.82%	-	-	-	-	0.00	0.00%
	Shradha Infraprojects Limited	38.50	1.13%	-	-	-	-	-	-
Sale of Materials from Subsidiary	Jain Engineering Works Pvt Ltd	32.81	0.96%	-	-	-	-	-	-
Sale of materials		188.61	5.56%	-	-	-	-	-	-

For details, please refer to Section titled “*Restated Consolidated Financial Statements*” beginning on page 189 of this Red Herring Prospectus.

**10. We face considerable risk related to the time required to complete each project, and there may be unexpected delays and cost overruns in our ongoing and future projects.**

As of the date of this Red Herring Prospectus, we have not experienced significant unscheduled delays or cost overruns in our completed projects. However, given the dynamic nature of our business, there could be unforeseen delays and cost increases in our ongoing or future projects. Changes in national, state, and local business conditions, regulatory environments, construction market conditions, customer perceptions, and competition from other developments may impact our projects.

Additionally, any shifts in the availability of raw materials or increases in construction costs could affect project costs and revenues, potentially impacting project timelines. We cannot guarantee that our projects will stay within the expected budgets or schedules. Delays may result in penalties from regulatory authorities or clients.

For further details of our business, please refer to heading titled “*Our Business Operations*”, starting on page no. 126 of the chapter titled “*Our Business*” beginning on Page 117 of this Red Herring Prospectus.

**11. Our Company and our subsidiaries need specific approvals and licenses to conduct business and must adhere to certain rules and regulations. If we fail to obtain, maintain, or renew these approvals and licenses in a timely manner, or if we do not comply with these rules and regulations, our operations and financial performance could be negatively impacted.**

Our Company and its Subsidiaries require various statutory and regulatory permits, licenses, and approvals to operate. Many of these are granted for limited periods and need to be renewed periodically. Failure to renew these permits and licenses could negatively impact our operations, leading to a significant adverse effect on our business, operating results, and financial condition. There is no assurance that the relevant authorities will issue these permits or approvals within the anticipated timeframe, or at all. Some of our permits, licenses, and approvals come with specific conditions, and we cannot guarantee that we will consistently meet these conditions or demonstrate compliance to the statutory authorities, which could result in the cancellation, revocation, or suspension of the relevant permits, licenses, or approvals.

Any failure on our part to apply for, renew, maintain, or obtain the necessary permits, licenses, or approvals, or if any of these are canceled, suspended, or revoked, could disrupt our operations and have a significant adverse effect on our business and financials.

We have already received PAN, TAN, GST Registration Certificate under the Madhya Pradesh Goods and Services Tax Act, 2017, Shop & Establishment for the state of Maharashtra & Certificate of Incorporation in the name of Active Infrastructures Limited. Also, we have Applied for name change for which approval is pending from Statutory Authorities for GST Registration Certificate under the Maharashtra Goods and Services Tax Act, 2017, , Registration Certificate issued under the Employees Provident Funds and Miscellaneous Provisions Act, 1952, Registration Certificate under the Employee State Insurance Act, 1948, Certificate of Registration under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975, Professional Tax Enrolment Certificate (P.T.E.C) , Certificate of Registration under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975, Professional Tax Registration Certificate (PTRC) and Certificate of Registration under Madhya Pradesh Shops and Establishments Act, 1958.

For further details, please refer chapter titled “*Key Regulations and Policies*” beginning on page 140 and section titled “material licenses/ approvals obtained by our company” on page no. 297 under chapter “*Government and Other Approvals*” beginning on page 296 of this Red Herring Prospectus.

**12. Some of our Subsidiaries & Promoter Group entities are engaged in the line of business similar to our Company. There are no non-compete agreements between our Company and such entities. We cannot assure that our Promoter / Directors will not favour the interests of such entities over our interest or that the said entities will not expand which may increase our**

*competition, which may adversely affect business operations and financial condition of our Company.*

Some of our subsidiaries and certain entities within our Promoter Group are involved in activities similar to ours. We have not entered into any non-compete agreements with these entities. Therefore, we cannot guarantee that our Promoters, who have shared interests in these entities, will not prioritize their interests. This could lead to potential conflicts of interest when allocating business opportunities between our Company and the Promoter Group entities, especially if our interests are in competition.

In such situations, our Promoters may favor other entities. We cannot assure that our Promoters or members of the Promoter Group will refrain from competing with our current or future business, or that their interests will always align with ours. Any present or future conflicts of interest could negatively impact our reputation, business, financial performance, and profitability.

For further details, please refer chapter titled “*Our Promoters and Promoter Group*” beginning on Page No. 173 of this Red Herring Prospectus.

**13. *Substantial increases in the prices of, or shortages of, or disruptions in the supply of labor and essential raw materials could impact our projected construction costs and schedules, potentially leading to cost overruns or reduced profit margins.***

As a company involved in Infrastructure & Construction of Commercial Projects, we are significantly impacted by fluctuations in the availability, cost, and quality of raw materials and labor.

Our ability to develop and complete projects profitably hinges on securing a reliable and timely supply of materials within our budget. However, since we rely on external suppliers, our supply chain can be disrupted by factors such as poor infrastructure, adverse weather, and road accidents. Additionally, prices for essential materials like cement and steel can rise rapidly, and as we work in a labor-intensive industry, difficulties in negotiating with labor or subcontractors could lead to work stoppages or higher operating costs due to increased wages or benefits. Procuring sufficient labor for our projects may also be challenging.

During periods of material or labor shortages, we might struggle to meet project timelines and budget estimates, which could negatively affect our operations and reputation. Furthermore, if material or labor costs rise significantly, we may not be able to pass these increases onto customers, potentially reducing or eliminating our expected profits. These issues could adversely impact our business, financial performance, and cash flow.

**14. *Our business faces various operational risks at our construction sites, which can impact our operational performance and, in turn, the financial health of our company.***

Our business operations are exposed to various risks, including equipment failures at project sites, adverse weather conditions, power interruptions, shortages of consumables, below-expected performance or efficiency, natural disasters, technological obsolescence, labor disputes, accidents, and the need to comply with evolving industry standards and government directives. These risks could lead to work stoppages and financial penalties. Such interruptions might delay project completion and affect our ability to deliver the completed project on time. Moreover, these risks could compel our contractors to compromise on quality to meet deadlines, potentially damaging our reputation and affecting our ability to attract new clients. Any of these issues could significantly impact our operational results and cause a slowdown or shutdown of business activities, which would have a serious adverse effect on our operations and financial condition.

For further details of our business, please refer to chapter titled “*Our Business*” beginning on page 117 of this Red Herring Prospectus.

**15. *There are outstanding legal proceedings involving our Company and Directors/Promoters. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial conditions.***

A summary of the outstanding proceedings, as disclosed in this Red Herring Prospectus, to the extent quantifiable, have been set out below:

Name of Entity	Number of Criminal Proceedings	Number of Tax proceedings	Number of Action taken by Statutory or Regulatory authorities	Disciplinary actions by the SEBI or stock Exchanges against our promoter	Number of Material civil litigations	Aggregate amount involved
<i>Company</i>						



By our Company	Nil	Nil	Nil	Nil	Nil	Nil
Against our Company	Nil	6	Nil	Nil	Nil	0.41
<b>Directors</b>						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against our Directors	Nil	Nil	Nil	Nil	Nil	Nil
<b>Promoters</b>						
By our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoters	Nil	7	Nil	Nil	1	82.34
<b>Subsidiaries</b>						
By our Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
Against our Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
<b>Group Companies</b>						
By our Group Companies	Nil	Nil	Nil	Nil	Nil	Nil
Against our Group Companies	Nil	Nil	Nil	Nil	Nil	Nil

For details in relation to material litigation, please see the section entitled “*Outstanding Litigation and Material Developments*” on page no. 289 of this Red Herring Prospectus.

**16. If we fail to effectively identify and secure business opportunities, we may not meet our financial goals.**

Our ability to achieve our financial goals relies on our capacity to identify, evaluate, and capitalize on business opportunities. To expand our business, we need to recruit, train, supervise, and manage new employees, as well as implement systems and equipment that can support our growth. However, we cannot guarantee that these employees will contribute to our success or that we will use the systems and equipment effectively. Ineffective business opportunity sourcing could negatively impact our business, financial condition, and operational results. Additionally, our future strategies may differ from our current ones, and we cannot guarantee that our market analysis or future strategies will be successful in varying market conditions.

**17. We may not be able to manage our growth strategy effectively or it may change in the future.**

Our business strategy includes the construction of infrastructure projects and Commercial projects. In the future, we may decide to undertake projects in addition to these projects. We may not be able to capitalize on our strategy to develop commercial property if we fail to generate adequate sales therein.

As we grow and diversify, we may not be able to execute our projects efficiently on such an increased scale, which could result in delays, increased costs and diminished quality, each adversely affecting our reputation. This future growth may strain our managerial, operational, financial and other resources. If we are unable to manage our growth strategy effectively, our business, financial condition and results of operations may be adversely affected. In addition, depending on prevailing market conditions,

regulatory changes and other commercial considerations, we may be required to change our business model and we may therefore decide not to continue to follow our business strategies described in this Red Herring Prospectus.

**18. *Our Company's activities are labour intensive and depend on availability of skilled and unskilled labourers in large numbers. In case of unavailability of such labourers and / or inability to retain such personnel or occurrence of any workstoppages, our business operations could be affected.***

We operate in a labour-intensive industry, where our contractors rely on casual labour for our projects. In the event of a labour dispute, if our contractors are unable to negotiate successfully with workers or subcontractors, it could lead to work stoppages or increased operational costs. Additionally, finding the necessary skilled labour for current or upcoming projects may be challenging. We may also face liability, penalties, or losses resulting from accidents or damages caused by our workers or contractors.

Although we have not experienced any significant disruptions in our business operations due to labour disputes or workforce issues in the past, there is no guarantee that such disruptions won't occur in the future. Such incidents could negatively impact our business, operational results, and may also divert management's focus, leading to increased costs.

**19. *Our Company is dependent on third parties for the supply of materials required for our projects and is exposed to risks relating to fluctuations in commodity prices and shortage of such materials. Further, we do not have any long-term supply agreements with the raw material providers.***

We rely on various building such as bricks, stones, steel, and cement for our projects, and the cost of these materials depends on commodity prices, which can fluctuate. While we maintain strong relationships with our suppliers, we do not have formal agreements for material procurement. Instead, we choose suppliers based on price and availability at the time of need. Without contracts in place, our suppliers are not obligated to continue supplying materials to us at specific rates, and they may prioritize our competitors, leading to delays or increased costs.

The details of the amount and percentage of purchases from our top suppliers are provided below for further details please refer to heading titled "Our Suppliers of Raw Material" on page 136, under the chapter titled "Our Business," on page 117 of this RHP.

Sr. No.	Particulars	For the year / period ended							
		September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
		Amount	%	Amount	%	Amount	%	Amount	%
1.	Purchases from Top ten (10) suppliers	848.78	50.40%	1946.32	40.10%	1868.21	57.99%	1156.04	56.66%

If any of our suppliers decide to discontinue their relationship with us, we may face challenges in finding a suitable alternative that meets our quality standards within a reasonable timeframe, or possibly at all. Any disruption in the availability of building materials could delay our projects and lead to cost overruns.

Additionally, there is no guarantee that high demand, capacity constraints, or other issues experienced by our suppliers won't result in occasional shortages or delays. Should we face a significant or prolonged shortage and be unable to source materials elsewhere, our project schedules may be delayed, negatively affecting our sales, profit margins, and customer relationships. Moreover, if the prices of building materials rise sharply, it may be difficult for us to secure alternative suppliers within a reasonable budget.

**20. *Our operation could be adversely affected by changes to the FSI/TDR regime***

We, like other developers, in relation to our Construction of Commercial Projects, must adhere to municipal planning and land use regulations, which restrict the maximum square footage of buildings we can construct on plots. These regulations are based on a ratio known as the floor space index (FSI), which dictates the allowable floor space relative to the land area.

Transferable Development Rights (TDRs) are granted through a Development Rights Certificate by relevant authorities. They allow individuals who cannot fully utilize the FSI of their plot to transfer the unused FSI to other properties or third parties, in accordance with regulations. Some of our development sites may be designated for public use or amenities, such as roads, parks, and schools. If we develop these sites, we must comply with the reservation requirements and hand over the completed development to the appropriate authority. In return, we receive TDRs as compensation, which can be used to increase FSI on our projects, either within the same development or, under certain conditions, on other projects or transferred to third parties.

Occasionally, a development site may have potential but has already exhausted its FSI. In such cases, we can acquire additional FSI through TDRs to expand the project. For instance, acquiring TDRs from third parties allows us to exceed the approved building limits, increasing the saleable area of our projects. However, if we are unable to acquire TDRs or if they are more expensive than anticipated, it could affect our ability to complete certain projects due to insufficient FSI or higher project costs. Fluctuations in the price and availability of TDRs may adversely impact our ability to complete projects and our overall financial condition.

**21. *We might not achieve the same level of profitability or return on investment as we did with our previous projects.***

The profits from our projects may not be reinvested into the business at a rate that matches or exceeds the returns we earned from those projects, and we might not use our capital as effectively as possible. For instance, we might place funds in fixed deposits or short-term investments with low post-tax returns. We could also invest in mutual funds, which carry market and credit risks and may not provide returns higher than our other investments or could even lead to losses. If we fail to achieve returns on our capital equal to or greater than those from our projects, it could reduce our overall return on net worth and capital employed, negatively impacting our business prospects, financial condition, and operational results.

**22. *We encounter substantial risks before we start generating income from our Construction of commercial projects due to the lengthy time required to complete each project.***

Construction of commercial projects often require significant capital outlay during the land acquisition, development rights, and construction phases, and it may take a year or more before generating income or positive cash flows from project sales. Depending on the project's scale, the development timeline can span several years. Consequently, changes in the business environment during this period can impact the project's revenue and costs, affecting its profitability. Factors influencing profitability include potential delays in obtaining government approvals, failure to complete construction according to original specifications, schedule, or budget, and weak sales or leasing activity. The sales and value of a Construction of commercial project can be affected by various factors, such as the national, state, and local business climate and regulatory environment, local market conditions, perceptions of buyers and tenants regarding the project's appeal and convenience, and competition from other properties.

If any of these risks materialize, our returns on investment may be delayed or lower than anticipated, potentially negatively impacting our financial performance.

**23. *We might periodically be involved in legal and administrative proceedings related to our operations.***

We might occasionally encounter disputes with various parties involved in the development and sale of our properties, including contractors, subcontractors, suppliers, and government authorities. Such disputes could lead to legal and administrative proceedings, potentially resulting in litigation costs and delays in our projects. For instance, we could face disagreements with regulatory bodies or third parties over legal interpretations, leading to administrative actions and unfavorable outcomes, which may cause financial losses and postpone the start or completion of our projects.

**24. *We encounter competition from both organized and unorganized players in our industry, which could negatively impact our business operations and financial condition.***

The market for our industry is highly competitive due to the presence of both organized and unorganized players. Competitors often strive on factors such as timely delivery, pricing, design quality, construction standards, and project locations. Some rivals may have more industry experience and greater financial, technical, and other resources, allowing them to adapt quickly to market changes and maintain competitiveness. Additionally, the unorganized sector often offers products at very competitive prices, which we may struggle to match, potentially impacting our sales volume and growth prospects. Increased competition could lead to a reduction in our market share and profit margins, adversely affecting our business operations and financial condition.

**25. *Our success relies on the expertise of our Promoters, Whole Time Directors, Senior Management, and skilled workforce. If we are unable to attract or retain key personnel, or if we lose the services of our Promoters, Managing Director, or Whole Time Directors, it could negatively impact our business prospects.***

Our Promoter, Whole Time Directors, and senior management have played a crucial role in our business growth, and our future success depends on their continued service. The inability to retain key managerial personnel could negatively impact our operations. Our ability to execute contracts and secure new clients relies on attracting, training, motivating, and retaining highly skilled professionals, especially at the managerial level. As we grow and diversify, we may face challenges in recruiting qualified individuals. Competing with larger companies that offer more competitive compensation and benefits could make it difficult to secure skilled personnel.

Losing any senior management members, whole-time directors, or key personnel, or failing to manage attrition, could significantly harm our business, operations, financial condition, and growth prospects. Additionally, our success depends on hiring, retaining, and effectively utilizing qualified professionals with the necessary experience and expertise. At times, we may struggle to attract and retain such individuals, which could limit our ability to meet customer demand for our products.

For further details of our Promoters and Management, please refer chapter titled “*Our Promoters and Promoter Group*” and “*Our Management*” beginning on page 173 & 157 of this Red Herring Prospectus.

**26. *Any changes in tax policies, duties, or other levies applicable to us could impact our operational results.***

We benefit from certain general tax regulations and incentives that accord favourable treatment to certain of our operations as well as for our activities. These tax benefits include income tax deductions and other taxes. For details regarding income tax deductions, please refer to the chapter “*Statement of Possible Tax Benefits*” on page 106 of this Red Herring Prospectus.

New or updated accounting policies, tax regulations, duties, or other levies introduced by relevant authorities may have a significant impact on our operational results. We cannot guarantee that we will continue to qualify for lower tax rates or other benefits. If our tax incentives are reduced or terminated, or if we fail to meet the conditions required to maintain them, our tax liability could increase, adversely affecting our business, prospects, operational results, and financial condition.

**27. *Our holding company Shradha Infraprojects Limited is also publicly listed, and fluctuations in its share price can impact us.***

As our holding company is also listed on the stock exchange, any significant fluctuations in its share price can directly or indirectly affect our business. A decline in the holding company's market valuation could lead to reduced investor confidence, affecting the financial stability of the overall group. It may also influence perceptions of our performance, even if our operations remain unaffected. Additionally, a drop in share price could limit the holding company's ability to raise capital, which might impact our access to necessary financial resources for future growth and expansion. Such volatility in the stock market can therefore have material consequences on our financial health and strategic plans.

**28. *Misconduct or errors by personnel engaged by us may expose us to business risks or losses, potentially impacting our business prospects, operational results, and financial condition.***

Misconduct or errors by personnel engaged by us could expose us to business risks or losses, including regulatory sanctions, penalties, and significant damage to our business. Such misconduct may involve breaches of security, misappropriation of funds, concealment of unauthorized activities, failure to comply with our strict operational standards, or improper use of confidential information. It is not always possible to detect or prevent such actions, and our precautions may not always be effective. Risks associated with our workforce include potential claims related to:

- Actions or inactions, including situations where we may need to indemnify our customers;
- Inadequate verification of personnel backgrounds and qualifications, leading to substandard services;
- Failure of personnel to perform duties adequately or issues like absenteeism;
- Errors, malicious acts, or violations of security, privacy, health, and safety regulations.

Such claims could result in litigation and damages, which may be time-consuming and lead to negative publicity. Regulatory actions, claims of negligence, and subsequent legal proceedings could materially affect our business, financial condition, operational results, and prospects.

**29. *If we experience a major uninsured loss or an insured loss that far exceeds our insurance coverage, it could negatively impact our financial condition and operational results.***

Our business could incur losses due to fire, natural disasters, theft, or other events, which may not be covered by insurance we currently have. Even when we secure insurance in the future, there is no guarantee that the terms will be sufficient to cover any damage or loss, that coverage will remain available on reasonable terms, or that it will be adequate for large claims. Our insurance policies are designed to mitigate business risks, including legal, strategic, reputational, operational, human, and financial risks. Additionally, there is a risk that the insurer may deny future claims. We will also need to renew our policies periodically, and failure to do so on time or at all could leave us exposed to significant uninsured losses. Should we experience a large uninsured loss, or if an insured loss exceeds our coverage, it could negatively affect our business, financial condition, and operational results.

There are no losses vis-a-vis. insurance cover in the past 3 years and there have also been no instances of claims exceeding the liability insurance cover.

**30. *We have substantial ongoing funding needs and may face difficulties in raising additional capital in the future. This could limit our ability to seize business opportunities, address challenges, or handle unexpected situations.***

The company relies on bank financing to meet its working capital needs, and any default in these arrangements could disrupt our operations, potentially affecting our financial stability.

Furthermore, such issues may lead to challenges in securing funds for repayment and could negatively impact our financial standing. If we are unable to generate sufficient cash flow from operations or borrow the capital needed for future expenditures, our growth may be restricted. Additionally, we might struggle to service our existing customers or attract new ones. The inability to raise additional capital on favorable terms could adversely impact our business, operational results, and financial health.

For further details of our loans, please refer chapter titled “*Financial Information*” beginning on page 189 of this Red Herring Prospectus.

**31. *We are subject to the risk of failure of, or a material weakness in, our internal control systems.***

We face risks due to the inadequacy or failure of internal systems and processes, and any steps we take to mitigate these risks may not be sufficient to maintain an effective internal control environment. Given our high transaction volume, errors could be repeated or compounded before they are identified and corrected. Our management information systems and internal controls may not always detect non-compliance or suspicious transactions promptly, or at all. Even when weaknesses in internal controls are identified, our efforts to address them may not fully resolve the issues. Additionally, several of our collection-related processes are not yet fully automated, increasing the risk of human error, tampering, or manipulation, which may lead to losses that are difficult to detect. Consequently, we may incur costs or suffer financial losses that may not be covered by insurance, potentially having a significant impact on our business, financial condition, and operational results.

**32. *We are subject to the risk of Tenant Vacating the Premises owned by us.***

Our Company leases portions of its property to third-party tenants. There exists a risk that one or more tenants may, prior to the expiration of their respective lease agreements, vacate the premises or elect not to renew their leases upon expiration. In such circumstances, our Company may be exposed to a reduction or cessation of rental income, which may materially and adversely affect the Company's financial condition, cash flows, and operational results.

In the event of such vacancy, our Company may face difficulties in securing replacement tenants on comparable terms or within a reasonable time frame. Any delay in re-letting the premises, or re-letting on less favorable terms, could result in the Company incurring additional costs, including, but not limited to, maintenance, security, and marketing expenses, which may further negatively impact our Company's profitability. Prolonged vacancies may also adversely affect the market value of the property. While our Company undertakes commercially reasonable efforts to maintain tenant relationships and mitigate the risk of vacancy, there can be no assurance that the Company will be successful in preventing tenants from vacating or securing new tenants in a timely and economically favorable manner. However, as of the date of this Red Herring Prospectus (RHP), there are no past instances w.r.t to this risk factor.

**33. *Our business is substantially affected by prevailing economic, political and other prevailing conditions in India.***

Our company is based in India, with both our assets and employees located there, making us highly reliant on the country's economic conditions. Consequently, our operational results are significantly impacted by factors affecting the Indian economy. Adverse influences may include:

- Rising interest rates or inflation in India
- Limited access to credit or financing, which could hinder economic conditions and restrict our expansion plans
- Income levels of Indian consumers and corporations
- Volatility or perceived trends in trading on major Indian stock exchanges
- Changes in India's tax, trade, fiscal, or monetary policies
- Political instability, terrorism, or military conflicts within India or its neighboring countries
- Natural or man-made disasters
- Global or regional economic conditions, including those in India's key export markets
- Other major regulatory or economic shifts affecting India or its construction sector

Any slowdown, or even the perception of a slowdown, in the Indian economy or its key sectors could negatively affect our business, operational results, financial health, and the value of our equity shares.

**34. *We have not independently verified certain data in this Red Herring Prospectus.***

We have not independently verified the industry data and related information presented in this Red Herring Prospectus. While

we believe the sources cited to be reliable, we cannot guarantee their completeness or accuracy. This data may also be compiled using different methods than similar information from other countries. As a result, discussions about India, its economy, or the industries we operate in, are based on statistical and other data that we have not verified and may be incomplete, inaccurate, or unreliable. Due to potential inaccuracies in data collection methods, discrepancies between published information and market practices, or other issues, the statistics provided may not be accurate or comparable to those produced elsewhere and should not be heavily relied upon. Additionally, we cannot assure you that this data is presented or compiled with the same precision as it might be elsewhere.

**35. *We are vulnerable to risks associated with the unionization of our employees.***

We cannot guarantee that our employees will not unionize or attempt to do so in the future, nor can we assure you that they won't seek higher wages or improved benefits. Additionally, we cannot rule out the possibility of work disruptions due to disputes or other workforce issues. If such risks are not addressed promptly, they could hinder our ability to deliver products to clients, lead clients to reduce their use of our services, or increase our costs related to employee benefits and other expenses. Should these risks materialize, our business, operational results, and financial condition could be impacted.

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

Our Company is mainly engaged in construction industry which attracts tax liability such as Income tax & Goods and Service Tax and other applicable provision of the Acts. However, the Company has been depositing the return under above applicable acts but any demand or penalty raise by concerned authority in future for any previous year and current year will affect the financial position of the Company. For detail, please refer “*Outstanding Litigation and Material Development*” beginning on page 289 of this Red Herring Prospectus. Any such penalty arising in future may lead to financial loss to our Company.

**37. *Any changes in the use of the Net Proceeds as outlined in this Red Herring Prospectus will be subject to specific compliance requirements, including obtaining prior approval from our company's shareholders.***

We propose to utilize the Net Proceeds as per the details mentioned in the chapter titled “*Objects of the Issue*” beginning on page 78 of this Red Herring Prospectus. At this time, we cannot determine with certainty if the Net Proceeds will be needed for other expenditures or to address any unexpected issues arising from competitive, business, economic, or other external factors. According to Section 27 of the Companies Act, 2013, any changes to the utilization of the Net Proceeds as outlined in this Red Herring Prospectus require approval from our shareholders through a special resolution. If circumstances arise that necessitate altering the planned use of the Net Proceeds, we might not be able to secure shareholder approval in a timely manner, or at all. Any delays or difficulties in obtaining this approval could negatively impact our business or operations.

Additionally, our Promoters or controlling shareholders will need to provide an exit opportunity to shareholders who disagree with any changes to the proposed utilization of the Net Proceeds, as prescribed by SEBI. This requirement might discourage Promoters or controlling shareholders from agreeing to variations in the proposed use of the Net Proceeds, even if such changes are beneficial to the company. We cannot guarantee that the Promoters or controlling shareholders will always have sufficient resources to offer this exit opportunity.

Given these factors, we may be unable to modify the utilization of the Net Proceeds, even if such modifications would benefit the company. This could limit our ability to adapt to changes in our business or financial situation by reallocating any unutilized proceeds, potentially adversely affecting our business and operational results.

**38. *The average cost of acquisition of Equity Shares by our Promoters could be lower than the Issue Price.***

Our Promoters average cost of acquisition of Equity Shares in our Company could be lower than the Issue Price decided by the Company in consultation with the Book Running Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer to the chapters “*Capital Structure*” beginning on pages 65 of this Red Herring Prospectus.

**39. *Our capacity to pay dividends in the future will be influenced by our earnings, financial health, cash flows, working capital needs, and capital expenditures.***

Our ability to provide returns to shareholders is influenced by various factors affecting our business and financial situation. The amount of any future dividend payments will depend on several factors, including our earnings, financial condition, cash flows, working capital needs, contractual obligations, relevant Indian legal restrictions, capital expenditures, and debt costs.

Additionally, our capacity to pay dividends could be affected by restrictive covenants in any loan or financing agreements we enter into. Even in profitable years, we might choose to reinvest our earnings into business development and expansion rather than declaring dividends. Consequently, there is no guarantee that we will be able to pay dividends in the future. For further details, see section “*Dividend Policy*” on page 188 of this Red Herring Prospectus.

**40. *After the completion of the Issue, our Promoters and Promoter Group will continue to have control over the company, enabling them to influence decisions on matters that require shareholder approval.***

As on the date of this Red Herring Prospectus, our Promoters and Promoter Group hold 99.99% of the issued and outstanding paid-up share capital of our Company. Following the completion of the Issue, our Promoters and Promoter Group will continue to hold together 71.36 % of our post-Issue Equity Share capital. As a result, they will have the ability to influence matters requiring shareholders' approval, including the ability to appoint Directors to our Board and the right to approve significant actions at Board and at shareholders' meetings, including the issue of Equity Shares and dividend payments, business plans, mergers and acquisitions, any consolidation or joint venture arrangements, any amendment to our Memorandum of Association and Articles of Association, and any other business decisions. We cannot assure you that our Promoters and Promoter Group will not have conflicts of interest with other shareholders or with our Company. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

For further details regarding our shareholding, please refer to chapter titled "*Capital Structure*" beginning on page 65 of this Red Herring Prospectus.

**41. *Our Equity Shares have not been previously traded publicly and may experience price and volume fluctuations after the completion of the Issue. There might not be an active trading market for the Equity Shares, which could lead to price volatility. As a result, you might not be able to resell your Equity Shares at or above the Issue Price, or possibly not at all.***

Before the Issue, our Equity Shares have not been publicly traded, and there is no guarantee that an active trading market will develop or be maintained afterward. Even if our shares are listed and quoted, it does not ensure the development of a market or the liquidity of such a market. The Issue Price of our Equity Shares is based on various financial factors and may not reflect their market price when trading begins or at any future point. Recent Indian stock markets have experienced significant volatility, and the trading price of our shares could vary widely due to market fluctuations or other internal and external risks, including those detailed in this Red Herring Prospectus. A decline in the market price of our Equity Shares could result in a loss of some or all of your investment.

**42. *Shareholder rights under Indian laws may be more restricted compared to those in other jurisdictions.***

Indian legal principles regarding corporate procedures, directors' fiduciary duties, and liabilities may differ from those in other jurisdictions. As a result, investors might find it more challenging to assert their rights as shareholders in an Indian company compared to a company in another jurisdiction. Shareholder rights under Indian law may not be as comprehensive as those in other countries. According to the Companies Act, a public limited company in India must offer its existing equity shareholders pre-emptive rights to subscribe to a proportionate number of new equity shares before issuing them, unless these rights are waived by a special resolution approved by a three-fourths majority of the equity shareholders.

For foreign investors, if the laws in their jurisdiction do not allow the exercise of pre-emptive rights without our filing an offering document or registration statement with the relevant authority, they will be unable to exercise these rights unless we make such a filing. If we choose not to file, new securities may be issued to a custodian, who might sell the securities for your benefit. The value received from such sales and the associated transaction costs are uncertain. Consequently, if you cannot exercise pre-emptive rights related to our Equity Shares, your proportional interest in our company could decrease.

**43. *The Issue Price of our Equity Shares may not reflect their market price after the Issue, and the market price could fall below the Issue Price. Consequently, you might not be able to sell your Equity Shares at or above the Issue Price.***

The Issue Price of our equity shares will be determined based on various factors and may not reflect their market price after the Issue. For more details, please see the section titled "*Basis for Issue Price*" starting on page 96 of the Red Herring Prospectus. The market price of our Equity Shares could experience significant fluctuations post-Issue and may fall below the Issue Price. We cannot guarantee that you will be able to sell your Equity Shares at or above the Issue Price. Factors that could influence our share price include:

- Quarterly changes in our financial metrics, such as earnings per share, net income, and revenues
- Alterations in revenue or earnings forecasts or the release of analyst reports
- Media or investment community speculation
- Economic, legal, and regulatory conditions both domestically and internationally that are unrelated to our performance

**44. Anti-takeover provisions under Indian law might prevent a third party from gaining control of our Company.**

Indian law includes provisions that could delay, deter, or prevent a future takeover or change in control of our company, even if such a change would offer a premium for your Equity Shares or otherwise benefit you. These regulations may dissuade or obstruct certain transactions related to a change in control. Under Indian takeover regulations, an acquirer is defined as any individual or entity that, directly or indirectly, acquires or seeks to acquire shares, voting rights, or control over a company, either alone or in concert with others. While these provisions aim to protect the interests of investors and shareholders, they may also discourage a third party from pursuing control of our Company. As a result, even if a potential takeover could lead to purchasing Equity Shares at a premium or provide other benefits, such a takeover might not be pursued or completed due to these regulations.

**45. We might need to issue additional equity in the future, which could dilute existing equity and potentially impact the market price of our Equity Shares. Alternatively, we may seek to raise additional funds through debt, but we might face challenges in securing such financing. Any future equity offerings could also be affected by these factors.**

Our growth relies on maintaining a strong balance sheet. Besides the IPO Proceeds and internally generated cash flow, we may need additional financing to meet our capital requirements, which could involve securing new debt from lending institutions or raising more equity in the capital markets. We might need to raise further capital depending on business conditions, such as significant growth, regulatory changes, or substantial operating losses depleting our existing capital base. Issuing new shares or convertible securities could dilute existing shareholders and may not be on terms favorable to them. If we opt for additional debt financing, our interest obligations will rise, and we may face stricter covenants, limiting our cash flow. Such financing could increase our debt-to-equity ratio or require collateral on our assets. We cannot guarantee that we will secure adequate financing on acceptable terms or on time, and failure to do so could delay or halt our expansion plans, affecting our business and future results.

Future issuance of Equity Shares might dilute existing shareholders' stakes and impact the trading price of our shares, potentially affecting our ability to raise capital. The perception of possible future issuances or sales by major shareholders could also influence the trading price. Additionally, if major shareholders dispose of, pledge, or encumber their shares, or if such actions are anticipated, it could affect our share price. We cannot guarantee that we will not issue more Equity Shares or that our major shareholders will not engage in such transactions.

**46. Our Company logo “active” is not registered with Registrar of Trademark; any infringement of our brand name or failure to get it registered may adversely affect our business. Further, any kind of negative publicity or misuse of our brand name could hamper our brand building efforts and our future growth strategy could be adversely affected.**

Our Company logo “active” is not registered with Registrar of Trademark. However, Company has made an application for registration with the Registrar of Trademark for registration of brand logo. “active”. If we are unable to register the intellectual property in the future in our name or any objection on the same may require us to change our logo and hence, we may lose the goodwill created so far. Further, the same may involve costly litigations and penal provisions if some legal consequences arise if someone from outside use our name and logo of the Company. We believe that our future growth and competitiveness would depend on our ability to establish and strengthen our brand. We cannot guarantee that we will be able to make a lasting brand image with our clients and other people in the absence of a logo. Although, we believe that our present systems are adequate to protect our confidential information and intellectual property, there can be no assurance that our intellectual property data, trade secrets or proprietary technology will not be copied, infringed or obtained by third parties. Further, our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. This may lead to litigations and any such litigations could be time consuming and costly and their outcome cannot be guaranteed. Our Company may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property, which may adversely affect our business, financial condition and results of operations.

**47. There are certain discrepancies and non-compliances noticed in some of our financial reporting and/or records relating to filing or returns and deposit of statutory dues with the taxation and other statutory authorities.**

The Company had a few instances of delays in filing Goods and Services Tax (GST) returns for its establishments. During the financial years 2021-2024, the Company has experienced delays in filing Goods and Services Tax (GST).

The details of delay in filing GST returns are as indicated below:



Particulars	Period	Due Date	Filed Date	Period of Delay	Reason of Delay	Steps taken by the Company to address such delays
GSTR-3B	November 2023	20-12-2023	22-12-2023	2	Due to technical issue in the website	The delay in filing GSTR-3B was unintentional, as the Company places a high priority on meeting statutory compliance requirements. As soon as the issue was identified, the Company promptly filed the delayed GSTR-3B along with the necessary fees to rectify the situation.
GSTR-3B	October 2023	20-11-2023	25-11-2023	5		
GSTR-3B	March 2023	20-04-2023	24-04-2023	4		
GSTR-3B	July 2022	20-08-2022	22-08-2022	2		
GSTR-3B	September 2021	20-10-2021	21-10-2021	1		
GSTR-3B	August 2021	20-09-2021	21-09-2021	1		
GSTR-3B	May 2021	20-06-21	03-07-2021	13		
GSTR-3B	April 2021	20-05-2021	01-06-2021	12		

The Company may incur penalties and fines for late filing of GST returns, which could negatively impact the Company's financial performance. Although, no-show cause notice has been issued against our Company till date, in respect of above, in the event of any cognizance being taken by the concerned authorities in respect of above, actions may be taken against our Company and its directors, in which event the financials of our Company and our directors may be affected.

## EXTERNAL RISK FACTORS

### **48. *Natural or man-made disasters could negatively impact our operational results, cash flows, and financial health. Additionally, hostilities, terrorist attacks, civil unrest, and other acts of violence could affect financial markets and disrupt our business.***

Natural disasters such as cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, and pandemics, as well as man-made disasters including acts of terrorism and military actions, could negatively impact our operations, cash flows, and financial condition. Terrorist attacks and other forms of violence or conflict, whether within India or globally, could affect the Indian securities markets. Furthermore, any worsening of international relations, particularly between India and its neighboring countries, may lead to investor concerns about regional stability, which could negatively influence the price of our Equity Shares. Recent local civil disturbances in India, along with potential future unrest or other adverse social, economic, or political events, could harm our business and increase perceptions of risk associated with investing in Indian companies, potentially affecting our business and the market price of our Equity Shares.

### **49. *Our business and operations may be subject to additional regulation under the Competition Act. Any unfavorable application or interpretation of this Act could significantly and negatively impact our business, financial condition, and operational results.***

The Competition Act aims to prevent business practices that could significantly harm competition in India and established the Competition Commission of India (CCI). According to the Act, any agreement or action, whether formal or informal, that negatively impacts competition is deemed void and subject to severe penalties. This includes agreements among competitors that set purchase or sale prices, engage in bid rigging or collusive bidding, control production, distribution, or supply of goods and services, or allocate markets or customers. Additionally, the Act prohibits the abuse of a dominant market position. If a company violates the Act due to the actions or negligence of its directors or officers, those individuals can also be held personally liable.

The Act also regulates mergers, acquisitions, and other combinations, requiring approval from the CCI if they exceed certain asset and turnover thresholds. New provisions regarding combinations, effective June 1, 2011, mandate that such transactions be notified to and pre-approved by the CCI. The CCI further defined the process through the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011, and its amendments. If we, or our employees, face penalties under the Competition Act, it could adversely affect our business.

### **50. *Our business is significantly influenced by the current economic, political, and other prevailing conditions in India.***

Our Company is incorporated in India, with most of our assets and employees based there. Consequently, we are highly reliant on the economic conditions in India, and our operational results are greatly influenced by factors affecting the Indian economy. These factors include:

- The overall macroeconomic environment, such as increases in Indian interest rates or inflation;
- Fluctuations in exchange rates, currency control measures, and restrictions on currency conversion or repatriation;
- Limited availability of credit or other financing, impacting economic conditions and our expansion efforts;
- Income conditions among Indian consumers and businesses;

- Volatility and trends in trading activity on India's major stock exchanges;
- Changes in India's tax, trade, fiscal, or monetary policies;
- Political instability, terrorism, or military conflicts within India, the region, or globally;
- Natural or man-made disasters;
- Regional or global economic conditions, including in India's key export markets;
- Significant regulatory or economic developments affecting India or its ER&D sector, as well as international business practices that might conflict with other customs or legal requirements, such as anti-bribery and anti-corruption laws.

***51. A major shift in the Indian government's policies on economic liberalization and deregulation could negatively impact our business and the value of our Equity Shares.***

The Indian government has historically played, and continues to play, a major role in the economy. Adverse government policies, including those related to the internet, e-commerce, consumer protection, and data privacy, could negatively impact business conditions in India and hinder our ability to execute our strategy and achieve future financial success. Since 1991, various governments, including coalition ones, have promoted economic liberalization by easing restrictions on the private sector and fostering the growth of the financial sector. However, changes in government personnel or coalition composition can lead to unpredictable economic policies. For instance, there could be new regulations related to the internet and e-commerce, including issues of liability, user privacy, content restrictions, and service quality. Changes in economic liberalization and deregulation policies, as well as shifts in laws affecting financial services, foreign investment, and currency exchange, could negatively impact the overall business environment in India and specifically affect our business.

## SECTION IV – INTRODUCTION

### THE ISSUE

#### PRESENT ISSUE IN TERMS OF THIS RED HERRING PROSPECTUS

Particulars	Details
<b>Equity Shares Issued*</b> Public Issue of Equity Shares by our Company	Issue of upto 43,00,200 Equity Shares of ₹ 5/- each at a price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
<b>Of which:</b>	
<b>Issue Reserved for Market Makers</b>	2,16,000 Equity Shares of ₹ 5/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
<b>Net Issue to the Public</b>	40,84,200 Equity Shares of ₹ 5/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
<b>Of which:</b>	
<b>A) Allocation to Qualified Institutional Buyers (QIB)</b>	Not more than 4,08,600 Equity Shares of ₹ 5/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
<b>Of which:</b>	
a) Anchor Investor Portion	Not more than 2,44,800 Equity Shares of ₹ 5/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
b) Net QIB Portion (assuming the anchor Investor Portion is fully subscribed)	Not more than 1,63,800 Equity Shares of ₹ 5/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
<b>Of which:</b>	
(i) Available for allocation to Mutual fund only (5% of the Net QIB Portion)	Not less than 8,400 Equity Shares of ₹ 5/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
(ii) Balance of QIB Portion for all QIBs including Mutual Funds	Not less than 1,55,400 Equity Shares of ₹ 5/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
<b>B) Allocation to Non-Institutional Investors</b>	Not less than 16,33,200 Equity Shares of ₹ 5/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
<b>C) Allocation to Retail Individual Investors</b>	Not less than 20,42,400 Equity Shares of ₹ 5/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
<b>Equity Shares outstanding prior to the Issue</b>	1,07,14,816 Equity Shares of ₹ 5/- each
<b>Equity Shares outstanding after the Issue</b>	1,50,15,016 Equity Shares of ₹ 5/- each
<b>Objects of the Issue/ Use of Proceeds</b>	For details, please refer chapter titled “ <i>Objects of The Issue</i> ” beginning on page 78 of this Red Herring Prospectus for information on the use of Issue Proceeds.

\* Subject to finalization of the Basis of Allotment. The number of shares may be needed to be adjusted for lot size upon the determination of the issue price.

**Note:**

- (1) The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (1) and Regulation 253 (1) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being issued to the public for subscription.
- (2) Fresh Issue of upto 43,00,200
- (3) The Issue has been authorized pursuant to a resolution passed by our Board of Directors dated September 2, 2024 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our members held on September 10, 2024.
- (4) In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or

*above the Issue Price. Allocation to investors in all categories, except the Retail Portion, shall be made on a proportionate basis subject to valid bids received at or above the Issue Price. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, and subject to availability of Equity Shares in the Retail Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.*

- (5) The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non- Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price.*
- (6) Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.*
- (7) Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One- third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received within the offer price band. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled "Issue Procedure" beginning on page 326 of this Red Herring Prospectus.*

**SUMMARY OF FINANCIAL INFORMATION**

**ACTIVE INFRASTRUCTURES LIMITED (FORMERLY ACTIVE INFRASTRUCTURES PRIVATE LIMITED)**

**CIN: U45200MH2007PLC174506**

**Restated Consolidated Balance Sheet As at 30th September, 2024**

**Rs. In Lakhs**

Particulars	Note No.	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
<b>I. ASSETS</b>					
<b>A. Non-current assets</b>					
(a) Property, Plant and Equipment	3	3,101.77	3,126.00	802.71	139.86
Goodwill		0.03	0.03	0.03	-
(b) Financial Assets					
(i) Investments	4	124.69	124.69	114.80	114.88
(ii) Other financial assets	5	5.43	4.69	0.96	0.32
(c) Deferred Tax Assets (Net)	6	69.45	39.59	-	0.02
(d) Other Non-Current Assets	7	-	-	0.04	-
<b>Total Non-current assets</b>		<b>3,301.36</b>	<b>3,294.99</b>	<b>918.55</b>	<b>255.07</b>
<b>B. Current assets</b>					
(a) Inventories	8	3,999.20	4,860.50	8,207.32	12,362.49
(b) Financial Assets					
(i) Trade Receivables	9	1,188.12	2,138.01	585.66	-
(ii) Cash and Cash Equivalents	10	21.82	14.56	3.59	0.73
(iii) Bank Balance other than (ii) above	10(ii)	23.35	122.42	-	-
(iv) Loans	11	874.69	55.70	-	-
(v) Other Financial Assets	12	22.76	15.34	0.47	0.40
(c) Current Tax Assets (net)	13	26.04	1.21	3.89	1.21
(d) Other Current Assets	14	258.74	255.28	150.97	6.33
<b>Total Current assets</b>		<b>6,414.72</b>	<b>7,463.03</b>	<b>8,951.90</b>	<b>12,371.17</b>
<b>TOTAL ASSETS</b>		<b>9,716.08</b>	<b>10,758.02</b>	<b>9,870.44</b>	<b>12,626.24</b>

<b>II. EQUITY AND LIABILITIES</b>					
<b>A. Equity</b>					
(a) Equity Share Capital	15	535.74	535.74	66.97	66.97
(b) Other Equity	16	2,481.12	2,202.40	1,763.09	1,037.03
(c) Non-controlling interests		234.59	145.64	15.21	-
<b>Total Equity</b>		<b>3,251.46</b>	<b>2,883.78</b>	<b>1,845.27</b>	<b>1,104.00</b>
<b>B. Liabilities</b>					
<b>B.1 Non-current liabilities</b>					
(a) Financial Liabilities					
(i) Borrowings	17	788.24	798.31	503.54	71.58
(ii) Other Financial Liabilities	18	59.59	47.26	37.61	16.01
(iii) Non-Current other Financial Liabilities	19	-	8.15	-	-
(b) Deferred tax liabilities	20	-	-	2.75	-
<b>Total Non-Current Liabilities</b>		<b>847.83</b>	<b>853.72</b>	<b>543.91</b>	<b>87.58</b>
<b>B.2 Current liabilities</b>					
(a) Financial liabilities					
(i) Borrowings	21	4,820.89	5,677.57	6,426.51	10,847.40
(ii) Trade Payables					
(A) Total outstanding dues of micro enterprises and small enterprises		-	-	-	-
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises	22	311.28	669.90	873.13	528.26
(iii) Other financial liabilities	23	335.45	423.66	17.37	3.50
(b) Other Current Liabilities	24	56.33	162.81	67.48	52.81
(c) Current Tax Liabilities (Net)	25	92.85	86.58	96.77	2.68
<b>Total Current Liabilities</b>		<b>5,616.80</b>	<b>7,020.52</b>	<b>7,481.25</b>	<b>11,434.66</b>
<b>TOTAL LIABILITIES</b>		<b>6,464.62</b>	<b>7,874.24</b>	<b>8,025.16</b>	<b>11,522.24</b>
<b>TOTAL EQUITY AND</b>		<b>9,716.08</b>	<b>10,758.02</b>	<b>9,870.44</b>	<b>12,626.24</b>

<b>LIABILITIES</b>					
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**See accompanying notes forming part of financial statements**

**1 to 39**

As per our report of even date attached

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

**For V S Jhakotiya & Co.**

Chartered Accountants

FRN No: 118139W

CA Mukesh Anil Zanwar

*Partner*

Membership No: 158254

UDIN:24158254BKCSNR7363

Nagpur, 06th December, 2024

**Nitesh Sanklecha**

Managing Director

DIN No. 03532145

**Aanchal Tembhre**

Company Secretary

M.No: A67916

**Chandrakant  
Waman Waikar**

Director

DIN No. 09533456

**Gautam Jain**

CFO

Nagpur, 06th December, 2024

**ACTIVE INFRASTRUCTURES LIMITED (FORMERLY ACTIVE INFRASTRUCTURES PRIVATE LIMITED)**

**CIN: U45200MH2007PLC174506**

**Restated Consolidated Statement of Profit and Loss for the Half Year Ended 30th September 2024**

**Rs. In Lakhs**

<b>PARTICULARS</b>	<b>Note No.</b>	<b>For the Half Year ended 30<sup>th</sup> September, 2024</b>	<b>For the Year ended 31<sup>st</sup> March, 2024</b>	<b>For the year ended 31<sup>st</sup> March, 2023</b>	<b>For the year ended 31<sup>st</sup> March, 2022</b>
<b>I. Revenue from operations</b>	26	3,367.12	9,718.33	8,939.83	110.08
<b>II. Other Income</b>	27	22.72	24.72	18.89	0.46
<b>III. Total Income (I+II)</b>		<b>3,389.85</b>	<b>9,743.06</b>	<b>8,958.72</b>	<b>110.54</b>
<b>IV. Expenses</b>					
Purchase of Stock-in-Trade	28	0.37	-	-	8.31
Cost of goods sold and services rendered	29	2,517.05	7,515.45	7,054.51	88.47
Direct Expenses	30	28.43	433.66	573.73	-
Employee benefit expense	31	7.53	7.75	-	-
Finance cost	32	5.33	13.31	1.69	-
Depreciation and Amortisation Expense	3	164.43	338.33	4.04	0.04
Other Expenses	33	19.91	28.40	5.26	2.57
<b>Total Expenses</b>		<b>2,743.04</b>	<b>8,336.89</b>	<b>7,639.23</b>	<b>99.39</b>
<b>V. Profit/ (loss) before tax (III-IV)</b>		<b>646.80</b>	<b>1,406.17</b>	<b>1,319.49</b>	<b>11.16</b>
<b>VI. Tax expense</b>					
(a) Current Tax		130.43	401.55	329.69	2.73
(b) Deferred Tax		(29.87)	(42.34)	2.80	0.08
(c) Taxes of earlier year		(8.95)	2.30	-	-
<b>Total Tax Expense</b>		<b>91.61</b>	<b>361.50</b>	<b>332.49</b>	<b>2.81</b>
<b>VII. Share in the Profit/Loss of Associates</b>		-	(0.12)	-	0.40
<b>Profit/ (loss) for the period (V - VI)</b>		<b>555.19</b>	<b>1,044.55</b>	<b>986.99</b>	<b>8.75</b>
<b>Attributable to:</b>					
<b>Owners of the parent</b>		<b>466.23</b>	<b>908.25</b>	<b>977.19</b>	<b>8.75</b>



<b>Non-controlling interests</b>		<b>88.96</b>	<b>136.30</b>	<b>9.80</b>	<b>-</b>
<b>VIII. Other comprehensive income</b>					
A. (i) Items that will not be reclassified to profit or loss:		-	-	-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-	-	-
B. (i) Items that will be reclassified to profit or loss	-	-	-	-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-	-	-
<b>Total Other Comprehensive Income for the period</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Comprehensive Income for the period (VII+VIII)</b>		<b>555.19</b>	<b>1,044.55</b>	<b>986.99</b>	<b>8.75</b>
<b>Attributable to:</b>					
<b>Owners of the parent</b>		<b>466.23</b>	<b>908.13</b>	<b>977.19</b>	<b>8.75</b>
<b>Non-controlling interests</b>		<b>88.96</b>	<b>136.30</b>	<b>9.80</b>	<b>-</b>
<b>Earnings per equity share at par value of Rs 5 each (Amount in Rupees):</b>					
<b>a) Basic</b>		<b>4.35</b>	<b>8.48</b>	<b>9.12</b>	<b>0.08</b>
<b>b) Diluted</b>		<b>4.35</b>	<b>8.48</b>	<b>9.12</b>	<b>0.08</b>

See accompanying notes forming part of financial statements

1 to 39

As per our report of even date attached

For and on behalf of the Board of Directors

For V S Jhakotiya & Co.

Chartered Accountants

FRN No: 118139W

CA Mukesh Anil Zanwar

Partner

Membership No: 158254

UDIN:24158254BKCSNR7363

Nagpur, 06th December, 2024

**Nitesh Sanklecha**

Managing Director

DIN No. 03532145

**Aanchal Tembhre**

Company Secretary

M.No: A67916

**Chandrakant Waman Waikar**

Director

DIN No. 09533456

**Gautam Jain**

CFO

Nagpur, 06th December, 2024

**ACTIVE INFRASTRUCTURES LIMITED (FORMERLY ACTIVE INFRASTRUCTURES PRIVATE LIMITED)**

**CIN: U45200MH2007PLC174506**

**Restated Consolidated Statement of Cash Flow for the Half Year Ended 30th September, 2024**

Particulars	For Half Year ended 30 <sup>th</sup> September, 2024		For the year ended 31 <sup>st</sup> March, 2024		For the year ended 31 <sup>st</sup> March, 2023		For the year ended 31 <sup>st</sup> March, 2022	
<b>A) Cash Flow from Operating Activities</b>								
<b>Net Profit before Tax</b>	<b>646.80</b>		<b>1,406.17</b>		<b>1,319.49</b>		<b>11.56</b>	
<b>Adjustment for Non-Cash items:</b>								
Depreciation	164.43		338.33		80.30		44.28	
<b>Adjustment for cash flows of other activities:</b>								
Dividend received	-		(0.00)		(0.00)		-	
Profit From LLP/Partnership Firms	0.01		-		-		-	
Interest Income	(21.87)		(24.72)		(18.88)		(0.05)	
Finance Cost - Interest and other charges	142.88		773.21		1,280.65		1,191.33	
Profit From Associates	-		(0.12)		-		0.40	
<b>Operating Profit Before Working Capital Changes</b>		<b>932.27</b>		<b>2,492.86</b>		<b>2,661.55</b>		<b>1,247.55</b>
<b>Adjustments of Working Capital Changes:</b>								
Changes in Inventories	861.30		3,346.82		4,155.18		(1,951.79)	
Changes in Trade Receivables	949.89		(1,552.35)		(585.66)		18.00	
Changes in Other Current Assets	(3.45)		(104.27)		(144.65)		(2.93)	
Changes in Bank Balances other than cash and cash equivalents	99.06		(122.42)		-		1.09	
Changes in Current Borrowings	(856.67)		(748.95)		-		-	
Changes in Trade Payables	(358.61)		(203.24)		(4,076.02)		452.21	
Changes in Other Financial Assets	(8.15)		(18.60)		(0.71)		(0.40)	
Changes in Other Current Liabilities	(106.48)		95.34		14.66		22.73	
	(75.89)		414.44		35.47		(35.10)	

Changes in other financial liabilities								
<b>Cash generated from operations</b>	<b>1,433.25</b>		<b>3,599.64</b>		<b>2,059.83</b>		<b>(248.64)</b>	
Direct Taxes	(148.99)		(409.05)		(238.29)		(0.05)	
Tax of Earlier years	8.95		(2.30)		-			
<b>Net Cash from Operating Activities (A)</b>		<b>1,293.21</b>		<b>3,188.29</b>		<b>1,821.54</b>		<b>-248.68</b>
<b>B) Cash Flow from Investing Activities</b>								
Loan given to subsidiary	(818.99)		(55.70)		-		-	
Proceeds from Other Non-Current Assets	-		-		-		(0.19)	
Purchase of Property, Plant and Equipments	(140.20)		(2,661.61)		(743.16)		(21.97)	
Proceeds from Investment	-		(9.89)		0.05		(100.20)	
Changes in Other Non-Current Assets	-		-		(0.04)		-	
Dividend received	-		0.00		0.00		0.00	
Acquisiton of remaining shares in subsidiary	-		(0.17)		-		-	
Loss From LLP	(0.01)		-		-		-	
Interest Income	21.87		24.72		18.88		0.05	
Goodwill	-		-		(0.03)		-	
<b>Net Cash used in Investing Activities (B)</b>		<b>(937.33)</b>		<b>(2,702.66)</b>		<b>(724.29)</b>		<b>(122.30)</b>
<b>C) Cash Flow from Finance Activities</b>								
Proceeds from Non-Current Borrowings	(10.08)		294.77		431.97		1,517.31	
Dividend paid during the year	(187.51)		-		(251.13)		-	
Changes in other non-current liabilities	(8.15)		9.65		-		12.56	
Current Maturity of Long-term debt	-		-		-		32.16	
Finance Cost - Interest and other charges	(142.88)		(773.21)		(1,280.65)		(1,191.33)	
	-		(5.87)		5.42			

Change in share capital of NCI								
<b>Net Cash used in Financing Activities (C)</b>		<b>(348.62)</b>		<b>(474.66)</b>		<b>(1,094.40)</b>		<b>370.71</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A + B + C)</b>		<b>7.26</b>		<b>10.97</b>		<b>2.85</b>		<b>(0.27)</b>
<b>Opening Balance of Cash &amp; Cash Equivalents</b>		<b>14.56</b>		<b>3.59</b>		<b>0.73</b>		<b>1.01</b>
<b>Closing Balance of Cash &amp; Cash Equivalents</b>		<b>21.82</b>		<b>14.56</b>		<b>3.59</b>		<b>0.73</b>

See accompanying notes forming part of financial statements

1 to 39

As per our report of even date attached

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

**For V S Jhakotiya & Co.**

Chartered Accountants

FRN No: 118139W

CA Mukesh Anil Zanwar

*Partner*

Membership No: 158254

UDIN: 24158254BKCSNR7363

Nagpur, 06th December, 2024

**Nitesh Sanklecha**

Managing Director

DIN No. 03532145

**Aanchal Tembhre**

Company Secretary

M.No: A67916

**Chandrakant Waman Waikar**

Director

DIN No. 09533456

**Gautam Jain**

CFO

Nagpur, 06th December, 2024

## GENERAL INFORMATION

Our Company was originally incorporated as a private limited company under the name of “Active Infrastructures Private Limited” under the provisions of the Companies Act, 1956 and certificate of incorporation was issued by the Registrar of Companies, Mumbai, on September 26, 2007. Subsequently, our Company has been converted into a public limited company and the name of our Company has changed to “Active Infrastructures Limited” pursuant to a special resolution passed at the Extra-Ordinary General Meeting of our Company held on June 12, 2024 and a fresh Certificate of incorporation dated August 09, 2024 has been issued by the Registrar of Companies, Mumbai, Maharashtra. The Corporate Identity Number of our Company is U45200MH2007PLC174506.

For further details and details of changes in the registered office of our company, please refer to the chapter titled “*History and Certain Corporate Matters*” beginning on page 148 of this Red Herring Prospectus.

### REGISTERED OFFICE

**Active Infrastructures Limited**

**Address:** Riaan Tower, 10<sup>th</sup> Floor,  
Mangalwari Road, Sadar, Sadar Bazar,  
Nagpur 440001, Maharashtra, India.

**CIN:** U45200MH2007PLC174506

**Registration No:** 174506

**Tel No:** 7030002840

**Email:** [investorinfo@activeinfra.in](mailto:investorinfo@activeinfra.in)

**Website:** <https://activeinfra.in/>

### REGISTRAR OF COMPANIES

**Registrar of Companies, Mumbai**

**Address:** Ministry of Corporate Affairs, 100,  
Everest, Marine Drive,  
Mumbai-400002, Maharashtra, India

### DESIGNATED STOCK EXCHANGE

**NSE Emerge****National Stock Exchange of India Limited**

**Address:** Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (East)  
Mumbai – 400051, Maharashtra, India

### BOARD OF DIRECTORS

As on the date of this Red Herring Prospectus, the Board of Directors of our Company comprises of the following:

Name	Designation	DIN	Residential Address
Nitesh Vinaykumar Sanklecha	Managing Director	03532145	G- 501, Majestic Heights Shivaji Nagar, Hill Road, NIT LOK Housing Scheme, Shankar Nagar, Nagpur- 440010 Maharashtra, India.
Shreyas Sunil Raison	Non-executive and Non-Independent Director	06537653	Plot no. 75, Shivaji Nagar, Shankar Nagar, Nagpur-440010, Maharashtra, India.
Asha Sampath	Chairperson, Non-Executive and Independent Director	02160962	14/1, New High School Road, V V Puram, Bangalore South, Basavanagudi, Bangalore – 560004, Karnataka, India.

Akshay Bharat Thakkar	Non-executive and Independent Director	08912202	Plot no. 53, Thakkar residence, opposite Lendra Park, Ramdaspath, Shankar Nagar, Nagpur- 440010 Maharashtra, India.
Gaurav Balkrishna Sharma	Non-Executive and Independent Director	01522240	202, Gauri apartment, Near R.R. Nursing Home, Utkarsh Nagar, Katolroad, Nagpur- 400013 Maharashtra, India.
Chandrakant Waman Waikar	Non-executive and Non-Independent Director	09533456	Flat No. D-207, Leela Garden Apartment, Opposite Joggers Park, Sneh Nagar, Vivekanand Nagar, Nagpur- 440015 Maharashtra, India

For detailed profile of our Board of Directors, please refer to the chapter titled “*Our Management*” beginning on page no. 157 of this Red Herring Prospectus.

#### CHIEF FINANCIAL OFFICER

**Name:** Gautam Ramesh Jain  
**Address:** Riaan Tower, 10<sup>th</sup> Floor, Mangalwari Road, Sadar, Sadar Bazar, (Nagpur) Nagpur 440001, Maharashtra, India.  
**Email:** [Gautam.jain@activeinfra.in](mailto:Gautam.jain@activeinfra.in)  
**Contact No:** 7030002843  
**Website:** <https://activeinfra.in/>

#### COMPANY SECRETARY AND COMPLIANCE OFFICER

**Name:** Aanchal Tembhre  
**Address:** Riaan Tower, 10<sup>th</sup> Floor, Mangalwari Road, Sadar, Sadar Bazar, Nagpur 440001, Maharashtra, India.  
**Email:** [companysecretary@activeinfra.in](mailto:companysecretary@activeinfra.in)  
**Contact No:** 7030002842  
**Website:** <https://activeinfra.in/>

#### INVESTOR GRIEVANCES

Investors may contact the Company Secretary and Compliance Officer and /or the Registrar to the Issue and/or Book Running Lead Manager in case of any pre-Issue or post-Issue related problems, such as non- receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders, non-receipt of funds by electronic mode etc.

All Issue related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the Application Form was submitted. The Applicant should give full details such as name of the sole or First Bidder, Bid cum application Form number, Bidder’s DP ID, Client ID, PAN, UP ID, address of Applicant, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bidder Amount was blocked or the UPI ID (for Retail Individual Investors who make the payment of Application Amount through the UPI Mechanism), date of Application Form and the name and address of the relevant Designated Intermediary where the Application was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. In terms of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SCSBs are required to compensate the investor immediately on the receipt of complaint. Further, the post Issue Book Running lead manager is required to compensate the investor for delays in grievance redressal from the date on which the grievance was received until the actual date of unblock.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the information mentioned hereinabove. All grievances relating to Applications submitted

through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All grievances of the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as the name of the sole or first Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor.

#### **BOOK RUNNING LEAD MANAGER TO THE ISSUE**

**Kreo Capital Private Limited**

**Address:** 2<sup>nd</sup> Floor, VCA Complex,  
Near Gate No. 08, Civil Lines,  
Sadar Bazar, Nagpur – 440001, Maharashtra, India  
**Tel No:** +91-712-2997550/ +91-712-2997551

**Email:** [office@kreocapital.com](mailto:office@kreocapital.com)

**Website:** <https://www.kreocapital.com>

**Investor Grievance Email:** [office@kreocapital.com](mailto:office@kreocapital.com)

**Contact Person:** Mr. Ayush Parakh

**SEBI Registration No.:** INM000012689

#### **REGISTRAR TO THE OFFER**

**Bigshare Services Private Limited**

**Address:** Office No. S6-2,  
6th Floor Pinnacle Business Park,  
Next to Ahura Center Mahakali Caves Road,  
Andheri East Mumbai-400093,  
Maharashtra, India

**Tel No:** 022-6263 8200

**E-mail:** [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)

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

**Investor Grievance E-mail:** [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

**Contact Person:** Mr. Sagar Pathare

**SEBI Registration No:** INR000001385

#### **LEGAL ADVISOR TO THE OFFER**

**MV Kini, Law Firm**

**Address:** Kini House, Near Citibank,  
D.N. Road, Fort, Mumbai - 400001,  
Maharashtra, India

**Tel No:** 022 - 2261 2527/28/29

**Website:** <https://www.mvkini.com/>

**Email:** [vidisha@mvkini.com](mailto:vidisha@mvkini.com)

**Contact Person:** Ms. Vidisha Krishan

#### **BANKERS TO THE ISSUE / REFUND BANK / SPONSOR BANK**

**ICICI Bank Limited**

**Address:** Capital Market Division,  
5<sup>th</sup> Floor, HT Parekh Marg  
Churchgate, Mumbai- 400020

**Tel No:** 022- 68052182

**Email:** [ipocmg@icicibank.com](mailto:ipocmg@icicibank.com)

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

**Contact person:** Mr. Varun Badai

**SEBI Registration Number:** INBI00000004

## BANKERS TO THE COMPANY

### A. Canara Bank

**Address:** 145, Farmland, Central Bazar Road,  
Ramdaspath, Nagpur, Maharashtra 440010

**Contact No:** +91 89566 63402

**Email:** [cb1404@canarabank.com](mailto:cb1404@canarabank.com)

**Website:** <https://www.canarabank.com/>

**Contact person:** Shri Dhandhpani

### B. IDBI Bank Limited

**Address:** Sanskrutik Sankul, Rani Zhansi Square  
P.B. No. 212, Sitabuldi, Nagpur, Maharashtra 440012

**Contact No:** +91 9820157951

**Email:** [ibkl0000510@idbi.co.in](mailto:ibkl0000510@idbi.co.in)

**Website:** <https://www.idbibank.com/>

**Contact person:** Shri Chetan Karnik

### C. Union Bank of India

**Address:** UMFB, Nagpur Branch, Nagpur, Maharashtra 440009

**Contact No:** +91 9923741556

**Email:** [ubin0551724@unionbankofindia.bank](mailto:ubin0551724@unionbankofindia.bank)

**Website:** <https://www.unionbankofindia.co.in>

**Contact person:** Nitin Maheshkar

### D. Wardhaman Urban Co-operative Bank Limited

**Address:** 73C Seva Sadan Square,  
Central Avenue Road, Nagpur, Maharashtra 440001

**Contact No:** +91 9552170300

**Email:** [wardhaman73@gmail.com](mailto:wardhaman73@gmail.com)

**Website:** <https://www.wardhamanbank.com>

**Contact person:** Ram Jajoo

## STATUTORY/ PEER REVIEW AUDITORS OF OUR COMPANY

### VS Jakhotiya & Co

**Address:** Kazi Compound, Maltekdi Road,  
Near Bus Stand, Amravati- 444602 (M.S.)

**Contact No:** 0712- 2553388/ 2553588

**Email:** [vsjfca@gmail.com](mailto:vsjfca@gmail.com)

**Contact Person:** CA Mukesh Anil Zanwar

**Website:** NA

**Firm Registration No:** 118139W

**Membership No:** 158254

**Peer Review No.:** 018553

## STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

Kreo Capital Private Limited is the sole Book Running Lead Manager to this Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

## SELF-CERTIFIED SYNDICATE BANKS ("SCSBs")

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> or <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>. Details relating to designated branches of SCSBs collecting the ASBA application forms are available at the above-mentioned link.

The list of banks that have been notified by SEBI to act as SCSBs for the UPI process provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the designated intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and it's updated from time to time.



## INVESTORS BANKS OR ISSUER BANKS FOR UPI

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Issuer Bank for UPI mechanism are provide on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>. For details on Designated Branches of SCSBs collecting the Application Forms, please refer to the above-mentioned SEBI link.

## REGISTERED BROKERS

In terms of SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012, Applicant can submit Application Form for the Issue using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Brokers Centres.

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)), and updated from time to time. For details on Registered Brokers, please refer <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>

## REGISTRAR TO THE ISSUE AND SHARE TRANSFER AGENTS (“RTA”)

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)), and updated from time to time. For details on RTA, please refer <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>

## COLLECTING DEPOSITORY PARTICIPANTS (“CDP”)

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

## CREDIT RATING

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

## IPO GRADING

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

## DEBENTURE TRUSTEES

Since this is not a debenture issue, appointment of debenture trustee is not required.

## MONITORING AGENCY

Since our Offer size does not exceeds ₹10,000 Lakhs, we are not required to appoint monitoring agency for monitoring the utilization of Net Proceeds in accordance with Regulation 262(1) of SEBI ICDR Regulations. However, our Company has appointed **Brickwork Ratings India Private Limited**, Monitoring Agency for monitoring the utilization of Gross Proceeds. The Monitoring Agency and our Audit Committee as per Section 177 of the Companies Act, 2013, would be monitoring the utilization of the proceeds of the Issue.

**Name: Brickwork Ratings India Private Limited**

**Address** 3rd Floor, Raj Alkaa Park,  
Kalena Agrahara, Bannerghatta Road, Bangalore-560076

**Tel No.:** 080-4040 9940/080-4040 9999

**E-mail:** [Compliance@brickworkratings.com](mailto:Compliance@brickworkratings.com)

**Investor Grievance E-mail:** [Compliance@brickworkratings.com](mailto:Compliance@brickworkratings.com)

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

**Contact Person:** Santosh Shah

**SEBI Registration No.:** IN/CRA/005/2008

**CIN:** U67190KA2007PTC043591

## BROKERS TO THE ISSUE

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

## FILING OF THE DRAFT RED HERRING PROSPECTUS/ RED HERRING PROSPECTUS/ PROSPECTUS

The Draft Red Herring Prospectus was filed and the Red Herring Prospectus and Prospectus shall be filed on NSE situated at Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India.

In terms of Regulation 246(1) of the SEBI (ICDR) Regulations, 2018, a copy of the Red Herring Prospectus and Prospectus shall be filed with the Board (SEBI) through the Lead Manager, immediately upon filing of the offer document with the Registrar of Companies. However, as per Regulation 246(2) of the SEBI (ICDR) Regulations, 2018, the Board (SEBI) shall not issue any observation on the offer document. In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, 2018, a copy of the Red Herring Prospectus and Prospectus shall also be furnished to the Board in a soft copy. Pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Red Herring Prospectus will be filed online through SEBI Intermediary portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus and prospectus along with the material contracts and documents referred elsewhere in the Red Herring Prospectus and Prospectus required to be filed under Section 26 and Section 32 of the Companies Act, 2013 will be delivered to the Registrar of Companies, Mumbai situated at 100, Everest, Marine Drive, Mumbai – 400002, Maharashtra.

## **APPRAISING ENTITY**

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

## **TYPES OF ISSUE**

The present Offer is considered to be 100% Book Built Offer.

### **Book Building Process**

Book building, in the context of the Issue, refers to the process of collection of Bids from Bidders on the basis of this Red Herring Prospectus and the Bid cum Application Forms within the Price Band. The Price Band has been decided by our Company, in consultation with the BRLM, and is disclosed in this Red Herring Prospectus, which will be advertised in all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper, a regional newspaper, (Marathi is the regional language of Maharashtra where our Registered Office is located, each with wide circulation) at least two Working Days prior to the Bid/ Issue Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective websites. The Issue Price shall be determined by our Company, in consultation with the BRLM after the Bid/ Issue Closing Date. For details, see “*Issue Procedure*” on page 326 of this Red Herring Prospectus.

All Bidders, except RIBs and Anchor Investors, are mandatorily required to use the ASBA process for participating in the Issue by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs. In addition to this, the RIBs may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Issue through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not permitted to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any state. Retail Individual Bidders can revise their Bids during the Bid / Issue Period and withdraw their Bids until the Bid/ Issue Closing Date. Allocation to QIBs and Non-Institutional Bidders will be on a proportionate basis. For illustration of the Book Building Process and further details, see “*Terms of the Issue*” and “*Issue Procedure*” on pages 314 and 326, respectively, of this Red Herring Prospectus.

The Book Building Process under the SEBI ICDR Regulations and the Bidding Process are subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to submitting a Bid in the Issue.

Bidders should note that the Issue is also subject to (i) filing of the Prospectus with the RoC; and (ii) obtaining final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment within three Working Days of the Bid/Issue Closing Date or such other time as prescribed under applicable law.

Each Bidder, by submitting a Bid in the Issue, will be deemed to have acknowledged the above restrictions and the terms of the Issue.

For further details on the method and procedure for Bidding, see “*Issue Structure*” and “*Issue Procedure*” on pages 322 and 326 respectively of this Red Herring Prospectus.

## **GREEN SHOE OPTION**

No green shoe option is contemplated under the Issue.

## **EXPERT OPINION**

Except the report of the Statutory Auditor on statement of tax benefits and report of the peer review auditor on Restated Consolidated Financial Statements as included in this Red Herring Prospectus, our Company has not obtained any other expert opinion. Our Auditor

has given their written consent to the inclusion of their report in the form and context in which it appears in this Red Herring Prospectus and such consent shall not be withdrawn up to the time of delivery of the Red Herring Prospectus/ Prospectus for filing with the ROC.

## CHANGES IN AUDITORS

There has been no change in the Statutory Auditors during the three years immediately preceding the date of this Red Herring Prospectus except as disclosed below:

Particulars	Reason for change
<b>P N Gupta</b> <b>Address:</b> GS/7, Priyanka Palace, Congress Nagar, Nagpur 440012, Maharashtra, India <b>Email:</b> pngca@rediffmail.com <b>Contact Person:</b> Mr. Sheel Gupta <b>Contact No:</b> 8788663582 <b>Membership No:</b> 044161 <b>Date of Appointment:</b> October 09, 2020 <b>Resignation Date:</b> November 21, 2024	Resigned from Statutory Auditors of the company as P N Gupta is not a Peer Reviewed Firm and the company is planning to come up with an Initial Public Offer and as per SEBI Listing Regulations, Listed Company should have a Peer Reviewed Statutory Auditors.
<b>VS Jakhotiya &amp; Co</b> <b>Address:</b> Kazi Compound, Maltekdi Road, Near Bus Stand, Amravati- 444602 (M.S.) <b>Contact No:</b> 0712- 2553388/ 2553588 <b>Email:</b> vsjfca@gmail.com <b>Contact Person:</b> CA Mukesh Anil Zanwar <b>Website:</b> NA <b>Firm Registration No:</b> 118139W <b>Membership No:</b> 158254 <b>Peer Review No.:</b> 018553 <b>Date of Appointment:</b> December 05, 2024	Appointment of Statutory Auditors (who has valid Peer Reviewed Certificate) to fill Causal Vacancy

## UNDERWRITING AGREEMENT

This Issue is 100% Underwritten by Kreo Capital Private Limited in the capacity of Underwriter to the Issue. The Underwriting agreement is dated November 11, 2024. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriter	No: of Equity Shares Underwritten	Amount Underwritten (₹ in lakhs)	% of the total Issue size underwritten
<b>Kreo Capital Private Limited</b> <b>Address:</b> 2nd Floor, VCA Complex, Near Gate No. 08, Civil Lines, Sadar Bazar, Nagpur – 440001, Maharashtra, India. <b>Tel No:</b> +91-712-2997550/ +91-712-2997551 <b>Email:</b> <a href="mailto:office@kreocapital.com">office@kreocapital.com</a> <b>Website:</b> <a href="https://www.kreocapital.com">https://www.kreocapital.com</a> <b>Investor Grievance Email:</b> <a href="mailto:office@kreocapital.com">office@kreocapital.com</a> <b>Contact Person:</b> Mr. Ayush Parakh	43,00,200	[•]	100.00%
<b>Total</b>	43,00,200	[•]	100.00 %

In the opinion of Board of Directors of our Company the resources of the underwriter are sufficient to enable them to discharge their respective underwriting obligation in all.

## MARKET MAKER

**Name:** - Badjate Stock & Shares Private Limited

**Contact No:** - 0712-6604214

**Address:** - 207, Mangalam Arcade, Above Venus Book Depot, Dharampeth Extension, Nagpur-440010

**E-mail:** - compliance@badjategroup.com

**Website:** - www.badjategroup.com

**Contact Person:** - Tushar Badjate

**Investor Grievance Id.-** investor\_grievances@badjategroup.com

**SEBI Registration No.-** INZ000190232

**NSE Registration No.:** 14845 (NSE)

**BSE/NSE Clearing No.:** 14845 (NSE)

## DETAILS OF THE MARKET MAKING AGREEMENT

The Market Maker shall full fill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the NSE and SEBI regarding this matter from time to time. Following is a summary of the key details pertaining to the Market Making arrangement:

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of NSE Limited and SEBI from time to time.
3. In terms of SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012 the Market Maker shall be exempt from providing buy quote on attaining the prescribed threshold limits (including the mandatory allotment of 5% of Equity Shares of the Issue). Further, the Market Maker can offer buy quotes only after the Market Maker complies with prescribed re-entry threshold limits. Only those Equity Shares which have been acquired by the Market Maker on the platform of the SME Exchange during market making process shall be counted towards the Market Maker's threshold. The Market Maker shall be required to provide two-way quotes during the first three months of the market making irrespective of the level of holding.
4. The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
5. There shall be no exemption/ threshold on downside. However, in the event the Market Maker exhausts its inventory through market making process, the concerned Stock Exchange may intimate the same to SEBI after due verification.
6. The Market Maker shall not sell lots less than the minimum contract size allowed for trading on the Emerge Platform of NSE and the same may be changed by the Emerge Platform of NSE from time to time.
7. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by them.
8. The shares of the Company will be traded in continuous trading session from the time and day then Company gets listed on Emerge Platform of NSE and market maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
9. The Market Maker shall start providing quotes from the day of the listing/ the day when designated as the Market Maker for their respective scrip and shall be subject to the guidelines laid down for market making by the SME Exchange.
10. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily / fully from the market-for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and noncontrollable reasons would be final.
11. Market Maker shall not buy the Equity Shares from the Promoters or Persons belonging to promoter group of Active Infrastructures Limited or any person who has acquired shares from such promoter or person belonging to promoter group, during the compulsory market making period.
12. The Promoters' holding in Active Infrastructures Limited Equity Shares shall not be eligible for offering to the Market Maker during the Compulsory Market Making Period. However, the promoters' holding in Active Infrastructures Limited which is not locked-in as per the SEBI (ICDR) Regulations, as amended, can be traded with prior permission of the Emerge Platform of NSE,

and in the manner specified by SEBI from time to time.

13. The Market Maker shall not be responsible to maintain the price of the Equity Shares of the Company at any particular level and is purely supposed to facilitate liquidity on the counter of Active Infrastructures Limited via its 2-way quotes. The price of the Equity Shares shall be determined and be subject to market forces.

The Market Maker shall be allowed to terminate this Agreement by giving a written notice to BRLM, two months prior to the date from which he wishes to discontinue his services. Provided however that, if BRLM agrees to the same, the notice period may be reduced in order to provide mutual comfort. Provided further that, the Market Maker may be replaced with a successor Market Maker, which is acceptable to NSE, BRLM and the Issuer Company from time to time.

In case of termination of the agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of BRLM to arrange another Market Maker in replacement during the term of the notice period being served by the current Market Maker (i.e. Badjate Stock & Shares Private Limited ) but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. In such a case, revised agreement like this one shall have to be entered into and this too shall be the responsibility of BRLM. However, certain terms and conditions may be modified on mutual consent of the Issuer Company and the Book Running Lead Manager, subject to such modifications being legal and allowed under the then applicable laws, rules and regulations.

The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

14. **Risk containment measures and monitoring for Market Makers:** Emerge Platform of NSE will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value- At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
15. **Punitive Action in case of default by Market Maker:** Emerge Platform of NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non- compliances. Penalties / fines may be imposed by the Exchange on the Market Makers, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties/ fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker(s) in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Makers from time to time.

**Price Band and Spreads:** Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for Markets Makers during market making process has been made applicable, based on the issue size and as follows:

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

The Marketing Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and/or norms issued by SEBI/NSE from time to time.

The trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

## CAPITAL STRUCTURE

The share capital of our Company as on the date of this Red Herring Prospectus is set forth below:

(₹ in Lakhs except no. of Shares)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price*
<b>A.</b>	<b>Authorized Share Capital</b> 2,48,00,000 Equity Shares having a face value of ₹ 5/- each	1240.00	-
<b>B.</b>	<b>Issued, Subscribed &amp; Paid-up Share Capital prior to the Issue</b> 1,07,14,816 Equity Shares having a face value of ₹ 5 Each	535.74	-
<b>C.</b>	<b>Present Issue in terms of this Red Herring Prospectus<sup>(1)</sup></b> Up to 43,00,200 Equity Shares having Face Value of ₹ 5/- each at a Price of ₹ [●]/- per Equity Share	215.01	[●]
	<b>Which comprises of:</b>		
	<b>Reservation for Market Maker Portion</b> 2,16,000 Equity Shares of face value of ₹ 5/- each at a price of ₹ [●]/- per Equity Share reserved as Market Maker Portion	10.80	[●]
<b>D.</b>	<b>Net Issue to Public</b> Net Issue to Public of 40,84,200 Equity Shares of face value of ₹ 5/- each at price of ₹ [●]/- per Equity Share to the Public	204.21	[●]
	<b>Net Issue to Public consists of</b>		
	<b>Retail Individual Investors</b> 20,42,400 Equity Shares of the face value of ₹ 5/- each at a price of per Equity Share will be available for allocation to Retail Individual Investors	102.12	[●]
	<b>Non- Institutional Portion</b> 16,33,200 Equity Shares of the face value of ₹ 5/- each at a price of ₹ [●] per Equity Share will be available for allocation to Non- Institutional Investors	81.66	[●]
	<b>Qualified Institutional Buyers</b> 4,08,600 Equity Shares of ₹ 5/- each fully paid-up of our Company for cash at a price of ₹ [●]/- per Equity Share will be available for allocation to Qualified Institutional Buyers	20.43	[●]
<b>E.</b>	<b>Issued, Subscribed, and Paid-up Equity Share Capital after the Issue</b>		
	1,50,15,016 Equity Shares of face value of ₹ 5/- each	750.75	[●]
<b>F.</b>	<b>Securities Premium Account</b>		
	Before the Issue	913.44	
	After the Issue		[●]

\*To be updated upon finalisation of the Issue Price

As on the date of this Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

(1) The Present Issue of up to 43,00,200 Equity Shares in terms of this Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors dated September 2, 2024 and by special resolution under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of the members held on September 10, 2024.

## CLASS OF SHARES

Our Company has only one class of share capital i.e., Equity Shares of face value of ₹ 5 /- each only. All the issued Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Red Herring Prospectus.

## NOTES TO THE CAPITAL STRUCTURE

### 1. Changes in Authorized Capital

Since incorporation, the capital structure of our Company has been altered in the following manner:

- The initial authorized share capital of ₹1,00,000/- divided into 10,000 Equity Shares of ₹10/- each.
- The Authorized Share Capital was increased from ₹ 1,00,000/- divided into 10,000 Equity Shares of ₹ 10/- each to ₹ 1,00,00,000/- divided into 10,00,000 Equity Shares of ₹ 10/- each vide Shareholders Resolution dated March 31, 2009.
- The Authorized Share Capital was increased from ₹ 1,00,00,000/- divided into 10,00,000 Equity Shares of ₹ 10/- each to ₹ 2,00,00,000/- divided into 5,00,000 Equity Shares of ₹ 10/- and 15,00,000 2% Redeemable, Optionally Convertible and Non-Cumulative Preference Shares of ₹ 10/- each vide Shareholders' Resolution dated March 25, 2014.

*Explanation:* Before the introduction of Preference Share Capital, our Company had 10,00,000 Equity Shares of ₹ 10/- each amounting to ₹ 1,00,00,000/-. Out of the said 10,00,000 Equity Shares, 5,00,000 Equity Shares were reclassified into 5,00,000 2% Redeemable, Optionally Convertible, and Non-Cumulative Preference Shares of ₹ 10/- each. Thus, the Equity Share Capital of our Company reduced from 10,00,000 Equity Shares to 5,00,000 Equity Shares. Further, 10,00,000 2% Redeemable, Optionally Convertible, and Non-Cumulative Preference Shares of ₹ 10/- each were also introduced. Thus, the Preference Share Capital of our Company became 15,00,000 Preference Shares.

- The Authorized Share Capital of ₹ 2,00,00,000/- divided into 5,00,000 Equity Shares of ₹ 10/- and 15,00,000 2% Redeemable, Optionally Convertible and Non-Cumulative Preference Shares of ₹ 10/- each was Subdivided by reducing the value of Equity Shares and Preference Shares to ₹ 1/- each from earlier value of ₹10/- each vide Resolution dated January 23, 2015. Thus, the number of Equity Shares increased to 50,00,000 Equity Shares and 1,50,00,000 Preference Shares.
- The Authorized Share Capital was increased from ₹ 2,00,00,000/- divided into 50,00,000 Equity Shares of ₹ 1/- each and 1,50,00,000 2% Redeemable, Optionally Convertible and Non-Cumulative Preference Shares of ₹ 1/- to ₹ 2,40,00,000/- divided into 90,00,000 Equity Shares of ₹ 1/- and 1,50,00,000 2% Redeemable, Optionally Convertible and Non-Cumulative Preference Shares of ₹ 1/- each vide Resolution dated November 10, 2017.
- The Authorised Share Capital of ₹ 2,40,00,000/- divided into 90,00,000 Equity Shares of ₹ 1/- and 1,50,00,000 2% Redeemable, Optionally Convertible and Non-Cumulative Preference Shares of ₹ 1/- each underwent further changes on October 09, 2023, as the 1,50,00,000 Preference Shares were cancelled. Further, the number of Equity Shares increased to 2,40,00,000 Equity Shares of ₹ 1/- each. On the same day vide Resolution dated October 09, 2023, the Authorised Share Capital was reconstituted as ₹ 2,40,00,000/- divided into 48,00,000 Equity Shares of ₹ 5/- each.
- The Authorized Share Capital was increased from ₹ 2,40,00,000/- divided into 48,00,000 Equity Shares of ₹5/- each to ₹ 12,40,00,000/- divided into 2,48,00,000 Equity Shares of ₹ 5/- each vide Resolution dated November 18, 2023.

### 2. Equity Share Capital History of our Company

The following table sets forth details of the history of the Equity Share capital of our Company:

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Equity Shares Capital (₹)	Cumulative Share Premium (₹)
Upon Incorporation	10,000	10	10	Cash	Subscription to MOA(i)	10,000	1,00,000	Nil
March 31, 2009	4,80,000	10	10	Cash	Further allotment(ii)	4,90,000	49,00,000	Nil
January 23, 2015	49,00,000	1	1	Not applicable	Sub-Division of 1 (One) Equity	49,00,000	49,00,000	Nil

					Shares of ₹ 10/- each into 10 (Ten) Equity Shares of ₹ 1/- each <sup>(iii)</sup>			
January 05, 2018	17,96,760	1	1	Cash	Further allotment pursuant to Scheme of Amalgamation with Rimjhim Tradelink Private Limited <sup>(iv)</sup>	66,96,760	66,96,760	Nil
October 09, 2023	13,39,352	5	5	Not applicable	Consolidation of 5 (Five) Equity Shares of ₹ 1/- each into 1 (One) Share of ₹ 5/- each <sup>(v)</sup>	13,39,352	66,96,760	Nil
November 25, 2023	93,75,464	5	-	Other than Cash	Bonus allotment (7:1) <sup>(vi)</sup>	1,07,14,816	1,07,14,816	Nil

#### Notes to the Capital Structure

- i. Initial Subscribers to the Memorandum of Association subscribed to Equity Shares of Face Value of ₹ 10/- each, details of which are given below:

Sr. No.	Name	No. of Shares Allotted
1.	Mr. Vijaychand Jain	5,000
2.	Mrs. Bharti Jain	5,000
	<b>Total</b>	<b>10,000</b>

- ii. Further allotment of 4,80,000 Equity Shares on Private Placement basis in accordance with Section 67 (to the extent applicable to the Private Limited Companies) and Section 75 under Companies Act, 1956 having Face Value of ₹ 10/- each, details of which are given below:

Sr. No.	Name	No. of Shares Allotted
1.	Ashroj Credit Pvt. Ltd.	4,80,000
	<b>Total</b>	<b>4,80,000</b>

- iii. Sub-Division Of 1 (One) Equity Share of ₹ 10/- each into 10 (Ten) Equity Shares of ₹ 1/- each, details of which are given below:

Sr. No.	Name	No. of Shares Allotted
1.	Sunil Raisomi (HUF)	62,000
2.	Shobha Raisoni	19,000
3.	Femina Infrastructures Pvt. Ltd.	24,00,000
4.	Millia Trading Pvt. Ltd.	12,00,000
5.	Zenith Commotrade Pvt. Ltd.	12,00,000
6.	Shreyash Raisoni	19,000
	<b>Total</b>	<b>49,00,000</b>



iv. Further allotment of 17,96,760 Equity Shares of Face Value of ₹ 1/- each, details of which are given below:

Sr. No.	Name	No. of Shares Allotted
1.	Millia Trading Pvt. Ltd.	8,98,380
2.	Femina Infrastructures Pvt. Ltd.	8,98,380
	<b>Total</b>	<b>17,96,760</b>

v. Consolidation of 5 (Five) Equity Shares of ₹ 1/- each into 1 (One) Equity Share of ₹ 5/- each details of which are given below:

Sr. No.	Name	No. of Shares Allotted
1.	Shradha Infraprojects Ltd.*	13,39,352
	<b>Total</b>	<b>13,39,352</b>

\*Shradha Infraprojects Limited is a listed Entity on NSE Mainboard.

vi. Bonus issue of 93,75,464 Equity Shares in the ratio of 7:1 of the Face Value of ₹5/- each issued other than cash:

Sr. No.	Name	No. of Shares Allotted
1.	Shradha Infraprojects Ltd.*	93,75,464
	<b>Total</b>	<b>93,75,464</b>

\*Shradha Infraprojects Limited is a listed Entity on NSE.

### 3. Equity Shares Issued for consideration other than Cash

We have not issued any Equity Shares for consideration other than cash, at any point of time since Incorporation except as mentioned below:

Bonus issue of 93,75,464 Equity Shares in the ratio of 7:1 of the Face Value of ₹5/- each issued other than cash:

Sr. No.	Name	No. of Shares Allotted
1.	Shradha Infraprojects Ltd.*	93,75,464
	<b>Total</b>	<b>93,75,464</b>

\*Shradha Infraprojects Limited is a listed Entity on NSE

### 4. Equity Shares issued for consideration out of revaluation reserve:

Our Company has not revalued its assets since inception and has not issued Equity Shares out of its revaluation reserves (including bonus shares).

### 5. Issue of Equity Shares pursuant to a scheme of Arrangement:

Our Company has allotted 17,96,760 Equity Shares pursuant to a scheme approved under Section 230-232 of the Companies Act, 2013, the details of which are given below:

Sr. No.	Name	No. of Shares Allotted
1.	Millia Trading Pvt. Ltd.	8,98,380
2.	Femina Infrastructures Pvt. Ltd.	8,98,380
	<b>Total</b>	<b>17,96,760</b>

### 6. Issue of Equity Shares under Employee Stock Option

As on the date of this Red Herring Prospectus, our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees, and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits and Sweat

Equity) Regulations, 2021 as amended from time to time.

**7. Issue of shares at a price lower than the Issue Price in the last one year:**

Except as mentioned in point 3, our Company has not issued any Equity Shares in the last (1) one year immediately preceding the date of this Red Herring Prospectus at a price which may be lower than the Issue Price.

**8. As of the date of this Red Herring Prospectus, our Company no longer holds any Preference Share Capital.**

**9. We are in compliance with the Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of this Red Herring Prospectus (RHP).**

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### Shareholding Pattern of our Company:

The table below presents the current shareholding pattern of our Company as per Regulation 31 of SEBI LODR Regulations as on the date of this Red Herring Prospectus.

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid-up equity share held (IV)	No. of Partly paid-up equity share held (V)	No. of shares underlying Depository receipts (VI)	Total nos. Equity shares held (VII)=(IV) + (V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting rights held in each class of securities (IX)		No. of Shares Underlying Outstanding convertible Securities (Including warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2) + (XI) = (VII) + (X)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No. of Voting Right	Total as a % of (A+B+C)			No. (a) As a % of Total shares held (b)		No. (a) As a % of Total shares held (b)		
(A)	Promoters & Promoter Group	1	1,07,14,804	-	-	1,07,14,804	99.99 %	1,07,14,804	99.99%	-	-	-	-	-	-	1,07,14,804
(B)	Public	6	12	-	-	12	0.01%	12	0.01%			-	-	-	-	12
(C)	Non-Promoter - Non-Public	-	-	-	-	-	-	-	-			-	-	-	-	-
(C1)	Shares underlying DR	-	-	-	-	-	-	-	-			-	-	-	-	-
(C2)	Shares held by Emp. Trust	-	-	-	-	-	-	-	-			-	-	-	-	-
	TOTAL	7	1,07,14,816	-	-	1,07,14,816	100%	1,07,14,816	100%							1,07,14,816

**Note:**

- *As on the date of this Red Herring Prospectus, 1 Equity share holds 1 vote. The face value of equity shares is Rs.5/- each. Furthermore, the entire pre-IPO equity share of the company will be locked in prior to listing of shares on the NSE Emerge.*
- *We have only one class of Equity Shares of face value of ₹5.00 each.*
- *Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the Website of the Stock Exchange i.e. NSE Emerge before commencement of trading of such Equity Shares.*

#### 10. List of shareholders holding 1.00% or more of the paid-up capital of our Company

- a) List of shareholders holding 1.00% or more of the paid-up capital of our Company as on the date of this Red Herring Prospectus:

Sr. No.	Name	Shares Held	Pre-Issue paid up Share Capital
1.	Shradha Infraprojects Ltd.*	1,07,14,804	99.99
<b>Total</b>		<b>1,07,14,804</b>	<b>99.99</b>

*\*Shradha Infraprojects Limited is a listed Entity on NSE Mainboard.*

- b) List of shareholders holding 1.00% or more of the paid-up capital of our company as on date ten days prior to the date of this Red Herring Prospectus:

Sr. No.	Name	Shares Held	Pre-Issue paid up Share Capital
1.	Shradha Infraprojects Ltd.*	1,07,14,804	99.99
<b>Total</b>		<b>1,07,14,804</b>	<b>99.99</b>

*\*Shradha Infraprojects Limited is a listed Entity on NSE Mainboard.*

- c) List of shareholders holding 1.00% or more of the paid-up capital of our company as on one year prior to the date of this Red Herring Prospectus:

Sr. No.	Name	Shares Held	% Pre-Issue paid up Share Capital
1.	Shradha Infraprojects Ltd.*	66,96,759	99.99
<b>Total</b>		<b>66,96,759</b>	<b>99.99</b>

*\*Shradha Infraprojects Limited is a listed Entity on NSE Mainboard.*

- d) List of shareholders holding 1.00% or more of the paid-up capital of our company as on two years prior to the date of this Red Herring Prospectus:

Sr. No.	Name	Shares Held	% Pre-Issue paid up Share Capital
1.	Shradha Infraprojects Ltd.*	66,96,759	99.99
<b>Total</b>		<b>66,96,759</b>	<b>99.99</b>

*\*Shradha Infraprojects Limited is a listed Entity on NSE Mainboard.*

11. Our Company has not issued any convertible instruments like warrants, debentures, etc. since its Incorporation and there are no outstanding convertible instruments as on the date of this Red Herring Prospectus.
12. Our Company has not made any public Issue (including any rights issue to the public) since its incorporation.
13. There will be no further issue of capital, whether by way of the issue of bonus shares, preferential allotment, Right issue or in any other manner during the period commencing from the date of the Red Herring Prospectus until the Equity Shares of our Company have been listed or application money unblocked on account of failure of Issue.
14. Except as disclosed in this Red Herring Prospectus, our Company does not have any intention or proposal to alter our capital structure within a period of 6 months from the date of opening of the offer by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or bonus, rights, further public issue or qualified institutions placement or otherwise. However, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the opening of the Issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

### 15. Details of our Promoter Shareholding:

As on the date of this Red Herring Prospectus, our Promoter holds 99.99% of the pre- Issue, subscribed, and paid-up Equity Share capital of our Company.

Build-up of the shareholding of our Promoters in our Company

Date of Allotment/Transfer	No. of Equity Shares	Face Value of Shares	Issue/Acquisition/Transfer Price	Consideration (₹)	Nature of Transaction/Issue	Pre-Issue Shareholding %	Post-Issue Shareholding %
<b>Sunil Raisoni</b>							
September 30, 2008	1900	10	10	19,000	Transfer from Bharti Jain	0.018	0.012
April 18, 2014	(1900)	10	10	19,000	Transfer to Shreyas Raisoni	(0.018)	(0.012)
<b>Shreyas Raisoni</b>							
April 18, 2014	1,900	10	10	19,000	Transfer from Sunil Raisoni	0.018	0.013
June 22, 2018	(19,000)	1	1	19,000	Transfer to Shradha Infraprojects (Nagpur) Limited	(0.18)	(0.13)
<b>Shradha Infraprojects Ltd.</b>							
June 22, 2018	66,96,760 <sup>(i)</sup>	1	1	66,96,760 <sup>(i)</sup>	Transfer from Sunil Raisoni HUF, Femina Infrastructures Pvt. Ltd., Millia Trading Pvt. Ltd., Zenith Commotrade Pvt. Ltd., and Shreyash Raisoni.	12.5 <sup>(ii)</sup>	8.92
November 25, 2023	93,75,464	5	0	0	Bonus (7:1)	87.5	62.44
May 30, 2024	(12)	5	5	60	Transfer to Preeti Pachariwala, Nitin Jawade, Anupam Chaube, Sudhir Juare, Jyoti Shahare, and Manesh Ghate	Negligible	Negligible
June 01, 2024	1	5	5	5	Transfer from Shreyas Raisoni jointly with Shradha Infraprojects Limited.	Negligible	Negligible
<b>Total</b>	<b>1,07,14,804</b>					<b>99.99</b>	<b>71.36</b>

(i) Our Equity Shares were consolidated from ₹1/- per equity share - to ₹5/- per equity share each on October 09, 2023. Due to which 66,96,760 equity share of ₹1/- each is consolidated into 13,39,352 equity shares of ₹5/- each.

(ii) Percentage is calculated by taking consolidated equity shares i.e. 13,39,352.

**Note:**

- The entire Promoter shares shall be subject to lock-in from the date of allotment of the equity shares issued through this Red Herring Prospectus for periods as per applicable Regulations of the SEBI (ICDR) Regulations.
- None of the shares belonging to our Promoter have been pledged till date.
- All the shares held by our Promoter, were fully paid-up on the respective dates of acquisition of such shares.
- All Equity Shares held by our Promoter are in dematerialized form, as on the date of this Red Herring Prospectus.

**16. The shareholding pattern of our Promoter and Promoter Group before and after the Issue is set forth below:**

Sr. No.	Category of Promoter	Pre-Issue		Post-Issue*	
		No. of Shares	% of Pre- Issue Capital	No. of Shares	% of Post- Issue Capital
<b>A.</b>	<b>Promoter</b>				
	Shradha Infraprojects Ltd.	1,07,14,804	99.99	1,07,14,804	71.36
	<b>Total A</b>	<b>1,07,14,804</b>	<b>99.99</b>	<b>1,07,14,804</b>	<b>71.36</b>
<b>B.</b>	<b>Promoter Group</b>				
	Not Applicable	-	-	-	-
	<b>Total</b>	-	-	-	-

\*Assuming none of the promoters is subscribing to the issue

The average cost of acquisition of or subscription of shares by our Promoter is set forth in the table below:

Sr. No.	Name of the Promoter	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Shradha Infraprojects Ltd.	1,07,14,804	4.70*

The average cost of acquisition of Equity Shares by our Promoter has been calculated by taking into account the amount paid by them, by way of fresh issuance or transfer, the Equity Shares less amount received by them for the sale of Equity Shares through transfer, if any and the net cost of acquisition has been divided by total number of shares held as on date of the Red Herring Prospectus.

\*This has been certified by V S Jakhotiya & Co., Chartered Accountants, by way of their certificate dated December 09, 2024.

**We have 7 (Seven) Shareholders as on the date of this Red Herring Prospectus.**

**We hereby confirm that:**

Except as disclosed below, there has been no acquisition, sale or transfer of Equity Shares by our Promoter, Promoter Group, Directors, and their immediate relatives in the last 6 months preceding the date of filing of this Red Herring Prospectus.

**Promoter: Shradha Infraprojects Ltd.**

Date	Nature of Transaction	Number of Equity Shares Subscribed to/ Acquired/ Allotted	Number of Equity Shares Sold
September 11, 2024	Transfer of Equity Shares to Karan Manoj Paidalwar	-	2
June 01, 2024	Transfer of Equity Shares from Shreyas Rasoni jointly with Shradha Infraprojects Limited.	-	1
May 30, 2024	Transfer of Equity Shares to Preeti Pachariwala	-	2
May 30, 2024	Transfer of Equity Shares to Nitin Jawade	-	2
May 30, 2024	Transfer of Equity Shares to Anupam Chaube	-	2
May 30, 2024	Transfer of Equity Shares to Sudhir Juare	-	2

May 30, 2024	Transfer of Equity Shares to Jyoti Shahare	-	2
May 30, 2024	Transfer of Equity Shares to Manesh Ghatge	-	2

17. None of our Directors or Key Managerial Personnel or Senior Management hold any Equity Shares in our Company.

#### 18. Promoters' Contribution and Lock-in details

##### a. Details of Promoters' Contribution and Lock-in for Three Years

Pursuant to the Regulation 236 and 238 of SEBI ICDR Regulations, an aggregate of at least 20% of the post Issue Equity Share capital of our Company held by our Promoter shall be locked-in for a period of three years from the date of Allotment in this Issue, and the Promoters' shareholding in excess of 20% of the fully diluted post-Issue Equity Share capital shall be locked in for a period of one year from the date of Allotment. As on date of this Red Herring Prospectus, our Promoter holds 1,07,14,804 Equity Shares constituting 99.99% of the pre-issue paid up equity share capital of our Company.

The lock-in of Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

As on the date of this Red Herring Prospectus, our Promoter holds 1,07,14,804 Equity Shares constituting 71.36 % of the Post-Issued, subscribed, and paid-up Equity Share Capital of our Company, which are eligible for the Promoter's contribution.

Our Promoter has given written consent to include Equity Shares held by them and subscribed to by them as part of Promoter's Contribution constituting 71.36 % of the post issue Equity Shares of our Company. Further, they have agreed not to sell or transfer or pledge or otherwise dispose of in any manner the Promoter's contribution, for a period of three years from the date of allotment in the Issue.

##### b. Details of the Equity Shares forming part of Promoter Contribution and their lock-in details are as follows:

Name of Promoters	Date of Allotment/Acquisition & when made fully paid up	No of Equity shares	No of Equity shares locked in*	Face Value (in ₹)	Issue Price (in ₹)	Nature of Allotment	% of Pre-Issue Paid-up Capital	% of Post-Issue Paid-up Capital*	Lock-in Period
Shradha Infraprojects Ltd.	November 25, 2023	93,75,464	30,18,019	5	Nil	Bonus Issue	28.17%	20.10%	3 Years

*\*Assuming full subscription to the offer*

19. The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoter's Contribution under Regulation 237 of the SEBI (ICDR) Regulations, 2018. In this computation, as per Regulation 237 of the SEBI (ICDR) Regulations, our Company confirms that the Equity Shares locked-in do not, and shall not, consist of:

- The Equity Shares offered for minimum 20 % Promoter's Contribution have not been acquired in the three years preceding the date of this Red Herring Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets nor resulted from a bonus issue out of the revaluation reserves or unrealized profits of the Company or against Equity Shares which are otherwise ineligible for computation of Promoter's contribution;
- The minimum Promoter's contribution does not include Equity Shares acquired during the one year preceding the date of this Red Herring Prospectus at a price lower than the Issue Price;
- The Equity Shares held by the Promoter and offered for minimum Promoter's contribution are not subject to any pledge or any other form of encumbrances;
- All the Equity Shares of our Company held by the Promoters are in dematerialized form;
- The Equity Shares offered for the Promoter's contribution do not consist of Equity Shares for which specific written consent has not been obtained from the Promoters for inclusion of its subscription in the Promoter contribution subject to lock-in.
- No equity shares have been issued to our Promoters upon conversion of a partnership firm during the preceding one year at a price less than the Offer Price;



- The minimum Promoters' Contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoters under the SEBI ICDR Regulations.

**20.** We further confirm that our Promoter's Contribution of 20% of the Post Issue Equity does not include any contribution from Alternative Investment Funds or FVCI or Scheduled Commercial Banks or Public Financial Institutions or Insurance Companies

**21. Equity Shares locked-in for one year other than Minimum Promoter Contribution**

In terms of Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoter's contribution which is locked in for three years, as specified above, the entire pre-issue equity share capital shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

**22. Inscription or recording of non-transferability**

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, the Equity Shares which are subject to lock-in shall carry inscription 'non-transferable' along with the duration of specified non-transferable period mentioned in the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares, the Company shall ensure that the lock in is recorded by the depository.

**23. Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors**

Fifty percent of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

**24. Pledge of Locked in Equity Shares**

Pursuant to Regulation 242 of the SEBI (ICDR) Regulations, 2018, the locked-in Equity Shares held by our Promoter can be pledged with any scheduled commercial bank or public financial institution or systematically important non-banking finance company or a housing finance company as collateral security for loans granted by them, provided that:

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

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

**25. Transferability of Locked in Equity Shares**

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of SEBI (SAST) Regulations, 2011 as applicable;

- The Equity Shares held by our Promoter are locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoter or any person of the Promoter Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
- The equity shares held by persons other than promoter and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoter's Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

Our Company, our Directors and the Book Running Lead Manager to this Issue have not entered into any buy-back or similar arrangements with any person for purchase of our Equity Shares issued by our Company.

As on date of this Red Herring Prospectus, there are no partly paid-up equity shares and all the Equity Shares of our Company

are fully paid up. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.

26. As on the date of filing of this Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoter or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer.
27. As on the date of this Red Herring Prospectus, the Book Running Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Book Running Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.
28. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under “Basis of Allotment” in the chapter titled “*Issue Procedure*” beginning on page 326 of this Red Herring Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (2) of SEBI (ICDR) Regulations, as amended from time to time.
29. An over-subscription to the extent of 10% of the Net Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post Issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to lock-in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
30. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of the Net Proceeds.
31. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
32. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
33. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net issue to the public portion.
34. We have 7 (Seven) Shareholders as on the date of filing of the Red Herring Prospectus.
35. We shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
36. There are no Equity Shares against which depository receipts have been issued.
37. As per RBI regulations, OCBs are not allowed to participate in this issue.
38. This Issue is being made through Book Building Price Issue.
39. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. No payment, direct or indirect in the nature of discount, commission, allowances or otherwise shall be made either by us or our Promoter to the persons who receive allotments, if any, in this Issue.
40. No person connected with the Issue shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.
41. None of our Promoter and Promoter Group will participate in the Issue. Our Company shall ensure that transactions in the Equity Shares by the Promoter and the Promoter Group between the date of filing this Red Herring Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.

## SECTION V – PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

This Issue comprises of Fresh Issue of up to 43,00,200 Equity Shares of face value of ₹ 5/- each by our Company aggregating to ₹ [●] Lakhs.

#### FRESH ISSUE

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

1. Funding Working Capital Requirements of our Company
2. Repayment/ Prepayment of Certain Borrowings availed by our Company and Margin Money for obtaining Bank Guarantee
3. Capital expenditure towards purchase of construction equipments
4. General corporate purposes
5. To meet the issue expenses

(Collectively, referred to herein as the “*Objects of the Issue*”)

We believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the Emerge Platform of NSE. It will also create a public trading market for the Equity Shares of our Company.

The main objects and objects incidental and ancillary to the main objects, as set out in our Memorandum of Association, enable our Company to undertake our existing business activities and the activities for which funds are being raised by us through the Issue. In addition, our Company expects to receive the benefits of listing of Equity Shares on “NSE Emerge” including enhancing our visibility and our brand image among our existing and potential clients and creating a public market for our Equity Shares in India.

#### FRESH ISSUE PROCEEDS

The details of the proceeds of the Fresh Issue are set forth in the table below:

(₹ In Lakhs)

Particulars	Amount
Gross Proceeds of the Fresh Issue*	[●]
Less: Issue related Expenses in relation to Fresh Issue <sup>(1)</sup>	[●]
Net Proceeds of the Fresh Issue*	[●]

<sup>(1)</sup> The Issue related expenses are estimated expenses and subject to change.

\*To be updated in the Prospectus prior to filing with RoC.

#### REQUIREMENT OF FUNDS AND UTILISATION OF NET PROCEEDS

The Net Proceeds of the Issue are proposed to be utilised in the manner set out in the following table:

S. No.	Particulars	Estimated Amount (₹ in Lakhs)
1.	Funding Working Capital Requirements of our Company	3898.04
2.	Repayment/ Prepayment of Certain Borrowings availed by our Company and Margin Money for obtaining Bank Guarantee	1672.34
3.	Capital expenditure towards purchase of construction equipments	704.80
4.	General Corporate Purpose#	[●]
	<b>Total</b>	<b>[●]</b>

# The amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the Fresh Issue.

## PROPOSED SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF THE NET PROCEEDS

The Net Proceeds of the Fresh Issue (“*Net Proceeds*”) are currently expected to be deployed in accordance with the schedule as stated below:

### A) SCHEDULE OF IMPLEMENTATION

(₹ In lakhs)			
S. No.	Particulars	Amount to be funded from the Net Issue Proceeds (₹ in Lakhs)	Estimated Utilization of Net Proceeds (₹ in Lakhs) Upto Financial year (2024-25) *
1	Funding Working Capital Requirements of our Company	3898.04	3898.04
2	Repayment/ Prepayment of Certain Borrowings availed by our Company and Margin Money for obtaining Bank Guarantee	1672.34	1672.34
4	Capital expenditure towards purchase of construction equipments	704.80	704.80
5	General Corporate Purpose#	[•]	[•]
6	To meet issue expenses	[•]	[•]

# The amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the Fresh Issue.

\*In the event of the estimated utilization of the Net Proceeds in a scheduled financial year being not undertaken in its entirety, the remaining Net Proceeds shall be utilized in subsequent financial years, as may be decided by our Company, in accordance with applicable laws. Further, if the Net Proceeds are not completely utilized for the Objects during the respective periods stated above due to factors such as (i) economic and business conditions; (ii) increased competition; (iii) timely completion of the Issue; (iv) market conditions outside the control of our Company; and (v) any other commercial considerations, the remaining Net Proceeds shall be utilized (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws.

### B) FUNDS DEPLOYED AND SOURCE OF FUNDS DEPLOYED

#### Funds Deployed:

VS Jakhotiya & Co, Chartered Accountants vide their certificate dated December 09, 2024 have confirmed that as on December 09, 2024 the following funds have been deployed for the proposed object of the Issue:

Particulars	Amt (in Lakhs)
Issue Expenses	12.79
<b>Total</b>	<b>12.79</b>

#### Sources of Financing for the Funds Deployed:

VS Jakhotiya & Co, Chartered Accountants vide their certificate dated December 09, 2024 have confirmed that as on December 09, 2024, the following funds have been deployed for the proposed object of the Issue:

Particulars	Amt (in Lakhs)
Internal Accruals	12.79
<b>Total</b>	<b>12.79</b>

## MEANS OF FINANCE

We intend to finance our Objects of the Fresh Issue through Net Proceeds which is as follows:

Particulars	Amt. (₹ in Lakhs)
Net Proceeds	[•]
<b>Total</b>	<b>[•]</b>

Since, the entire fund requirement are to be funded from the net proceeds, there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue.

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management.

For further details on the risks involved in our business plans and executing our business strategies, please see the heading "*Internal Risk Factors*" under the section titled "*Risk Factors*" beginning on page 29 of this Red Herring Prospectus.

## DETAILS OF THE OBJECTS OF THE ISSUE

### 1. Funding Working Capital Requirements of our Company

Our Company operates primarily in two key segments: Infrastructure and Construction of Commercial Projects. Within the Infrastructure segment, our focus encompasses the construction of roads (including bridges), flyovers, water supply systems, irrigation projects, and other related infrastructure activities and in our Construction of Commercial Projects segment, we build various spaces such as, office complexes, retail centers, exhibition halls, retail outlets, private educational institutions, and other facilities. Our Company began operations focusing on Construction of Commercial Projects and has since expanded its services to encompass all aspects of Infrastructure segment as detailed above. To continue the expansion, our Company proposes to utilize Rs. 3898.04 lakhs towards funding its working capital requirements in the ordinary course of business. We have significant working capital requirements, and in the ordinary course of business, we fund our working capital needs through internal accruals and/or through debt facilities. Our Company, in order to support its funding growth opportunities, incremental business requirements and for other strategic, business, and corporate purposes requires additional working capital and such funding is expected to lead to a consequent increase in our revenues and profitability.

### Existing Working Capital and Source of Funding

The details of our Company's existing working capital gap and source of their funding, based on standalone financial statements for the half year ended September 30, 2024 and for the financial year ended March 31, 2024, 2023 and 2022 are provided in the table below:

Particulars	As per Standalone financial statement			
	March 31, 2022	March 31, 2023	March 31, 2024	September 30, 2024
<b>Current Assets</b>				
Inventories	12,362.49	7,955.91	4,843.21	3,802.12

(Rs. in Lakhs)

Trade Receivables	-	41.21	33.30	189.69
Loans	-	215.95	253.72	1,004.18
Other Financial Assets	0.40	-	-	9.90
Current Tax Assets (Net)	1.21	1.21	1.21	1.30
Other Current Assets	6.33	1.58	7.98	49.75
<b>Total (I)</b>	<b>12,370.44</b>	<b>8,215.86</b>	<b>5,139.42</b>	<b>5,056.93</b>
<b>Current Liabilities</b>				
Short Term Borrowings	10,847.40	6,107.33	2,698.20	2,260.90
Trade Payables	528.26	269.56	130.37	164.20
Other Financial Liabilities	3.50	7.81	8.99	159.97
Other Current Liabilities	52.81	61.13	57.60	10.72
Current Tax Liabilities (Net)	2.68	92.40	28.16	85.84
<b>Total (II)</b>	<b>11,434.66</b>	<b>6,538.23</b>	<b>2,923.33</b>	<b>2,681.62</b>
<b>Net Working Capital (I) – (II)</b>	<b>935.78</b>	<b>1,677.63</b>	<b>2,216.09</b>	<b>2,375.31</b>
<b>Sources of funds:</b>				
Owned Funds	935.78	1,677.63	2,216.09	2,375.31

#### Details for increase in working capital requirement of the Company for FY 2023

One of the important factors affecting the working capital requirements of the business is its scale and at what stage is it positioned in its economic life cycle. The Company's fund requirement went up as the Trade Receivables increased by Rs. 41.21 Lakhs in fiscal year ended 31 March, 2023 from NIL in fiscal year ended 31 March, 2022. This was due to increase in revenue from operations of Company which went up by 7484.47% to Rs. 8,349.21 Lakhs in fiscal year ended 31 March, 2023 as compared to Rs. 110.08 Lakhs in fiscal year ended 31 March, 2022 primarily due to sale of the Office Block/Commercial Space (from NIL in fiscal 2022 to Rs 8,050.00 lakhs in fiscal 2023). Also, Company's fund requirement went up as the Loans (extended to Digvijay Shradha Infrastructure Private Limited, a material subsidiary of the Company) increased by Rs. 215.95 Lakhs in fiscal year ended 31 March, 2023 from NIL in fiscal year ended 31 March, 2022.

Apart from this, the Company repaid Short-Term Borrowings of Rs. 4,740.07 Lakhs in the fiscal year ended 31 March, 2023. The short-term borrowings were repaid as Company had clear funds available as other than Rs. 41.21 Lakhs of revenue which was yet to be realized and seen as debtors in financials the balance revenue was realized. Also, the Company earned other income amounting to Rs. 2.34 Lakhs which further increased fund balance available with the Company. The reason of this balance is primarily due to increase in Other Income (from Rs 0.30 lakhs in fiscal 2022 to Rs 1 lakhs in fiscal 2023).

There was also reduction in Trade Payables by Rs. 258.70 Lakhs which came to be at Rs. 269.56 in the fiscal year ended 31 March, 2023 from Rs. 528.26 Lakhs in the fiscal year ended 31 March, 2022. The trade payables were repaid as Company had clear funds available.

Therefore, trade receivables along with repayment of Short-Term Borrowings & Trade payable, majorly led to an increase in fund requirement for doing business by the Company thereby leading to increased Working Capital requirement.

#### Details for Increase in working capital requirement of the Company for FY 2024

During the fiscal year ended 31 March, 2024 the Company's overall fund requirement increased. Company's fund requirement went up as the Other Current Assets went up by Rs. 6.40 Lakhs to Rs. 7.98 Lakhs in FY 2023-24 from Rs. 1.58 Lakhs in FY 2022-23. This increase was majorly due to advance given to creditors for business purpose.

During the said year the Trade Receivables went down by Rs. 7.91 Lakhs to Rs. 33.30 Lakhs in FY 2023-24 from Rs. 41.21 Lakhs in FY 2022-23. This was due to money being realised from them partially.

Apart from this, the Company repaid Short-Term Borrowings of Rs. 3409.13 Lakhs in the fiscal year ended 31 March, 2024. The short-term borrowings were repaid as Company had clear funds available as other than Rs. 33.30 Lakhs of revenue which was yet to be realized and seen as debtors in financials the balance revenue was realized. Also, the Company earned other income amounting to Rs. 15.44 Lakhs which further increased fund balance available with the Company.

There was also reduction in Trade Payables by Rs. 139.19 Lakhs which came to be at Rs. 130.37 in the fiscal year ended 31 March, 2024 from Rs. 269.56 Lakhs in the fiscal year ended 31 March, 2023. The trade payables were repaid as Company had clear funds available.

During the said year the Loans increased by Rs 37.77 Lakhs to Rs. 253.72 Lakhs in fiscal year ended 31 March, 2024 from 215.95 lakhs in fiscal year ended 31 March, 2023. These were loans extended to Digvijay Shradha Infrastructure Private Limited, a material subsidiary of the Company.

Therefore, increase in Other Current Asset along with repayment of Short-Term Borrowings & Trade payable, majorly led to increased Working Capital requirement of the Company.

#### **Details for increase in working capital requirement of the Company for stub period and estimated period**

During the stub period and estimated period, the Company's overall fund requirement has increased. The factors leading to this increased requirement are as follows:

For the stub Period –the Loans have increased by 750.45 lakhs which is an increase of 295.77% to Rs 1004.18 Lakhs in the stub period from 253.72 lakhs in the fiscal year ended 31 March 2024, Short term Borrowings have reduced by 437.30 lakhs which is decrease of 16.20% to Rs 2260.90 Lakhs in the stub period from Rs 2698.20 Lakhs for the fiscal year ended 31 March 2024, Other Financial Liabilities have increased by 150.98 lakhs which is an increase of 1679.42% to Rs 159.97 in the stub period from Rs 8.99 Lakhs for the fiscal year ended 31 March 2024 the Trade receivables have increased by Rs. 156.39 Lakhs which is a increase of 469.64% to Rs. 189.69 Lakhs in stub period from Rs. 33.30 Lakhs in the fiscal year ended 31 March, 2024 and during the same period Inventory has decreased by Rs 1,041.099 Lakhs to Rs. 3,802.12 Lakhs for the Stub Period from Rs. 4,843.21 in fiscal year ended 31 March, 2024. The inventory has reduced due to completion of construction activity leading to reduction of 21.50% during the stub period. Therefore, the combined effect of all these items has led to net increase in working capital requirement in the Stub Period.

For estimated period – There is an Increase in Inventory by Rs. 1020.92 Lakhs in estimated period as compared to fiscal year ended 31 March, 2024. There is an increase in Trade Receivables by Rs. 1146.93 Lakhs in estimated period as compared to fiscal year ended 31 March, 2024 as Company is expecting that certain invoices will get cleared post the financial year end of estimated period. There will also be repayment of short-term borrowing of Rs. 811.06 Lakhs in estimated period as compared to fiscal year ended 31 March, 2024.

These factors have led to an increase in fund requirement by the Company as increased Inventory, Trade Receivables and repayment of Short-Term Borrowings has led to more funds (as compared to FY 2023-24) being tied up thereby increasing the Working Capital requirement in Estimated Period.

#### **Details for increase in working capital ratio for last three financial years, stub period.**

Particulars	FY 22	FY 23	FY 24	30-Sep-24
Net Working Capital	935.78	1,677.63	2,216.09	2,375.31
Revenue from Operations	110.08	8,349.21	5,885.86	2,122.52
Working capital ratio*	8.50	0.20	0.38	1.12

\*Working capital ratio is calculated by dividing Net Working capital upon Revenue from Operations.

Based on the above working there is no increase in working capital ratio if seen year on year in the 2 full Financial Year. There is a decline in the Working Capital Ratio from FY 2021-22 to FY 2022-23.

It can also be observed from the working, that from FY 2021-22 to FY 2022-23 there is a decline in Working Capital Ratio. Reason for same is as follows:

FY 2021-22 – The revenue in FY 2021-22 was lower as the Construction of Commercial Project segment was under construction and hence very little revenue was realized. At the same time due to ongoing construction activity, the requirement of working capital was high leading increased Working Capital Ratio.

FY 2022-23 – As observed from the table above, there is a decline in the working capital ratio in FY 2022-23 as the revenue from

sale of Construction of Commercial Project was realized leading to increased revenue and thereby reducing the working capital ratio.

FY 2023-24 – As observed from the table above, there is a decrease in revenue realized whereas the working capital requirement increased thereby increasing the working capital ratio.

Also, in the FY 2023-24 there is an increase in working capital requirement as the Loans increased by Rs 37.77 Lakhs to Rs. 253.72 Lakhs in fiscal year ended 31 March, 2024 from 215.95 lakhs in fiscal year ended 31 March, 2023. These were loans extended to Digvijay Shradha Infrastructure Private Limited, a material subsidiary of the Company. During the said year the Other Current Assets went up by Rs. 6.40 Lakhs to Rs. 7.98 Lakhs in FY 2023-24 from Rs. 1.58 Lakhs in FY 2022-23. This increase was majorly due to advance given to creditors for business purpose. During the said year the Trade Receivables went down by Rs. 7.91 Lakhs to Rs. 33.30 Lakhs in FY 2023-24 from Rs. 41.21 Lakhs in FY 2022-23. This was due to money being realised from them partially. Apart from this, the Company repaid Short-Term Borrowings of Rs. 3409.13 Lakhs in the fiscal year ended 31 March, 2024. The short-term borrowings were repaid as Company had clear funds available as other than Rs. 33.30 Lakhs of revenue which was yet to be realized and seen as debtors in financials the balance revenue was realized. Also, the Company earned other income amounting to Rs. 15.44 Lakhs which further increased fund balance available with the Company. There was also reduction in Trade Payables by Rs. 139.19 Lakhs which came to be at Rs. 130.37 in the fiscal year ended 31 March, 2024 from Rs. 269.56 Lakhs in the fiscal year ended 31 March, 2023. The trade payables were repaid as Company had clear funds available. Therefore, increase in Loans to Subsidiary, Increase in Other Current Asset along with repayment of Short-Term Borrowings & Trade payable, majorly led to increased Working Capital requirement of the Company. Due to these reasons the working capital ratio has also gone up.

#### **Basis of Estimation, assumptions and justification of working capital requirements**

Our Company proposes to utilize Rs. **3,898.04** lakhs of the Net Proceeds for our working capital requirements. The amount will be utilized during Fiscal year 2024-2025 towards our Company's working capital requirements. The incremental and proposed working capital requirements, as approved by the Board and key assumptions with respect to the determination of the same are mentioned below.

The estimates of the working capital requirements have been prepared based on the management estimates of future financial performance. The projection has been prepared using a set of assumptions that include assumptions about future events and management's actions that are not necessarily expected to occur.

The working Capital Assumptions of the Company are based on the estimated working capital requirement of the Company majorly towards the Water Supply System Projects (Company focus on providing potable water through treatment process and distributing it to urban & rural areas. Active source water from pond, lakes, and reservoirs, which is conveyed through pipelines to the water treatment plant. At the plant, treatment processes like aeration, settling, filtration, and chlorination, takes place. Thereafter, the treated water is supplied through pipelines to ground water sump/overhead tanks for further distribution to households.) which has been approved by the members. The company being an infrastructure Company and majority revenue being tied to government approvals, the inventory and trade receivable holding days are always high. This has been factored in while estimating the working capital requirements.

On the basis of existing and estimated working capital requirement of our Company on standalone basis, and assumptions for such working capital requirements. The proposed funding of such working capital requirements as set forth below:

#### **Assumptions for working capital requirement (standalone basis)**

*(Rs. in Lakhs)*

Particulars	Estimated Working Capital Requirement Financial year 2024-25
<b><u>Current Assets</u></b>	
Inventories	5,864.13
Trade Receivables	1,180.23
Loans	264.22
Other Financial Assets	-
Current Tax Assets (Net)	1.30



Other Current Assets	32.66
<b>Total (I)</b>	7,342.55
<b>Current Liabilities</b>	
Short Term Borrowings	1,887.14
Trade Payables	346.26
Other Financial Liabilities	65.77
Other Current Liabilities	4.05
Current tax Liabilities (net)	427.05
<b>Total (II)</b>	2,730.27
<b>Net Working Capital (I) – (II)</b>	4612.28
<b>Sources of funds:</b>	
Part of the Net proceeds to be utilized	3898.04
Own Funds	714.24

*\*Based on certificate by Statutory Auditor, V S Jakhotiya & Co, Chartered Accountants vide its certificate Dated February 3, 2025.*

#### **Assumptions for Holding Levels**

Particulars	Holding level as on				(In Months) Projected March 31, 2025
	March 31, 2022	March 31, 2023	March 31, 2024	September 30,2024	
<b>Current Assets</b>					
Inventories	1532.86*	13.53	12.01	28.25	11.10
Trade Receivables	0	0.06	0.07	1.07	1.84
<b>Current Liabilities</b>					
Trade Payables	65.50**	0.46	0.32	1.22	0.66

Particulars	Holding level as on				(In Days) Projected March 31, 2025
	March 31, 2022	March 31, 2023	March 31, 2024	September 30,2024	
<b>Current Assets</b>					
Inventories	46624.39*	411.64	365.41	859.31	337.57
Trade Receivables	0	1.80	2.07	32.62	55.91
<b>Current Liabilities</b>					
Trade Payables	1992.30**	13.95	9.84	37.11	19.93

\* Inventory holding days/months are high because due to ongoing construction inventory has been created but is yet to be sold leading to high inventory and low cost of good sold.

\*\* Trade payable holding days/months are high because inventory has been created but yet to be sold leading to low cost of good sold which has led to higher trade payable holding days/months ratio.

**Justification for Holding Period Levels.**

Particulars	Details
Inventory	<p>In Fiscal 2021 -2022, 2022-2023 &amp; 2023-2024 our average Inventory holding period was 1532.86 months, 13.53 months and 12.01 months respectively. We are estimating the Inventory holding period at level of 11.10 months in the fiscal 2024-2025. This can be attributed to liquidation of inventory under our “Construction of Commercial Project” segment and our increased operations under “Infrastructure” segment having a relatively lower holding period.</p> <p>High inventory holding days is due to peculiar the nature of the business. The business does not have a fast inventory conversion cycle as inventory predominantly are roads work, water supply systems work and commercial space (previous FY) all of which take a significant amount of time and government approvals before they can be invoiced and accounted as revenue. This leads to a higher gestation period leading to high inventory holding days.</p>
Trade Receivables	In Fiscal 2022-2023, 2023-2024 our average Debtor holding period was 0.06 months and 0.07 months respectively. We are estimating trade receivable holding period of 1.84 months for the fiscal 2024- 2025 as per our projected financials and market conditions.
Trade Payables	In Fiscal 2021 -2022, 2022-2023 and 2023-2024 our trade payables were 65.50 months, 0.46 months and 0.32 months respectively, we are estimating trade payables holding period 0.66 months for the fiscal 2024-2025 as per our projected financials as the trade payable months are expected to stabilise under the Water Supply System service under our ‘Infrastructure’ Segment due to the nature of the business.

**Justification for Holding Period Levels**

Apart from the above there are Other Working Capital Requirements such as Loans, Other Current Assets, Other Financial Assets, Current Tax Assets (Net), Short Term Borrowings, Other Financial Liabilities, Other Current Liabilities and Current tax Liabilities (net).

Particulars	Details
Loans	Loan amounts to Rs 264.22 Lakhs, and refers to loans extended to other parties. These loans are provided for business purpose to corporates in normal course of business.
Other Current Assets	Short term Loan amounts to Rs 32.66 Lakhs, it mainly includes advance to creditors, Prepaid Expenses, Rent Receivable, and Advance against Expenses. Other Current Assets are estimated based on previous year outstanding amount and for expected Business requirement of company.
Current Tax Assets (Net)	Current Tax Assets (Net) amounts to Rs 1.30 lakhs and it mainly includes Income Tax Refund Receivable of earlier year. Current Tax Assets are estimated based on previous year outstanding amount and for expected Business requirement of company.
Short Term Borrowings	Short Term Borrowings amounts Rs. 1887.14 lakhs, it mainly includes Bank Overdraft, Intercompany loans, Loan from Body Corporates, Related Party, Individual, and Holding Company. These are loans repayable on demand and are estimated based on previous year outstanding amount and for expected Business requirement of company.

Other Financial Liabilities	Other Financial Liabilities amounts to Rs. 65.77 lakhs, it mainly includes Expense Payables, Interest Expense Payable, Salary Payable, Professional Fees Payable and Audit Fees Payable. Other Financial Liabilities are estimated based on previous year outstanding amount and for expected Business requirement of company.
Other Current Liabilities	Other Current Liabilities amounts to Rs. 4.05 Lakhs, it mainly includes Statutory Dues Payable, Expense Payable and Revenue received in advance (Advance from Customers). Other Current Liabilities are estimated based on previous year outstanding amount and for expected Business requirement of company.
Current tax Liabilities (net)	Current tax Liabilities (net) amounts to Rs 427.05 Lakhs, it mainly includes Income Tax Liability for Current Period and for Previous period along with Advance Tax and Tax Deducted at source. Current Tax Liabilities are estimated based on expected business growth of the Company.

## **2. Repayment/ Prepayment of Certain Borrowings availed by our Company and Margin Money for obtaining Bank Guarantee**

Our Company has entered into various borrowing arrangements with banks and financial institutions. Also, as per the business needs of the Company, margin money is required for the purpose of obtaining bank guarantees by the Company.

Our Company intends to utilize Rs. 1672.34 lakhs of the Net Proceeds towards repayment or prepayment of all or a portion of the principal amount and the accrued interest thereon in case of certain loans availed and towards margin money for obtaining bank guarantees. Pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract prepayment charges as prescribed by the respective lender. Such prepayment charges, as applicable, will also be funded out of the Net Proceeds. Given the nature of the borrowings and the terms of repayment or prepayment, the aggregate outstanding amounts under the borrowings may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or refinance some of their existing borrowings prior to Allotment. Also, our Company may avail additional loan facilities or draw down on in its working capital facilities from time to time to meet its business requirements. Accordingly, our Company may utilize the Net Proceeds for repayment/prepayment of any such refinanced facilities (including any prepayment fees or penalties thereon) or any additional facilities obtained by our Company.

As per our agreement with Jain Engineering Works (India) Pvt. Ltd. ("JEW") - who has sub-contracted the Water Supply System projects to us (kindly refer chapter "Our Business" on page no. 117) - the Company has to replace the existing bank guarantee offered by JEW. In lieu, of the same the Company is in requirement of margin money to be offered to avail such Bank Guarantee ("BG"). The Company is of the view that it will be able to avail such BG on the same terms and conditions on which JEW has obtained the BG (kindly refer table below). However, the terms and conditions of such availment may vary from time to time and our Company will move forward with the best possible recourse.

However, the aggregate amount to be utilized from the Net Proceeds towards prepayment or repayment of borrowings (including refinanced or additional facilities availed, if any) and the margin money for obtaining the bank guarantee, in part or full, will not exceed Rs. 1672.34 lakhs. We believe these actions will help reduce our outstanding indebtedness and debt servicing costs and enable utilization of the internal accruals for further investment towards business growth and expansion. Also, availment of BG will ensure that Company is able to fulfill the terms as per the sub contact agreement. In addition, we believe that this would improve our ability to raise further resources in the future to fund potential business development opportunities.

**Details of the loan proposed to be repaid/prepaid:**
*(Amount in Lakhs)*

Sr. No	Name of The Lenders/Banks	Date of Sanction	Brief Terms and Conditions*	Secured/ Unsecured	Sanctioned Amount	Purpose for which loans were Aailed	Outstanding amount as on 30th September 2024	Date of Disbursement
1	Union Bank of India	August 19, 2023	Rate of Interest –11.05% per annum Tenure – on Demand	Secured	500.00	Working Capital-CC Loan	494.90	September 30, 2023
2	Tirupati Urban Co- Operative Bank Limited	May 15, 2023	Rate of Interest – 8.75% per annum Tenure – 60 months	Secured	595.00	Commercial Vehicle Loan  (Eicher Tipper & Transit Mixer)	191.42	May 18, 2023
3	Wardhaman Urban Co- Operative Bank Limited	May 12, 2023	Rate of Interest - 8.5% per annum Tenure – 60 months	Secured	400.00	Commercial Vehicle Loan  (Eicher Tippers & Mahindra Bolero Maxx)	370.01	May 12, 2023
<b>Total</b>							<b>1056.33</b>	

*\*There are no penalties for pre-payment of loan.*

*Further we have also obtained a Certificate from our V S Jakhotiya & Co, Chartered Accountants vide its certificate Dated December 09, 2024, which certifies utilization of above loans for the purpose for which they were availed.*

**Details of Total Consolidated Borrowings:**
*(Amount in Lakhs)*

Sr. No.	Name of Company	As on 07 <sup>th</sup> December 2024		
		Secured	Un-Secured	Total
1.	Achievers Ventures Private Limited	-	-	-
2.	Stargate Ventures LLP	-	1847.15	1847.15
3.	Solus Ventures LLP	-	-	-
4.	Active Infrastructures Limited	498.63	1866.00	2364.63
5.	Digvijay Shradha Infrastructures Private Limited	2072.95	231.25	2304.20
<b>Total</b>		<b>2571.58</b>	<b>3944.40</b>	<b>6515.98</b>

**Details of Margin money currently furnished by JEW for obtaining Bank Guarantee (BG)\***

(Amount in Lakhs)

Sr. No	Name of Project on which JEW has currently obtained the Bank Guarantee	Bank Guarantee Amount	Purpose for which JEW has currently obtained the Bank Guarantee	Margin money currently furnished by JEW for obtaining Bank Guarantee	Amount to be used from Net Proceeds
1	Niwadi - Prathvipur-II Multi Villages Rural Water Supply Scheme	490.00	Performance security in form of Bank Guarantee to be furnished to Madhya Pradesh Jal Nigam Maryadit	122.50	122.50
2	Madhya Pradesh Urban Service Improvement Project II Package 7C	506.61	Performance security in form of Bank Guarantee to be furnished to Madhya Pradesh Urban Development Company Limited	126.65	126.65
3	Madhya Pradesh Urban Service Improvement Project II Package 6J	922.80	Performance security in form of Bank Guarantee to be furnished to Madhya Pradesh Urban Development Company Limited	230.70	230.70
4	Madhya Pradesh Urban Service Improvement Project II Package 3C	450.00	Performance security in form of Bank Guarantee to be furnished to Madhya Pradesh Urban Development Company Limited	126.75	112.50 (Note-1)
5	Madhya Pradesh Urban Service Improvement Project II Package 3C	94.59	Performance security in form of Bank Guarantee to be furnished to Madhya Pradesh Urban Development Company Limited	23.65	23.65
	<b>Total</b>	<b>2464.00</b>			<b>616.00</b>

\*Based on certificate by Statutory Auditor, V S Jakhotiya & Co, Chartered Accountants vide its certificate Dated December 09, 2024

Note 1 -The difference amount of Rs.0.1425 crores will be funded from the own funds of the Company.

**We hereby confirm that BG mentioned in Sr. No 1 above will be paid/given to Madhya Pradesh Jal Nigam Maryadit by our Company & BG mentioned in Sr. No 2 to 5 above will be paid/given to Madhya Pradesh Urban Development Company Limited by our Company.**

**3. Capital expenditure towards purchase of construction equipments**

On an ongoing basis, we invest in the procurement of capital equipments, which is utilized by us in carrying out our business, based on our order book and the future requirements estimated by our management. In relation to our projects, we propose to utilize ₹ 7,04,80,000 out of the Net Proceeds towards purchase of construction equipments. While we propose to utilize ₹ 7,04,80,000 towards purchasing capital equipment, based on our current estimates, the specific number and nature of such equipment to be purchased by our Company will depend on our business requirements.

A list of such construction equipments along with details of the quotation is set forth below:

Details of Capital Equipments									
S. No	Quotation No.	Date of Quotation	Vendor Name	Item Type	Details of the Equipments	Quantity	Price as per Quotation	Total Amount	Amount to be funded from Net Proceeds from the Offer
1	THCM/ESIPL/0198	November 28,2024	Tata Hitachi	ZAXIS 23U Mini Hydraulic Excavator	Engine Rated Power: 17.7 PS  Engine: YANMAR ENGINE  Operating Weight: 2356 kg  Bucket Capacity: 0.07 M3	2	26,80,000.00	53,60,000.00	53,60,000.00
2	THCM/ESIPL/0198	November 28,2024	Tata Hitachi	Tata Hitachi SHINRAI PRIME	Engine Rated Power: 74.3 HP  Engine: KUBOTA (JAPANESE)  Operating Weight: 8050 kg  Bucket Capacity: .26 cum / 1.1 cum	2	33,25,00.00	66,50,000.00	66,50,000.00
3	THCM/ESIPL/0198	November 28,2024	Tata Hitachi	Rock Breaker B60 (For Shinrai)	Excavator Weight Class: 4 - 8 Ton  Operating Weight: 375 kg  Oil Flow: 35 - 70 lpm  Operating Pressure: 100-140 bar  Impact Blow Rate: 350 ~ 800 bpm  Impact Blow Rate (H/Speed):	2	6,50,000.00	13,00,000.00	13,00,000.00

					450 -1000 bpm  Chisel Diameter: 75 mm  Chisel Length: 780 mm				
4	0045135469	November 19,2024	Hydrotech Equipments Pvt. Ltd.	Ajax Flory 2.8 Mcube (ARGO 2800 NS E1)	Weighing Technology: Pressure Transducer / Load Cell  Drum Output: 2.8 cu.m  Max. Drum Rotation Speed: 21 rpm  Unladen Weight: 7320 kg  Bucket Capacity: 400 L  Fuel Tank: 100 L  Water Tank: 600 L  Water Pump Capacity: 230 lpm  Adblue Tank Capacity: NA  Gradeability: 19°  Drive: 4 Wheel Drive  Tyre: 12.5 / 80 - 18 - 14 PR  Vehicle Speed: 0 - 25 kmph  Variant: Non- Swivel	2	46,00,000.00	92,00,000.00	92,00,000.00
5	45135471	November	Hydrotech	Ajax Flory	Weighing	2	54,00,000.00	1,08,00,000.00	1,08,00,000.0

		19,2024	Equipments Pvt. Ltd.	4.3 Mcube (ARGO 4300 SWL E1)	Technology: Pressure Transducer / Load Cell  Drum Output: 4.3 cu.m  Max. Drum Rotation Speed: 20 rpm  Unladen Weight: 8290 kg  Bucket Capacity: 600 L  Fuel Tank: 115 L  Water Tank: 800 L  Water Pump Capacity: 400 lpm  Adblue Tank Capacity: 16L/18L  Gradeability: 23°  Drive: 4 Wheel Drive  Tyre: 405 / 70 - 20 - 14 PR  Vehicle Speed: 0 - 29 kmph  Variant: Swivel				0
6	Q000317	November 19,2024	Parker Plant India Pvt. Ltd.	StarBatch 160 Static 160 tph Batch Production Asphalt Plant	Four (4) bin cold feed unit  Dryer and burner  Screening and mixing tower  Primary and secondary dust collection	1	3,71,70,000.00	3,71,70,000.00	3,71,70,000.00



					Bitumen storage system				
					Fuel storage tank and pipework				
					Control house with control panel and wiring				
					Supervisory installation and commissioning				
<b>TOTAL AMOUNT</b>						<b>7,04,80,000.00</b>		<b>7,04,80,000.00</b>	

*\*All machinery includes GST 18%*

*\*As certified by V S Jakhotiya & Co., Chartered Accountants, by way of their certificate dated December 09, 2024.*

#### **I. Tata Hitachi ZAXIS 23U Mini Hydraulic Excavator**

##### **Terms & conditions:**

1. Transit insurance will be covered by seller, while comprehensive insurance will be our responsibility.
2. TCS at 0.1% will be added to the invoice value.
3. Delivery will be made to our site in Madhya Pradesh within 10-15 days after receipt of the work order.
4. The standard warranty is 12 months or 2000 hours (whichever is earlier),
5. Extended Warranty (2nd Year): 12 Months or 2000 Hrs. (whichever is earlier).
6. Validity: Prices shall be valid for 6 Months from the date of quotation i.e. May 29, 2025.

#### **II. Tata Hitachi SHINRAI PRIME**

##### **Terms & conditions:**

1. RTO charges are extra at actuals (approximately ₹3,75,000) and TCS at 1% on the invoice value.
2. One-year insurance is included in Seller's scope.
3. Delivery is included up to Indore upon receipt of the delivery order or payment.
4. The standard warranty covers 12 months or 2000 hours, with an extended warranty for the second year providing the same coverage, totaling two years or 4000 hours, whichever comes first.
5. Validity: Prices shall be valid for 6 Months from the date of quotation i.e. May 29, 2025.

#### **III. Rock Breaker B60 (For Shinrai)**

1. Transit Insurance: In Seller Scope
2. Comprehensive Insurance: Inclusive
3. TCS: 0.1% Extra on invoice value
4. Delivery: At our Site, within 7-10 days after receipt of work order.
5. Warranty: 12 Months from the date of commissioning.
6. Validity: Prices shall be valid for 6 Months from the date of quotation i.e. May 29, 2025.

#### **IV. Ajax Flory 2.8 Mcube (ARGO 2800 NS E1)**

1. Transit Insurance: To be arrange and sent to seller by purchaser before the dispatch.
2. Transportation cost: To pay basis to customer's account
3. Validity: This price is valid till April 30, 2025.

#### **V. Ajax Flory 4.3 Mcube (ARGO 4300 SWL E1)**

1. Transit Insurance: To be arrange and sent to seller by purchaser before the dispatch.
2. Transportation cost: To pay basis to customer's account.
3. Validity: This price is valid till April 30, 2025

## VI. StarBatch 160 Static 160 tph Batch Production Asphalt Plant

1. Delivery: 8 weeks ex-works on receipt of official order and deposit payment.
2. Warranty: The plant is guaranteed for twelve (12) months in accordance with our standard conditions of sale.
3. Insurance: Transit insurance to be arranged by the Company.
4. Validity: This price is valid till March 31, 2025

The quantity of equipment is based on management estimates and our business requirements.

Our Company shall have the flexibility to deploy such equipment according to the business requirements of our Company and based on estimates of our management.

No second-hand or used equipment is proposed to be purchased out of the Net Proceeds. Each of the units of construction equipment mentioned above is proposed to be acquired in a ready-to-use condition.

Further, our Promoters, Directors, Key Managerial Personnel and the Group Companies do not have any interest in the proposed acquisition of the equipment or in the entity from whom we have taken proposal/quotation in relation to such proposed acquisition of the equipment.

### 4. General Corporate Purpose

Our management will have flexibility to deploy the balance Net Proceeds of the Fresh Issue towards general corporate purposes, to be deployed towards including but not restricted to strategic initiatives, partnerships, joint ventures and acquisitions, meeting exigencies which our Company may face in the ordinary course of business, to renovate and refurbish certain of our existing Company owned/leased and operated facilities or premises, towards brand promotion activities or repayment of liabilities (on demand) if any or any other purposes as may be approved by our Board, subject to compliance with the necessary provisions of the Companies Act.

The quantum of utilization of funds towards any of the above purposes will be determined based on the amount actually available under this head and the business requirements of our Company, from time to time. This may also include rescheduling the proposed utilization of Net Proceeds. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilize such unutilized amount in the subsequent Fiscals.

We further confirm that in terms of the SEBI ICDR Regulations, the extent of the Net Proceeds proposed to be utilized for general corporate purposes shall not exceed 25.00% of the gross proceeds of the Fresh Issue.

### 5. Estimated Issue Related Expenses

The details of the estimated Issue related expenses are tabulated below:

Activity	Amount (₹ in Lakhs)	As a % of Estimates Issue Expenses	As a % of Issue Size
Lead manager(s) fees including underwriting commission	[●]	[●]	[●]
Brokerage, selling commission and upload fees	[●]	[●]	[●]
Registrar to the Issue	[●]	[●]	[●]
Legal Advisors	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Regulators including stock exchanges	[●]	[●]	[●]
Printing and distribution of Issue stationary	[●]	[●]	[●]
Others, if any [●]	[●]	[●]	[●]
<b>Total</b>	[●]	[●]	[●]

Structure for commission and brokerage payment to the SCSBs Syndicate, RTAs, CDPs and SCSBs:

- (1) *SCSBs will be entitled to a processing fee of ₹ 6.5/- per Application Form only for the Successful Allotments for processing of the Application Forms procured by other Application Collecting Intermediary and submitted to them.*

- (2) *Selling commission payable to registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Investors and Non-Institutional Investors, would be 0.01 % on the Allotment Amount.*
- (3) *No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them.*
- (4) *The commission and processing fees shall be released only after the SCSBs provide a written confirmation to the Book Running Lead Manager not later than 30 days from the finalization of Basis of Allotment by Registrar to the Issue in compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.*
- (5) *Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.*

## **BRIDGE FINANCING FACILITIES**

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds of the Fresh Issue.

## **APPRAISING ENTITY**

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

## **SHORTFALL OF FUNDS**

Any shortfall in meeting the fund requirements will be met by way of internal accruals and or unsecured Loans.

## **MONITORING OF UTILIZATION OF FUNDS**

As the Net Proceeds of the Issue will be less than Rs. 100.00 Crores, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency. However, our Company has appointed a Monitoring Agency named Brickwork Ratings India Private Limited for monitoring the utilization of Gross Proceeds. Our Audit Committee and the Monitoring Agency will monitor the utilization of the Gross Proceeds till utilization of the proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilization of the Gross Proceeds, including interim use under a separate head in its balance sheet for such fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Gross Proceeds have been utilized. Our Company will also, in its balance sheet for the applicable fiscal periods, provide details, if any, in relation to all such Gross Proceeds that have not been utilized, if any, of such currently unutilized Gross Proceeds. Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a half-yearly basis, disclose to the Audit Committee the uses and applications of the Gross Proceeds. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than those stated in this Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Gross Proceeds remain unutilized. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilized in full, the statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating (i) deviations, if any, in the actual utilization of the proceeds of the Issue from the objects of the Issue as stated above; and (ii) details of category wise variations in the actual utilization of the proceeds of the Issue from the objects of the Issue as stated above. This information will also be uploaded onto our website.

## **INTERIM USE OF FUNDS**

Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds only with scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended, as may be approved by our Board.

Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets.

## **VARIATION IN OBJECTS**

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules, our Company shall not vary the Objects without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the “Postal Ballot Notice”) shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at a price as may be prescribed by SEBI, in this regard.

## **OTHER CONFIRMATIONS / PAYMENT TO PROMOTERS AND PROMOTER’S GROUP FROM THE IPO PROCEEDS**

No part of the proceeds of the Issue will be paid by our Company as consideration to our promoters, members of the promoter group, our directors, our key managerial personnel or senior management. Further, there are no existing or anticipated transactions in relation to the utilization of the Net Proceeds entered into or to be entered into by our company with our promoters, promoter group, directors, key managerial personnel and/or senior management.

## **PRE IPO- PROCEEDS**

There are no Pre IPO-Proceeds raised by our Company as on the date of this Red Herring Prospectus (RHP).

## BASIS FOR ISSUE PRICE

The Price Band has been determined and the Issue Price will be determined by our Company in consultation with the Book Running Lead Manager, on the basis of assessment of market demand for the Equity Shares by the Book Building Process and on the basis of the following quantitative and qualitative factors as described below. The financial data presented in this section are based on our Company's Restated Consolidated Financial Statements. Investors should also refer to the sections/chapters titled "*Risk Factors*" and "*Restated Financial Information*" on page no. 29 and 189, respectively of this Red Herring Prospectus to get a more informed view before making the investment decision.

### QUALITATIVE FACTORS

Some of the qualitative factors which form the basis for computing the Issue Price are set forth below:

- Established and proven track record
- High standard of service quality
- Operation Methodology
- Experienced promoters and management team
- End-to-end execution capabilities
- Optimal Utilization of Resources

For details of qualitative factors, please refer to the paragraph "*Our Competitive Strengths*" on page no. 119 in the chapter titled "*Business Overview*" beginning on page no. 117 of this Red Herring Prospectus.

### QUANTITATIVE FACTORS

#### 1. Basic & Diluted Earnings Per Share (EPS):

$$\text{Basic earnings per share (₹)} = \frac{\text{Restated Profit After Tax attributable to Equity Shareholders}}{\text{Weighted Average Number of Equity Shares outstanding}}$$

$$\text{Diluted earnings per share (₹)} = \frac{\text{Restated Profit After Tax attributable to Equity Shareholders}}{\text{Weighted Average Number of Equity Shares outstanding after adjusting for the effects of all dilutive potential equity shares}}$$

#### Weighted Average EPS

Financial Year/Period	Basic and Diluted EPS (in ₹)	Weights
Financial Year ended March 31, 2024	8.48	3
Financial Year ended March 31, 2023	9.12	2
Financial Year ended March 31, 2022	0.08	1
<b>Weighted Average</b>	<b>7.29</b>	
Period ended September 30, 2024*	4.35	

\* Not annualized.

**Notes:**

1. *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. sum of (EPS x Weight) for each year / Total of weights.*
2. *Basic and diluted EPS are based on the Restated Consolidated financial Information.*
3. *The face value of each Equity Share is ₹5*
4. *The number of shares is adjusted by Increase in share Capital through issue of Bonus shares on November 25, 2023 in the ratio of 7:1 i.e., 7 (Seven) Equity Shares for every 1 (One) Equity Share held.*

**Simple Average EPS**

Financial Year/Period	Basic and Diluted EPS (in ₹)
Financial Year ended March 31, 2024	8.48
Financial Year ended March 31, 2023	9.12
Financial Year ended March 31, 2022	0.08
<b>Simple Average</b>	<b>5.89</b>
Period ended September 30, 2024*	4.35

\* Not annualized.

**Notes:**

1. *Simple average = Aggregate of year-wise EPS divided by the aggregate of EPS for each year/ No. of years.*
2. *Basic and diluted EPS are based on the Restated Consolidated financial Information.*
3. *The face value of each Equity Share is ₹5.*
4. *The number of shares is adjusted by Increase in share Capital through issue of Bonus shares on November 25, 2023 in the ratio of 7:1 i.e., 7 (Seven) Equity Shares for every 1 (One) Equity Share held*

**2. Price to Earnings (P/E) ratio in relation to Price Band of ₹ 178 to ₹ 181 per Equity Shares:**

$$\text{Price to Earnings Ratio(P/E)} = \frac{\text{Floor Price/ Cap Price}}{\text{Restated Earnings Per Share}}$$

Particulars	EPS in (Rs.)	P/E at the Floor Price (No. of times)	P/E at the Cap Price (No. of times)
Based on EPS of Financial Year March 31, 2024	8.48	20.99	21.34
Based on Weighted Average EPS	7.29	24.42	24.83
Based on Simple Average EPS	5.89	30.22	30.73

**Industry PE:**

Particulars	PE Ratio	Company Name
Highest	23.42	A.V.P. Infracon Limited
Lowest	12.60	V.L. Infrastructures Limited
Average	18.01	-

***Note:***

*The highest and lowest industry P/E shown above is based on the peer set provided in Point 5 below under “Comparison of Accounting Ratios with Listed Peer Group Companies”, which have been identified by our Company.*

Particulars	PE Ratio	Company Name
Highest	23.42	A.V.P. Infracon Limited
Lowest	12.60	V.L. Infrastructures Limited
Average	18.01	-

**3. Return on Net Worth:**

$$\text{Return on Net Worth (\%)} = \frac{\text{Restated Profit After Tax attributable to Equity Shareholders}}{\text{Closing Net Worth}} \times 100$$

Financial Year/Period	Return on Net Worth (%)	Weights
Financial Year ended March 31, 2024	36.22%	3
Financial Year ended March 31, 2023	53.49%	2
Financial Year ended March 31, 2022	0.79%	1
<b>Weighted Average</b>	<b>36.07%</b>	
Period ended September 30, 2024*	17.08%	

\* Not annualized

***Notes:***

- Weighted Average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. sum of (RoNW x Weight) for each year / Total of weights;*
- The figures disclosed above are based on the Restated Consolidated financial Statements of our Company.*
- Net-worth, as restated at the end of the relevant financial year (Equity attributable to the owners of the company).*
- Net Asset Value per Equity Share**

Particular	Amount (in ₹)
Financial Year ended March 31, 2024	26.91
Financial Year ended March 31, 2023	17.22
Financial Year ended March 31, 2022	10.3
Period ended September 30, 2024	30.35
<b>After the Issue</b>	
- At Floor price	72.63
- At Cap price	73.49
- At Issue price*	[●]

$$\text{Restated Net Asset Value per equity share (₹)} = \frac{\text{Restated Net Worth as at the end of the year}}{\text{Number of Equity Shares outstanding}}$$

\*To be determined after the book-building process

**Notes:**

1. The number of shares is adjusted by Increase in share Capital through issue of Bonus shares on November 25, 2023 in the ratio of 7:1 i.e., 7 (Seven) Equity Shares for every 1 (One) Equity Share held.
2. Issue Price per equity share has been determined by our Company, in consultation with the Book Running Book Running Lead Managers.

**5. Comparison of Accounting Ratios with Listed Peer Group Companies:**

Following is the comparison with our peer companies listed in India

Name of the company	Standalone / Consolidated	Face Value (₹)	Current Market Price (₹) <sup>(1)</sup>	EPS (₹) Basic & Diluted	P/E Ratio <sup>(2)</sup>	RoNW <sup>(3)</sup> (%)	NAV per Equity Share <sup>(4)</sup> (₹)	Revenue from operations (Rs in Lakhs)
Active Infrastructures Limited	Consolidated	5	-	8.48	-	36.22	26.91	9,718.33
<b>Peer Group</b>								
AVP Infracon Limited	Standalone	10	188.10	7.32	25.70	19.65%	37.26	15,100.24
V.L. Infraprojects Limited	Consolidated	10	46.05	6.63	6.95	37.31%	144.82	11,393.16

**Source:** All the financial information for listed industry peer mentioned above is on a sourced from the Annual Reports/Information of the peer company uploaded on the company's website for the year ended March 31, 2024.

**Notes:**

1. Current Market Price is the closing price of the equity share as on March 06, 2025.



2. P/E Ratio has been computed based on the Current Market Price of equity shares divided by the Basic & Diluted EPS.
3. RoNW is computed as net profit after tax divided by the closing net worth. Net worth has been computed as sum of share capital and reserves and surplus.
4. NAV is computed as the closing net worth divided by the closing outstanding number of equity shares adjusted for bonus shares.
5. The face value of Equity Shares of our Company is ₹ 5 per Equity Share and the Issue price is [●] times the face value of the Equity Share.
6. Issue Price of ₹ [●]/- will be determined by our Company in consultation with the Book Running Lead Manager on the basis of assessment of market demand for the Equity Shares by the Book Building Process and on the basis of the above mentioned quantitative and qualitative ratios. For further details, please refer to the section titled “Risk Factors” and chapters titled “Business Overview” and “Restated Financial Information” beginning on page nos. 29, 117 and 189 respectively of this Red Herring Prospectus.

#### KEY FINANCIAL PERFORMANCE INDICATORS (“KPIs”)

Key Performance Indicators (KPIs) are imperative to the Financial and Operational performance evaluation of the company. However, KPIs disclosed below shall not be considered in isolation or as substitute to the Restated financial information. In the opinion of our Management the KPIs disclosed below shall be supplementary tool to the investor for evaluation of the company.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated December 07, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of the Red Herring Prospectus.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Issue Section, whichever is later or for such other duration as may be required under the SEBI (ICDR) Regulations, 2018.

Set forth below are KPIs which have been used historically by our Company to understand and analyze the business performance, which in result, help us in analyzing the growth of various verticals of the Company that have a bearing for arriving at the Basis for the Issue Price.

#### FINANCIAL KPIs OF OUR COMPANY

Particulars	For the Period/ Year ended on			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations (₹ in Lakhs)	3367.12	9,718.33	8,939.83	110.08
Growth in Revenue from Operations (%)	-	8.71%	8020.99%	-
EBITDA (₹ in Lakhs)	816.57	1,733.08	1,306.33	10.73
EBITDA Margin (%)	24.25%	17.83%	14.61%	9.75%
Profit After Tax (₹ in Lakhs)	555.19	1,044.55	986.99	8.75
PAT Margin (%)	16.49%	10.75%	11.04%	7.95%
RoE (%)	17.08%	36.22%	53.49%	0.79%
RoCE (%)	7.10%	14.90%	14.84%	0.09%
Net Fixed Asset Turnover (In Times)	1.09	3.12	11.16	0.79

Operating Cash Flows (₹ in Lakhs)	1293.21	3,188.29	1,821.54	(248.68)
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**Source:** The Figure has been certified by our Peer Review Auditors, V S Jakhotiya & Co., Chartered Accountants vide their certificate dated December 09, 2024.

**Notes:**

- 1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Consolidated Financial Statements.
- 2) Growth in Revenue from Operations (%) is calculated as a percentage of Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.
- 3) EBITDA is calculated as profit before tax for the period/ year, plus finance costs and depreciation and amortization expenses minus other Income.
- 4) EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.
- 5) Profit after Tax Means Profit for the period/year as appearing in the Restated Consolidated Financial Statements.
- 6) PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.
- 7) RoE (Return on Equity) (%) is calculated as net profit after tax for the year/ period divided by Shareholder Equity.
- 8) Return on capital employed calculated as Earnings before interest and taxes divided by Capital employed (capital employed calculated as the aggregate value of total equity, total debt of the current and previous financial year).
- 9) Net Fixed Asset Turnover is calculated as Net Turnover divided by Fixed Assets which consists of property, plant and equipment.
- 10) Operating cash flows means net cash generated from operating activities as mentioned in the Restated Consolidated Financial Statements.

**Explanation for KPI metrics:**

KPI	Explanations
Revenue from Operations (₹ in Lakhs)	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
EBITDA (₹ in Lakhs)	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit After Tax (₹ in Lakhs)	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of our business.
RoE (%)	RoE provides how efficiently our Company generates profits from average shareholders' funds.
RoCE (%)	ROCE provides how efficiently our Company generates earnings from the average capital employed in the business.
Net Fixed Asset Turnover (In Times)	Net Fixed Asset turnover ratio is indicator of the efficiency with which our Company is able to leverage its assets to generate revenue from operations.
Operating Cash Flows (₹ in Lakhs)	Operating cash flows provides how efficiently our company generates cash through its core business activities.

**COMPARISON OF FINANCIAL KPIs OF OUR COMPANY AND OUR LISTED PEERS**

Particulars	Active Infrastructures Limited				V.L. Infraprojects Limited			AVP Infracore Limited		
	For the period / year ended on				For the period / year ended on			For the period / year ended on		
	September 30,2024	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations (₹ in Lakhs)	3367.12	9,718.33	8,939.83	110.08	11,393.16	4,555.70	3,555.34	15,100.24	10,633.56	6,388.85
Growth in Revenue from Operations (%)	-	8.71%	8020.99%	-	150.09%	28.14%	15.73%	42.01%	66.44%	10.12%
EBITDA (₹ in Lakhs)	816.57	1,733.08	1,306.33	10.73	1,090.40	471.77	313.82	3,194.64	2,028.41	1,024.85
EBITDA Margin	24.25%	17.83%	14.61%	9.75%	9.57%	10.36%	8.83%	21.16%	19.08%	16.04%
Profit After Tax (₹ in Lakhs)	555.19	1,044.55	986.99	8.75	614.01	222.66	110.58	1,882.68	1,152.63	399.43
PAT Margin (%)	16.49%	10.75%	11.04%	7.95%	5.39%	4.89%	3.11%	12.47%	10.84%	6.25%
RoE (%)	17.08%	36.22%	53.49%	0.79%	46.20%	25.41%	16.37%	20.23%	46.18%	29.73%
RoCE (%)	7.10%	14.90%	14.84%	0.09%	39.09%	22.97%	18.41%	19.12%	37.04%	25.94%
Net Fixed Asset Turnover (In Times)	1.09	3.12	11.16	0.79	43.46	23.80	18.83	7.13	5.53	4.25
Operating Cash Flows (₹ in Lakhs)	1293.21	3,188.29	1,821.54	(248.68)	(175.36)	113.88	(243.73)	(2,940.70)	(869.79)	139.27

## WEIGHTED AVERAGE COST OF ACQUISITION

### a) The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities).

There is no issuance of Equity Shares or convertible securities, excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

### b) The price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities).

There are no secondary sale/ acquisition of whether equity shares or convertible securities, where the promoters, members of the promoter group, selling shareholders, or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options, in a single transaction or multiple transactions combined together over a span of rolling 30 days.

### c) Price per share based on the last five primary or secondary transactions;

Since there are no transactions to report under (a) and (b) therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoters / Promoter Group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction) not older than 3 years prior to the date of this Red Herring Prospectus irrespective of the size of transactions are required to be disclosed. The same has been disclosed below:

Sr No.	Transaction	Number of Shares	Face Value Per share (in Rs)	Sale Price per Equity Share (in Rs)	Total Consideration (in Rs)
1.	Sale of shares by Preeti Pacheriwala	2	5	100	200
2	Sale of shares by Shradha Infraprojects Ltd	2	5	100	200
3	Sale of shares by Shradha Infraprojects Ltd	2	5	100	200
4	Sale of shares by Shradha Infraprojects Ltd	2	5	100	200
5	Sale of shares by Shradha Infraprojects Ltd	2	5	100	200
<b>Weighted Average Cost of Acquisition (WACA) (in Rs.)</b>					<b>100</b>

**d) Weighted average cost of acquisition, floor price and cap price:**

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor Price (in ₹)	Cap Price (in ₹)
Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity / convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of this Red Herring Prospectus, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options), in a single transaction or multiple transactions combined together over a span of rolling 30 days.*	N.A	N.A	N.A
Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity / convertible securities), where promoters / promoter group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of this Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.**	N.A.	N.A.	N.A.
In case, there are no transactions to report under (a) and (b) therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoters / Promoter Group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction) not older than 3 years prior to the date of this Red Herring Prospectus irrespective of the size of transactions.	100	1.78 times	1.81 times

*\*There were no primary/new issue of shares (equity/ convertible securities) in last 18 months from the date of this Red Herring Prospectus which are equal to or more than 5% of the fully diluted paid-up share capital of our Company.*

*\*\*There were no secondary transactions of shares (equity/ convertible securities) in last 18 months from the date of this Red Herring Prospectus which are equal to or more than 5% of the fully diluted paid-up share capital of our Company.*

**Note:**

*Justification for Basis of Issue price: -*

1. *The following provides a detailed explanation for the Issue Price/Cap Price being [●] times of weighted average cost of acquisition compared to our Company's KPIs and financial ratios for the period ended September 30, 2024 and Financial Years 2023-24, 2022-23 and 2021-22.*

*[●]*

*(To be included on finalization of Issue Price)*

2. *The following provides an explanation to the Issue Price/Cap Price being [●] times of weighted average cost of acquisition in view of external factors, if any.*

*[●]*

*(To be included on finalization of Issue Price)*

*The Issue Price of ₹ [●] has been determined by our Company, in consultation with the BRLMs, on the basis of the demand from investors for the Equity Shares through the Book Building process. Investors should read the above-mentioned information along with "Risk Factors", "Business Overview" and "Summary of Financial Information" beginning on pages 29, 117 and 48, respectively of this Red Herring Prospectus.*

## STATEMENT OF SPECIAL TAX BENEFIT

**STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA AND ITS MATERIAL SUBSIDIARIES IDENTIFIED IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015.**

**To,**  
**The Board of Directors**  
**Active Infrastructures Limited**  
(Formerly known as Active Infrastructures Private Limited)  
CIN: U45200MH2007PLC174506  
Registered Office: Riaan Tower,  
10<sup>th</sup> Floor, Mangalwari Road Sadar,  
Sadar Bazar, Nagpur, Maharashtra, India-440001

Dear Sir,

We hereby confirm that the enclosed Annexure-1 & 2 prepared for Active Infrastructures Limited, CIN: U45200MH2007PLC174506 ('the Company'), provides the special tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 ('the Act') as amended by the Finance Act 2024, i.e. applicable for the Financial Year 2024 relevant to the Assessment Year 2025-26, the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 ("GST Act"), as amended by the Finance Act 2024, i.e., applicable for the Financial Year 2024-25 relevant to the Assessment Year 2025-26, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and / or its shareholder to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

1. The benefits discussed in the enclosed statement are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended 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 the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.
2. We do not express any opinion or provide any assurance as to whether:
  - i. the Company or its shareholders will continue to obtain these benefits in future;
  - ii. the conditions prescribed for availing the benefits have been / would be met with; and
  - iii. the revenue authorities/courts will concur with the views expressed herein.
3. The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.
4. This Statement is issued solely in connection with the proposed initial public offer of the equity shares of the Company and is not to be used, referred to or distributed for any other purpose.

**For V S Jakhotiya & Co**  
**Chartered Accountants**  
**CA Mukesh Anil Zanwar**  
**(Partner)**  
**ICAI Membership No: 158254**  
**Place: Nagpur**  
**Date: 09.12.2024**

## **Annexure 1: Statement of Special Tax Benefits available to Active Infrastructure Limited**

**(Formerly known as Active Infrastructures Private Limited) ('Company') and Shareholders of the Company under the Corporate Tax Laws of India**

### **VII. SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE COMPANY**

The statement of tax benefits enumerated below is as per the Income-tax Act, 1961 ('Act') as amended by the Finance Act, 2024 and applicable for Financial Year ('FY') 2024-25 relevant to Assessment Year ('AY') 2025-26.

#### **1. Deduction in respect of employment of new employees – Section 80JJAA of the Act**

Subject to fulfilment of prescribed conditions, the Company is entitled to claim deduction, under the provisions of Section 80JJAA of the Act, of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided. The said deduction can be claimed by the Company once the Company is profitable and has a positive Gross Total Income.

#### **2. Deduction in respect of inter-corporate dividends – Section 80M of the Act**

Up to 31 March 2020, any dividend paid to a shareholder by a company was liable to Dividend Distribution Tax ('DDT'), and the recipient shareholder was exempt from tax. Pursuant to the amendment made by the Finance Act, 2020, DDT stands abolished and dividend received by a shareholder on or after 1 April 2020 is liable to tax in the hands of the shareholder. The Company is required to deduct Tax Deducted at Source ('TDS') at applicable rate specified under the Act read with applicable Double Taxation Avoidance Agreement (if any).

With respect to a resident corporate shareholder, a new section 80M has been inserted in the Act to remove the cascading effect of taxes on inter-corporate dividends during FY 2020-21 and thereafter. Subject to the fulfilment of prescribed conditions, the section provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the due date. The "due date" means the date one month prior to the date for furnishing the return of income under sub-section (1) of section 139 of the Act.

### **VIII. SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS**

- 1) Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of domestic corporate shareholders, deduction under Section 80M of the Act would be available on fulfilling the conditions (as discussed above).
- 2) Section 112A of the Act provides for concessional rate of 10 percent (plus applicable surcharge and cess) on long term capital gains (exceeding Rs. 1,25,000 as amended in Finance Act 2024) arising from transfer of *inter-alia* equity shares, if Security Transaction Tax ('STT') has been paid on both acquisition and transfer of such shares and subject to fulfilment of other prescribed conditions (including Notification No. 60/2018/F.No.370142/9/2017-TPL dated 1 October 2018). The benefit of foreign currency exchange difference and indexation, as provided under the first and second proviso to section 48 of the Act, shall not be applicable for computing long term capital gains taxable in such case (i.e., where gains are taxable under section 112A of the Act).
- 3) Section 112 of the Act provides for taxation of long-term capital gains, resulting on transfer of *inter-alia*, listed shares of the company (other than those covered under section 112A), which shall be lower of the following:
  - a. 12.5 percent (plus applicable surcharge and cess) with without indexation benefit;
- 4) As per the provisions of section 111A of the Act, short term capital gain arising from transfer of equity share in the Company through a recognized stock exchange and subject to STT shall be taxable at a concessional rate of 20 percent (plus applicable surcharge and cess if any).



- 5) In respect of non-resident shareholders, the tax rates and the consequent taxation shall be further subject to benefits, if any, available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.
- 6) Where the gains arising on transfer of shares of the Company are included in the business income of a shareholder and assessable under the head “Profits and Gains from Business or Profession” and on such transfer is subjected to STT, then such STT shall be a deductible expense from the business income as per the provisions of section 36(1)(xv) of the Act.
- 7) As regards the shareholders that are Mutual Funds, under section 10(23D) of the Act, any income earned by a Mutual Fund registered under the Securities and Exchange Board of India Act, 1992, or a Mutual Fund set up by a public sector bank or a public financial institution, or a Mutual Fund authorised by the Reserve Bank of India would be exempt from income-tax, subject to such conditions as the Central Government may by notification in the Official Gazette specify in this behalf.
- 8) Resident as well as non-resident buyers should independently evaluate their obligations to withhold tax on transaction involving sale of shares by the shareholders of the company in light of the provisions of section 194Q/ section 195 and other provisions of the Act.

Except for the above, the Shareholders of the Company are not entitled to any other special tax benefits under the Act.

**Notes to the above:**

1. We have not considered general tax benefits available to the Company or shareholders of the Company. The above statement covers only certain special tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This statement also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.
2. The above statement of special tax benefits sets out the provisions of Indian corporate tax laws 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.
3. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, entered into between India and the country in which the non-resident has fiscal domicile.
4. This Statement is only intended 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 the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed offer.
5. 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. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

## **Annexure 2: Statement of Indirect tax benefits (the “Statement”) available to Active Infrastructures Limited**

### **(Formerly known as Active Infrastructures Private Limited) and Shareholders of the Company under the Goods and Services Tax Act of India**

The Central Goods and Services Tax Act, 2017 (‘CGST Act’), the Integrated Goods and Services Tax Act, 2017 (‘IGST Act’), the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively referred to as “Indirect tax”).

#### **IX. SPECIAL INDIRECT TAX BENEFITS AVAILABLE TO THE COMPANY**

##### **Benefits under Goods and Services Tax Act**

- i. Goods and Services Tax (GST) is a destination-based tax which is levied on supply of goods or services.

Brief framework is as below -

- a. A taxable supply includes all forms of supply of goods or services or both such as sale, transfer, barter, exchange, license, rental, lease or disposal made or agreed to be made for a consideration in the course or furtherance of business. Such supply is chargeable to tax at applicable rates with the standard rate being 18%.
- b. GST is not chargeable on exempt supplies. Exempt supplies are those which either attract NIL tax rate or have been made exempt by way of notification. Taxpayers are not entitled to claim Input Tax Credit on exempt supplies.
- c. Exports of goods or services are zero-rated supplies. As per Section 2(6) of the IGST Act, the services shall qualify as ‘export of services’ when:
  - the supplier of service is located in India;
  - the recipient of service is located outside India;
  - the place of supply of service is outside India;
  - the payment for such service has been received by the supplier of service in convertible foreign exchange or in Indian rupees wherever permitted by the Reserve Bank of India; and
  - the supplier of service and the recipient of service are not merely establishments of a distinct person in accordance with Explanation 1 in section 8
  - Further, the exporter has the option to –
    - supply goods or services under bond or Letter of Undertaking (LUT) without payment of tax and claim refund of unutilized ITC; or
    - Supply goods or services on payment of tax and claim refund of such tax paid.
  - In Foreign Trade Policy- 2015-2020, Service Exports from India Scheme has been announced by the Government. Some salient features of the scheme are as below:
    - Applies to ‘Service Providers located in India’ instead of ‘Indian Service Providers’;
    - Provides rewards to all Service providers of notified services, who are providing exporting services from India, regardless of the constitution or profile of the service provider;
    - Rate of reward under SEIS are based on net foreign exchange earned;
    - Reward issued as duty credit scrip is freely transferable and usable for all types of goods and service tax Debits on procurement of services / goods. Further, the scrips can be used for payment of basic customs duties on import of inputs or goods including

safeguard duty, transitional product specific safeguard duty and anti- dumping duty.

- ii. The lease rental, sale of commercial/residential properties (where completion certificate from competent authority is not received), royalty and maintenance & management fees earned by the Company from Indian entities are chargeable to GST at 18%. Further, ITC is claimed on the eligible purchases made/services used for provision of such supply.
- iii. Such incomes earned from overseas group entities on the other hand qualify as zero-rated supply being in the nature of export of services. The Company may export such services under the cover of a LUT without payment of tax.
- iv. Interest earned on fixed deposits and profits earned on sale of mutual funds are outside the ambit of GST. However, revenue from sale of mutual funds is treated as exempt income for the purpose of reversal of input tax credit.
- v. Apart from the above, the Company avails export benefits under SEIS scheme on the services exported by it under Foreign Trade Policy of India. The rewards are earned in the form of scrips which can be used for payment of basic customs duties on import of goods or are freely transferrable.

## **X. SPECIAL INDIRECT TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS**

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

Notes to the above:

- i. We have not considered general tax benefits available to the Company. The above Statement covers only certain special tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This Statement also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.
- ii. The above Statement of special tax benefits sets out the provisions of Indian Indirect tax laws 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.
- iii. This Statement is only intended 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 the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed offer.

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

## SECTION VI – ABOUT THE COMPANY

### THE INDUSTRY OVERVIEW

*The information in this section has been extracted from various websites and publicly available information, data and statistics from various industry sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with the issue has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable but 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.*

*Industry sources and publications are also prepared based on information as on specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts, and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. You should read the entire Red Herring Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Information” and related notes beginning on page 29 and 189 of Red Herring Prospectus*

### GLOBAL ECONOMIC OVERVIEW

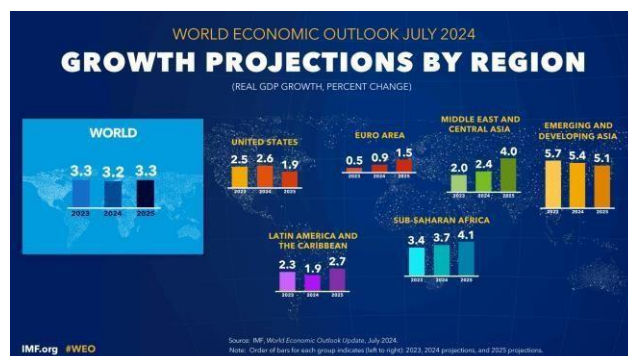
The global economy is stabilizing, following several years of negative shocks. Global growth is projected to hold steady at 2.6 percent 2024-25, despite flaring geopolitical tensions and high interest rates, before edging up to 2.7 percent in 2025-26 alongside modest expansions of trade and investment. Global inflation is expected to moderate at a slower clip than previously assumed, averaging 3.5 percent this year.

Global growth over the forecast horizon is expected to be nearly half a percentage point below its 2010-19 average, with a slower pace of expansion in economies comprising over 80 percent of the global population. EMDE growth is projected to moderate from 4.2 percent in 2023 to 4 percent in 2024.

Despite elevated financing costs and heightened geopolitical tensions, global activity firmed in early 2024. Global growth is envisaged to reach a slightly faster pace this year than previously expected, due mainly to the continued solid expansion of the U.S. economy. However, the extent of expected declines in global interest rates has moderated amid lingering inflation pressures in key economies. By historical standards, the global outlook remains subdued: both advanced economies and emerging market and developing economies (EMDEs) are set to grow at a slower pace over 2024-26 than in the decade preceding the pandemic

Domestic demand is projected to improve in many EMDEs this year, in line with a moderate cyclical recovery from the effects of high inflation, tight financial conditions, and anaemic industrial activity. Aggregate EMDE growth is nonetheless poised to decelerate slightly mainly because of idiosyncratic factors in some large economies. Moreover, significant challenges persist in vulnerable economies including in low-income countries (LICs) and those facing elevated levels of conflict and violence where growth prospects have deteriorated markedly since January.

Global trade growth is recovering, supported by a pickup in goods trade. Services-trade growth is expected to provide less of a tailwind this year, given that tourism has nearly recovered to pre-pandemic levels. However, the trade outlook remains lacklustre compared to recent decades, partly reflecting a proliferation of trade-restrictive measures and elevated trade policy uncertainty.



(Source: World Economic Outlook Update- July 2024 <https://www.imf.org/en/Publications/WEO/Issues/2024/07/16/world-economic-outlook-update-july-2024>)

## INDIAN ECONOMY OVERVIEW

Strong economic growth in the first quarter of FY 23 helped India overcome the UK to become the fifth largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP or GDP at Current Prices in the year 2023-24 is estimated at Rs. 295.36 lakh crores (US\$ 3.54 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 269.50 lakh crores (US\$ 3.23 trillion). The growth in nominal GDP during 2023-24 is estimated at 9.6% as compared to 14.2% in 2022-23.

Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the second half of FY24. During the period April-June 2023, India's exports stood at US\$ 109.11 billion, with Engineering Goods (25.35%), Petroleum Products (18.33%) and electronic goods (7.73%) being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

### Market Size

Real GDP or GDP at Constant (2011-12) Prices in the year 2023-24 is estimated at Rs. 173.82 lakh crores (US\$ 2.08 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 160.71 lakh crores (US\$ 1.92 trillion). The growth in real GDP during 2023-24 is estimated at 8.2% as compared to 7.0% in 2022-23.

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

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

### Recent Developments

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy recovering from the Covid-19 pandemic shock, several investments and developments have been made across various sectors of the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- As of July 5, 2024, India's foreign exchange reserves stood at US\$ 657.15 billion.
- In May 2024, India saw a total of US\$ 6.9 billion in PE-VC investments.
- India was also named as the 48th most innovative country among the top 50 countries, securing 40th position out of 132 economies in the Global Innovation Index 2023. India rose from 81st position in 2015 to 40th position in 2023. India ranks 3rd position in the global number of scientific publications.
- In June 2024, the gross Goods and Services Tax (GST) stood at highest monthly revenue collection at Rs. 1.74 lakh crore (US\$ 20.83 billion) vs Rs. 1.73 lakh crore (US\$ 20.71 billion)
- Between April 2000–March 2024, cumulative FDI equity inflows to India stood at US\$ 97 billion.
- In May 2024, the overall IIP (Index of Industrial Production) stood at 154.2. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 136.5, 149.7 and 229.3, respectively, in May 2024.
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 crore (US\$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crore (US\$ 540.56 million) in the same period. As per depository

data, Foreign Portfolio Investors (FPIs) invested (US\$ 13.89 billion) in India during January- (up to 15th July) 2024.

### **Road Ahead**

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year. In the budget of 2023-24, capital expenditure took lead by steeply increasing the capital expenditure outlay by 37.4 % in Budget Estimate (BE) 2023-24 to Rs.10 lakh crore (US\$ 120.12 billion) over Rs. 7.28 lakh crore (US\$ 87.45 billion) in Revised Estimate (RE )2022-23.

The ratio of revenue expenditure to capital outlay increased by 1.2% in the current year, signalling a clear change in favour of higher-quality spending. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels. In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US\$ 133.27 billion).

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

## **INDIAN CONSTRUCTION INDUSTRY**

The Indian construction market is experiencing robust growth, driven by significant investments and government initiatives aimed at enhancing sectors such as commercial, industrial, infrastructure, energy and utilities, institutional, and residential construction. This surge is fuelled by the need to support increasing urbanization and population growth, with each sector catering to specific project types from hotels and industrial parks to educational buildings and extensive transportation projects. The commercial construction sector in India benefits from a boom in tourism and business activities, while the industrial construction sector thrives on strong manufacturing activities. Infrastructure development in the construction industry in India is propelled by both public and private investments in transportation, whereas the energy and utilities construction sector is set for growth with a focus on renewable energy and achieving energy independence.

### **Market Overview and Size**

The construction market size in India is experiencing significant growth, driven by increasing demand for residential and commercial spaces. The shift in consumer preferences post-Covid towards larger and open living spaces has spurred development, particularly in tier 1 cities. Government initiatives and private sector investments are expanding construction activities, with a focus on both urban and rural development. The commercial real estate sector is also poised for growth as businesses adapt to new working arrangements.

The size of India Construction market is around USD 639 billion in the current year and is anticipated to register a Compound Annual Growth Rate ("CAGR") of over 6% during the forecast period. It is the fourth-largest construction market in the world, after the US, China and Japan. It is the fastest-growing construction industry, globally. With an impressive 7-8% growth rate annually, India is expected to become the third-largest construction market in the world, valued at USD 1.4 trillion by 2025. The construction industry accounts for 9% of India's GDP.

### **Growth of Construction Industry in India**

- **Increasing Demand for Office Space:** The demand for office spaces in India has increased due to growing corporate activity. The total flexible office space in major cities reached 43.5 million square feet, with a pan- India flexi space penetration of 6.3% in Grade A office stock.
- **Government Initiatives and Foreign Investments:** The government's focus on infrastructure development has triggered the demand for commercial real estate assets through projects like the National Infrastructure Pipeline and the Smart Cities Mission. The stable political environment has also instilled investor confidence, leading to massive investments by foreign and domestic investors in commercial real estate.
- **Adoption of Modern Technologies:** In recent years, the commercial construction sector has advanced significantly by incorporating modern machinery, sustainable materials, and innovative technologies like BIM and geospatial technologies, improving efficiency, quality, and sustainability in construction projects.
- **Sustainable Construction Practices:** With increasing emphasis on environmental preservation, India's construction sector is

increasingly adopting sustainable construction methodologies. The rise in popularity of certifications like LEED and IGBC is fuelling the development of energy-efficient structures and eco-conscious construction techniques. Renewable resources and eco-friendly methodologies are poised to define the trajectory of India's construction landscape. The sector will place a premium on attaining green building certifications and enhancing energy efficiency. Embracing environment friendly practices is set to emerge as a prominent trend in India.

- **Public-Private Partnerships:** Public-private partnerships (PPPs) are becoming instrumental in bridging the funding gap for infrastructure projects. By leveraging the expertise and resources of both sectors, PPPs facilitate the timely execution of projects and promote sustainable construction development.

### **Government Initiatives**

1. Government initiatives for skill development in the Indian construction industry have become a cornerstone in addressing the sector's growing demand for a skilled workforce. Prominent programs like the Pradhan Mantri Kaushal Vikas Yojana (PMKVY) and the National Skill Development Mission (NSDM) are pivotal in this effort. Since its inception, PMKVY has successfully trained over 1.2 million individuals across various trades, providing them with vocational skills and industry-recognized certifications. The NSDM, established to boost skill development across sectors, complements this by fostering a robust ecosystem for training and upskilling.
2. Schemes such as the revolutionary Smart City Mission (target 100 cities) are expected to improve quality of life through modernized/ technology driven urban planning.
3. Significant investments in renewable energy, including the Solar Rooftop Mission under the Pradhan Mantri- Surya Ghar Muft Bijli Yojana, aim to promote the adoption of solar energy across residential and commercial sectors.
4. A Technology Sub-Mission (TSM) has been set up under the Pradhan Mantri Awas Yojana - Urban (PMAY-U) Mission to facilitate adoption of modern, innovative and green technologies and building material for faster and quality construction of houses. TSM also facilitates preparation and adoption of layout designs and building plans suitable for various geo-climatic zones and assists States/ Cities in deploying disaster resistant and environment friendly technologies.

(Source: <https://www.investindia.gov.in/sector/construction>)

### **Road Ahead**

India's construction industry, the second-largest employer in the country, is expected to maintain its upward trajectory for several years. The Indian construction market is highly competitive, owing to the presence of major local and international players. However, the market holds opportunities for small and medium players due to increasing government investments in the sector. The Indian construction market presents opportunities for growth during the forecast period, which is expected to further drive market competition. Large players are competing with each other for a large share of the Indian construction market. This makes it hard to see any consolidation in the market. Developers who are tech-savvy, future-focused and commit to sustainability will be leading the charge into a future full of promise for this sector.

(Source: <https://www.mordorintelligence.com/industry-reports/india-construction-market>)

## **INFRASTRUCTURE SECTOR IN INDIA**

India's high growth imperative in 2023 and beyond will significantly be driven by major strides in key sectors with infrastructure development being a critical force aiding the progress.

Infrastructure is a key enabler in helping India become a US \$26 trillion economy. Investments in building and upgrading physical infrastructure, especially in synergy with the ease of doing business initiatives, remain pivotal to increase efficiency and costs. Prime Minister Mr. Narendra Modi also recently reiterated that infrastructure is a crucial pillar to ensure good governance across sectors.

The government's focus on building infrastructure of the future has been evident given the slew of initiatives launched recently. The US\$ 1.3 trillion national master plan for infrastructure, Gati Shakti, has been a forerunner to bring about systemic and effective

reforms in the sector, and has already shown a significant headway.

The infrastructure sector is a key driver of the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from the Government for initiating policies that would ensure the time-bound creation of world-class infrastructure in the country. The infrastructure sector includes power, bridges, dams, roads, and urban infrastructure development. In other words, the infrastructure sector acts as a catalyst for India's economic growth as it drives the growth of the allied sectors like townships, housing, built-up infrastructure, and construction development projects.

To meet India's aim of reaching a US\$ 5 trillion economy by 2025, infrastructure development is the need of the hour. The government has launched the National Infrastructure Pipeline (NIP) combined with other initiatives such as 'Make in India' and the production-linked incentives (PLI) scheme to augment the growth of the infrastructure sector. Historically, more than 80% of the country's infrastructure spending has gone toward funding for transportation, electricity, and water, and irrigation.

### **Market Size**

In Budget 2024-25, capital investment outlay for infrastructure has been increased by 11.1% to Rs. 11.11 lakh crore (US\$ 133.86 billion), which would be 3.4 % of GDP. As per the Interim Budget 2023-24, a capital outlay of Rs. 2.55 lakh crore (US\$ 30.72 billion) has been made for the Railways, an increase of 5.8% over the previous year.

Starting with 6,835 projects, the NIP project count now stands at 9,142 covering 34 sub-sectors, as per news reports. Under the initiative, 2476 projects are under the development phase with an estimated investment of US\$ 1.9 trillion. Nearly half of the under-development projects are in the transportation sector, and 3,906 are in the roads and bridges sub-sector.

During FY 2023-24, Total revenue of Indian Railways stands at US\$ 28.89 billion (Rs 2.40 Lakh Crore) as on 15th March. Last year on 15th March, total Revenue was US\$ 26.84 billion (Rs 2.23 Lakh Crore)

India currently has the fifth-largest metro network in the world and will soon overtake advanced economies such as Japan and South Korea to become the third-largest network. Metro rail network reached 810 kms and is operational in 20 cities.

In the last 10 years, 697 km have been added to Metro Rail Network across the country. In 2024, about 945 km of metro rail lines are operational in 21 cities and 919 km is under construction in 26 different cities. FDI in construction development (townships, housing, built-up infrastructure and construction development projects) and construction (infrastructure) activity sectors stood at US\$ 26.61 billion and US\$ 33.91 billion, respectively, between April 2000-March 2024.

### **Government Initiatives and Investments**

Some of the recent government initiatives and investments in the infrastructure sector are as follows: Under Budget 2024-25:

1. The Central government has increased its capital expenditure (capex) allocation to US\$ 133.9 billion (Rs. 11.11 trillion) for the fiscal year beginning April 1, 2024, with a focus on advancing India's infrastructure, as part of a strategic move to stimulate economic growth. An increase of 11.1% from the previous year, the FY25 budget allots US\$ 133.9 billion (Rs. 11.11 trillion) for capital expenditures, or 3.4% of GDP.
2. With a 37% increase in the current fiscal year, capital expenditures (capex) are on the rise, which bolsters ongoing infrastructure development and fits with Vision 202.
3. 7 goals for India's economic growth to become a US\$ 5 trillion economy. In order to anticipate private sector investment and to address employment and consumption in rural India, the budget places a strong emphasis on the development of roads, shipping, and railways.
4. India's ambitious plan calls for spending US\$ 1.723 trillion (approximately Rs. 143 trillion) on infrastructure between FY24 and FY30, with a particular emphasis on power, roads, and developing industries like renewable energy and electric vehicles.
5. The government has decided to allocate Rs. 2.76 lakh crore (US\$ 33.4 billion) towards the Ministry of Roads for 2024-25.

### **Road Ahead**



With a 37% increase in the current fiscal year, capital expenditures (capex) are on the rise, which bolsters ongoing infrastructure development and fits with 2027 goals for India's economic growth to become a US\$ 5 trillion economy. In order to anticipate private sector investment and to address employment and consumption in rural India, the budget places a strong emphasis on the development of roads, shipping, and railways.

Global investment and partnerships in infrastructure, such as the India-Japan forum for development in the Northeast are also indicative of more investments. These initiatives come at a momentous juncture as the country aims for self-reliance in future-ready and sustainable critical infrastructure.

India, it is estimated, needs to invest US\$ 840 billion over the next 15 years into urban infrastructure to meet the needs of its fast-growing population. This investment will only be rational as well as sustainable, if we additionally focus on long-term maintenance and strength of our buildings, bridges, ports, and airports.

The infrastructure sector has become the biggest focus area for the Government of India. India's GDP is expected to grow by 8% over the next three fiscal years, one of the quickest rates among major, developing economies, according to S&P Global Ratings. India and Japan have joined hands for infrastructure development in India's Northeast states and are also setting up an India-Japan Coordination Forum for development of Northeast to undertake strategic infrastructure projects for the region.

(Source: <https://www.ibef.org/industry/infrastructure-sector-india>)

## OUR BUSINESS

*Some of the information in this section including information with respect to our plans and strategies contains forward-looking statements that involve risks and uncertainties. You should read the section “Forward-Looking Statements” on page 20 for a discussion of the risks and uncertainties related to those statements and the section “Risk Factors”, “Restated Consolidated Financial statements”, and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 29, 189 and 275 for a discussion of certain risks that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements. Unless the context otherwise requires references to “we”, “us” or “our” and our “Company” refers to our Company, i.e., Active Infrastructures Limited. Unless stated otherwise, the financial data in this section is as per our Restated Consolidated financial statements prepared in accordance with Indian Accounting Standard set forth in the Red Herring Prospectus.*

*For further information relating to various defined terms used in our business and operations, see “Definitions and Abbreviations” on page 1. Our Company’s Financial Year or Fiscal year commences from April 1 and ends on March 31 of each year, and references to a particular Financial Year or Fiscal year are to the twelve- month period ended March 31 of that year. Unless otherwise stated or the context otherwise requires, the financial information as of and for the half year ended i.e. September 30, 2024, and as of and for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022, included in this section has been derived from the Restated Consolidated Financial statements included in this Red Herring Prospectus on page 189.*

*This chapter should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the sections titled ‘Risk Factors’ and ‘Financial Information’ and the chapter titled “Management Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 29, 189, and 275 respectively, of this Red Herring Prospectus.*

### OVERVIEW

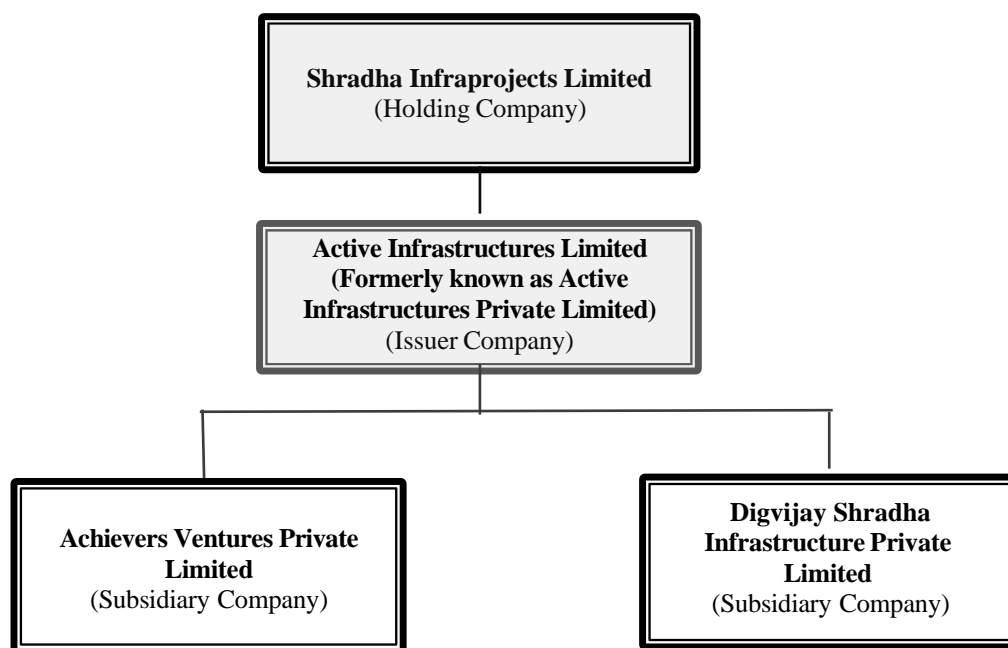
Our Company was incorporated as a Private Limited Company under the name of “Active Infrastructures Private Limited” as per the provisions of Part II of the Companies Act, 1956, and a certificate of incorporation was issued by Registrar of Companies, Mumbai, Maharashtra on September 26, 2007. Subsequently, our Company has been converted into a public limited company and the name of our Company has been changed to “Active Infrastructures Limited” pursuant to a special resolution passed at the Extra-Ordinary General Meeting of our Company held on June 12, 2024, and a fresh certificate of incorporation dated August 09, 2024 has been issued by the Registrar of Companies, Mumbai. The Corporate Identity Number of our Company is U45200MH2007PLC174506.

Our Company operates primarily in two key segments: Infrastructure and Construction of Commercial Projects. Within the Infrastructure segment, our focus encompasses the construction of roads (including bridges), flyovers, water supply systems, irrigation projects, and other related infrastructure activities and in our Construction of commercial projects segment, we build various spaces such as, office complexes, retail centers, exhibition halls, retail outlets, private educational institutions, and other facilities.

We operate on a pan-India scale, with our completed, ongoing and upcoming projects being in the state of Maharashtra, Madhya Pradesh, Uttar Pradesh and Tripura. We strive for achieving customer satisfaction in all our projects, without compromising on quality and safety. Our manpower, resources, machinery and equipment, together with our engineering capabilities, strategically positions us to meet the market demands. We are committed to achieving industry standards in quality, environmental sustainability, and occupational health & safety requirements across all our projects. This helps in ensuring that our Company upholds innovation, quality, and client-centered values.

Our Promoters are Mr. Sunil Gyanchand Raisonni, Mr Shreyas Sunil Raisonni, Riaan Diagnostic Private Limited and Shradha Infraprojects Limited. Amongst these promoters with Mr. Sunil Raisonni have extensive experience in the construction field being the patron of Raisonni Group of Institutions and our one of the corporate promoters i.e. Shradha Infraprojects Limited having completed numerous construction projects since its incorporation on September 29, 1997. For further details with respect to brief profile of our promoters, please refer to the chapter titled “Our Promoter and Promoter Group” on page 173 of this red herring prospectus

## OUR COMPANY STRUCTURE



Active Infrastructures Limited holds majority stake in two LLPs: (1) Stargate Ventures LLP and (2) Solus LLP. Additionally, under Stargate Ventures LLP, we have acquired land at Pune, which may be utilized for future construction purposes. For further details please to chapter titled “History and Certain Corporate Matters” on page no. 148 of this Red Herring Prospectus.

## OUR LOCATION

<b>Registered Office</b>	Riaan Tower 10th Floor, Mangalwari Road, Sadar, Sadar Bazar, Nagpur, Maharashtra, India, 440001
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## FINANCIAL SNAPSHOT

The financial performance of the company for the half year ended September 30, 2024 and for financial year ended March 31, 2024, 2023 and 2022 as per restated consolidated financial statement are as follows:

(Rs. in Lakhs)

Particulars	For the period ended September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from operations	3367.12	9,718.33	8,939.83	110.08
Other Income	22.72	24.72	18.89	0.46
<b>Total Income</b>	<b>3389.85</b>	<b>9,743.06</b>	<b>8,958.72</b>	<b>110.55</b>
EBITDA	816.57	1,733.08	1,306.33	10.73
<b>PAT</b>	<b>555.19</b>	<b>1,044.55</b>	<b>986.99</b>	<b>8.75</b>
PAT Margin (%)	16.49%	10.75%	11.04%	7.95%

## OUR KEY PERFORMANCE INDICATORS INCLUDE

Particulars	As of and for the year / period ended			
	For the period ended September 30,2024	March 31, 2024	March 31, 2023	March 31, 2022
RoE (%)	17.08%	36.22%	53.49%	0.79%
RoCE (%)	7.10%	14.90%	14.84%	0.09%
Net Fixed Asset Turnover (In times)	1.09	3.12	11.16	0.79
Operating Cash Flows (Rs. In Lakhs)	1293.31	3,188.29	1,821.54	(248.68)

### Notes:

- (1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- (2) EBITDA is calculated as Profit before tax + Depreciation + Interest Cost - Other Income
- (3) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations
- (4) 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.
- (5) Return on Equity is ratio of Profit after Tax and Shareholder Equity
- (6) Net Fixed Asset Turnover is the Revenue from Operations for the year divided by the Fixed Assets for the year.
- (7) Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as average total equity and long term/short term debt.

## OUR COMPETITIVE STRENGTHS

We believe that we possess a number of competitive strengths, which enable us to successfully execute our business strategies, including the following:

### ***Experienced Management Team***

Our experienced management team operates within our industry, driving the growth of our operations and financial performance. Guided by our Individual Promoters Sunil Raison & Shreyas Raison and Corporate Promoters Riaan Diagnostic Private Limited and Shradha Infraprojects Limited and our Board of Directors who have a combined experience of more than 25 years, they contribute to successfully managing our operations and fostering growth. We navigate the business landscape with expertise. Our management team include Engineers who are well-qualified and experienced and are responsible for the growth of our business and operations. We believe that our motivated team of management and key managerial personnel along with our internal systems and processes complement each other to enable us to deliver high levels of client satisfaction. The combined strength and entrepreneurial vision of our promoter and management have fuelled our growth and strategy execution. With their in-depth expertise in the construction, we are well-positioned to capitalize on current and future opportunities. For further details with respect to our management team and our promoters, please refer to the chapter titled "Our Promoter and Promoter Group" and "Our Management" on page 173 and 157 of this red herring prospectus

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

Our commitment lies in delivering exceptional service to our customers through the construction of high-quality Infrastructure projects and Construction of commercial projects. Thorough quality standards have been our compass from the outset, guiding us throughout the construction process. We meticulously select the right materials with safe designs of structures, ensuring excellence. These dedicated efforts have not only given us a competitive edge but also earned us goodwill from our satisfied client.

### ***Optimal Utilization of Resources***

Our company constantly endeavors to improve our execution process, capabilities, skill upgrading of employees, and modernization of plant and machineries to optimize the utilization of resources. We regularly scrutinize utilization of our resources and identify and eliminate bottlenecks and take corrective measures for smooth and efficient working thereby putting resources to optimal use.

### ***Visible growth through increasing order book***

In the construction industry, an order book is considered as one of the key indicators of future performance as it represents a portion of anticipated future revenue and provides a brief list of projects undertaken and to be undertaken by the Company. We aim to undertake projects with reasonable margins and/or select projects that help us to enhance our reputation, market penetration and perception. The quality of our construction and the Stable alliances with our clients, has enabled us to build our order book. As on the date of filling Red Herring Prospectus, the projected revenue of our ongoing highway project with our subsidiary Digvijay Shradha Infrastructure Private Limited is ₹ 7,000 Lakhs/- (Seven Thousand Lakhs) up to March 2025 With projects spread across the state of Maharashtra, Uttar Pradesh, Madhya Pradesh and Tripura. We believe that the increasing number of construction work and projects help us maintain the momentum of our growth and enhanced credentials.

## **OUR BUSINESS STRATEGIES**

### **1. Attracting the highest quality professionals**

In our industry, people are the most valued asset. Our Company's reputation rests squarely on the shoulders of our managerial team. The unwavering dedication of our employees, their professional expertise, and integrity, contributes directly to our success and business growth. A well-informed and qualified team guides our projects with well informed decisions.

### **2. Continued focus on timely completion**

We intend to focus on performance and timely project execution in order to optimise profit margins. We also intend to integrate best practices from different sectors and geographic regions. We attempt to utilize designs, engineering and project management tools to increase productivity and optimise asset utilization in construction activities. We intend to continue to offer high quality engineering solutions to our clients to improve our ability to execute our projects with efficiency and within the time limit specified by our Client.

### **3. Expand our geographical footprint**

We intend to expand our geographical footprint and grow our business throughout the country. Through an increasingly diversified portfolio, we intend to broaden our clientele base and hedge against risks in specific areas or projects and protect ourselves from fluctuations, resulting from business concentrations in limited geographical areas. Our construction activities now span across regions such as Maharashtra, Uttar Pradesh, Madhya Pradesh and Tripura.

### **4. Maintaining edge over competitors**

We intend to continue to enhance and scale our existing executional capabilities to deliver best quality construction to our clients. By enhancing our executional capabilities, we intend to maintain edge over our competitors. In order to maintain and improve our proficiency, we will continue to add best construction equipment, skilled laborers and good quality materials.

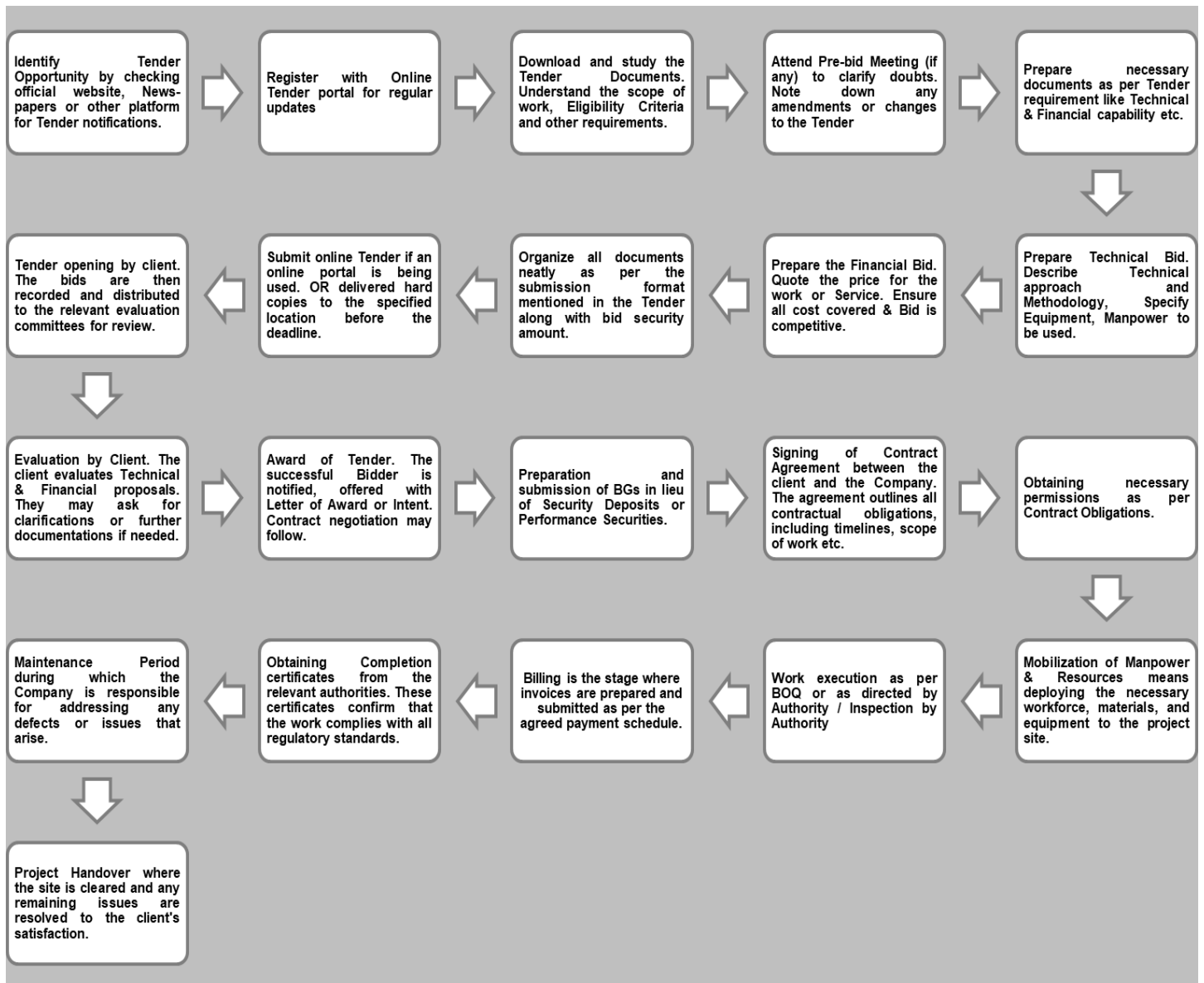
## **BUSINESS PROCUREMENT PROCESS**

Our Company primarily operates under two segments:

### **1. Infrastructure and**

### **2. Construction of Commercial Projects.**

Infrastructure projects are awarded through tendering process. These projects are usually construction of roads (including bridges), flyovers, water supply systems, irrigation projects, and other related infrastructure activities. Government bodies and private companies publish tenders inviting bids from the prospective bidders for undertaking construction of the tendered project as per the terms mentioned in the tender document. We identify such opportunities and submit our bid. Usually, the lowest bidder is awarded the tender and a letter of award is issued to such bidder. Subsequently, a contract agreement (CA) is executed between the parties and the construction work begins with mobilization of resources at site. After completing the construction and obtaining the relevant approvals, the project is handed over to the relevant authority. To better understand the steps which we follow in the infrastructure segment, please refer to the following flowchart:



- a. **Identify Tender Opportunity:** We continuously monitor tender opportunities through official government and private sector websites, newspapers, and other platforms. The goal is to identify projects that align with our expertise and capacity. Being proactive in identifying tenders early provides a competitive advantage and ample time to prepare.
- b. **Register with Online Tender Portal:** To streamline the tendering process, we register on online tender portals that provide regular notifications of upcoming tenders. This ensures that we stay informed about new opportunities, amendments to existing tenders, and deadlines, allowing us to focus on relevant bids without missing key updates.
- c. **Download and Study Tender Documents:** Once a relevant tender is identified, we download the tender documents, which typically include the scope of work, eligibility criteria, timelines, technical specifications, and other contractual obligations. A thorough review helps determine if the project is feasible for us and whether we meet the qualifications required to bid.
- d. **Attend Pre-bid Meeting:** Pre-bid meetings provide a platform for us to clarify doubts regarding the project scope, tender terms, or technical requirements directly with the client. This stage is crucial for understanding the client's expectations and any potential amendments to the tender documents. Notes from the meeting are critical for aligning the bid submission with the latest requirements.

- e. **Prepare Necessary Documents:** We then compile all required documentation such as proof of technical and financial capability etc. These documents demonstrate our ability to execute the project successfully and are essential for qualifying for the bid and submission of bid security amount.
- f. **Tender Opening by Client:** After the submission deadline, the client formally opens the tenders, usually in a public or transparent manner. This ensures fairness in the bidding process, allowing all participants to witness the opening. The bids are then recorded and distributed to the relevant evaluation committees for review.
- g. **Submit Tender:** Depending on the tender requirements, we submit the bid either online or in hard copies. If using an online portal, it is important to ensure that all documents are uploaded correctly before the deadline. For hard copy submissions, delivery should be made to the specified location in accordance with the tender instructions, with all documents neatly packaged and verified.
- h. **Organize Documents:** All documents, including technical and financial bids, must be organized and formatted as per the submission guidelines outlined in the tender. This ensures that the submission is clear, professional, and easy to evaluate, reducing the chances of disqualification due to non-compliance with documentation requirements.
- i. **Prepare Financial Bid:** The financial bid outlines the proposed costs for executing the project, including all direct and indirect expenses such as material, labour, equipment, and overheads. A detailed cost breakdown ensures transparency and competitiveness, ensuring that all project expenses are covered while remaining competitive in the marketplace.
- j. **Prepare Technical Bid:** The technical bid explains how we plan to execute the project, detailing the methodology, construction schedule, and the specific equipment and manpower to be used. It also highlights our technical expertise, demonstrating their capability to meet the client's requirements.
- k. **Evaluation by Client:** The client's evaluation committee assesses both the technical and financial proposals. The technical evaluation focuses on our ability to execute the project based on their approach, resources, and past performance. The financial bid is reviewed to ensure cost-effectiveness.
- l. **Award of Tender:** After evaluating all bids, the client selects the most suitable bidder, balancing technical expertise and competitive pricing. In case of us winning the bid, we get notified via a Letter of Award (LOA) or Letter of Intent (LOI). Following the award, contract negotiations may take place to finalise terms, conditions, and payment schedules.
- m. **Submission of Bank Guarantees (BGs):** Upon receiving the tender award, we are typically required to submit bank guarantees (BGs) in lieu of security deposits or performance securities. These guarantees protect the client by ensuring that we will meet their obligations throughout the project.
- n. **Signing of Contract Agreement:** The contract is formally signed between the client and the company. The agreement outlines all contractual obligations, including timelines, scope of work, payment terms, and dispute resolution mechanisms. This legal document is binding and serves as the foundation for the project's execution.
- o. **Obtaining Necessary Permissions:** Before the construction work can begin, we must secure various permits and approvals as outlined in the contract. These could include environmental clearances, building permits, and safety certifications. Timely acquisition of these permissions is crucial to avoid delays.
- p. **Maintenance Period:** After completing the construction work, the project enters a maintenance period during which we are responsible for addressing any defects or issues that arise. This period is typically defined in the contract and ensures that the client receives a fully functional, high-quality building.
- q. **Obtaining Completion Certificates:** Once the project is finished to the client's satisfaction, we must apply for completion certificates from the relevant authorities. These certificates confirm that the work complies with all regulatory standards and that the project has been completed in accordance with the contract.
- r. **Billing:** In this stage, we prepare and submit invoices for completed work as per the agreed payment schedule. The billing must be detailed and accurate, reflecting the actual work done, and is submitted for the client's approval before payment is released.
- s. **Work Execution:** The construction work is carried out according to the Bill of Quantities (BOQ) or as directed by the Authority. This includes executing tasks as per the technical specifications, adhering to timelines, and ensuring quality standards. Inspections by the client or third-party consultants are conducted regularly to ensure compliance.
- t. **Mobilization of Manpower & Resources:** We then deploy the necessary workforce, materials, and equipment to the project site. Effective mobilization ensures that the project starts on time and progresses smoothly, with all resources available as per the project's demands.

- u. **Project Handover:** Once all construction activities are complete, the project is handed over to the client. This includes providing all necessary documentation, certificates, and warranties, as well as ensuring that the site is cleared and any remaining issues are resolved to the client's satisfaction.

## **BUSINESS PROCUREMENT PROCESS/ HOW COMPANY ACQUIRES TENDERS UNDER THE INFRASTRUCTURE SEGMENT**

We identify potential projects from a variety of sources such as website of govt. Authorities like NHAI, CPWD, MoRTH, MSRDC, WRD etc. Then our Management & consultants do the survey & Feasibility of the project. After confirming the Feasibility of the project, our senior engineers along with our management apply for bids.

Understanding the requirements for a tender and coordinating with internal departments to gather the necessary information. Ensuring that tenders are submitted within the required deadlines and following up on the status of submissions.

After determining the availability of projects, we decide on which projects to pursue based on as the following, other factors:

- Project size – Estimated Cost and Quantum of Works.
- Duration – Time Limit of Completion of Project.
- Availability – Resources such as Manpower, Material and Machinery.
- Competitive advantages and disadvantages.
- Prior experience – Requirement for Pre-qualification to quote the Tender.
- Reputation of the client – Regarding consistency for Bill Payment, Supervision etc.
- Source of project funding – Funds from State Govt. or Central Govt. etc.
- Type of contract – Item Rate, EPC, Lumpsum, BOT, etc.
- Tender Bidding (in case of tender based contract)

### **Bidding Process by the Company jointly/separately:**

The Company bids for the tenders both jointly and separately. Depending on the financial and technical qualifications of the tender the Company decides whether to bid jointly or separately. Wherever the Company fulfills the financial and technical qualifications of the tender, the Company bids separately else it bids jointly.

#### **➤ Tender Bidding (in case of tender based contract)**

After deciding which contracts to pursue, we may have to complete a pre-qualification / short listing process with our client. The pre-qualification / short listing process generally limits bidders to those companies with operational experience and financial capability to effectively complete the particular project(s) in accordance with the plans, specifications and construction schedule. Our bid estimation process typically involves two phases:

Phase I: Initially, we visit the site for detailed survey, materials availability, rates etc. We perform the estimating the cost and availability of labour, material, equipment, sub-contractors and the project team required to complete the project on time and in accordance with the plans and specifications.

Phase II: The final phase consists of a detailed review of the estimate by the management including, among other things, assumptions regarding cost, approach, means and methods, productivity and risk. After the final review of the cost estimate, the management adds a markup over costs to arrive at the total bid amount.

#### **➤ Tender Negotiation**

Requests for proposals or negotiated contracts with our clients are generally awarded based on a combination of technical capability and price, taking into consideration factors such as project schedule and prior experience.

#### **➤ Signing of Letter of intent (LOI)**

On successful negotiation of the contract, we sign the letter of intent / contract with our client.



## **BUSINESS PROCUREMENT PROCESS & SALES & MARKETING OF CONSTRUCTION OF COMMERCIAL PROJECT SEGMENT**

- **Land Identification:** Identifying a strategically located piece of land for development, or working with land provided by the client. Locating a piece of land for upcoming project or choosing a correct piece of land for shifting an existing government project is indeed a difficult task. This task is difficult as the wrong decision in this regard may lead to increased financial stress and in worst case lead to project failure.
- **Township Establishment & Approval:** Involves planning, designing, and securing regulatory approvals. The process for establishing a township is a legal procedure that involves the municipality reviewing and approving an application to convert land into residential, commercial, or industrial development.
  - Application
  - Advertisement
  - Surveyor General Approval
  - Department Approval
  - Engineering services
  - Township Registration
- **Mobilizing:** Preparing and organizing resources, equipment, and personnel necessary for a construction project. This phase ensures that all elements are in place to start work efficiently and effectively.

### **Key Components of Mobilization:**

- **Site Preparation:** Clearing and preparing the construction site, including necessary demolition or site clearing.
- **Resource Allocation:** Ensuring that equipment, materials, and personnel are available and ready for deployment.
- **Administrative Setup:** Establishing project management systems, communication protocols, and safety measures.
- **Logistics Coordination:** Managing the transportation and delivery of materials and equipment to the site.
- **Project Execution:**
  1. Planning, with core activities: needs identification, programming, and technical planning;
  2. Selection of service providers, with core activities: a review of procurement plan, procurement implementation, and procurement administration;
  3. Construction processes, with core activities: pre-construction preparation, construction works, and control and monitoring progress of construction works;
    - i. **Systematic Construction:** Follows the approved designs, architectural plans, and engineering specifications.
    - ii. **Team Coordination:** Involves coordinating civil, structural, and MEP (Mechanical, Electrical, and Plumbing) contractors.
    - iii. **Seamless Integration:** Ensures all aspects of the building's infrastructure are seamlessly integrated.
    - iv. **Safety and Quality Control:** Adheres to strict safety standards and quality control measures.
    - v. **Timely Delivery:** Focuses on maintaining timelines to ensure on-time project completion.
    - vi. **Regular Inspections:** Conducts regular site inspections to monitor progress.
    - vii. **Problem Resolution:** Addresses any construction challenges that arise during the project.
- **Project Completion:** Construction Project hand-over, with core activities: identification and preparation of Project hand-over, acceptance of a Project, Project work transfer process, and documentation and administration of Project hand-over. A copy of the same is also provided to the client. On receipt of the certification, a detailed handling over list is made in accordance with the contract. We submit our final bill with all details, enclosures, etc. as per the terms of the contract once the work is completed.

Finally, we clear the project site of all our materials, offices, machinery and equipment.

- **Sales & Marketing:** The sales and marketing team collaborates with us to sell the buildings and units we develop. They create marketing materials and use their agents to sell the completed units, Brand building and strengthening of marketing activities and Products of the Our Company. Creating promotions across various media. Marketing and social media to public relations and advertising, marketers have many tactics to attract buyer.

## OUR SERVICES

We offer a comprehensive suite of services designed to address various aspect of Infrastructure and Construction of commercial project segments. Our approach combines expertise with innovation to deliver optimal results across all project stages. Below, we outline our core service segments, each tailored to meet the diverse needs of our clients and ensure successful project outcomes.

### 1. Infrastructure Segment

Our proficiency in infrastructure segment encompasses a wide range of essential projects designed to support and enhance community growth. From critical transportation networks to vital utility systems, we are committed to delivering high-quality infrastructure solutions that meet both current and future needs. We explore our core service areas as below, where we provide detailed insights into our capabilities in construction of roads (including bridges), flyovers, water supply systems, irrigation projects, and other related infrastructure activities.

We offer the following range of services under infrastructure segment:

- **Road Construction (including bridges)**

We lead the way in road including highway construction. We design and build roads that withstand heavy traffic and adverse weather condition that enhance regional and national connectivity and meet today's needs and tomorrow's challenges. We offer proficiency in designing various types of bridges, which become striking landmarks and are also crucial transportation links.

- **Flyovers**

We plan to focus on the construction of flyovers designed to alleviate traffic congestion and enhance urban transportation efficiency. Our approach involves cutting-edge design techniques and advanced engineering solutions to create flyovers that improve traffic flow and connectivity. We are dedicated to applying our capability to develop effective and innovative flyover solutions that meet the evolving needs of modern cities.

- **Water Supply Systems**

We focus on providing potable water through treatment process and distributing it to urban & rural areas. We source water from pond, lakes, and reservoirs, which is conveyed through pipelines to the water treatment plant. At the plant, treatment processes like aeration, settling, filtration, and chlorination, takes place. Thereafter, the treated water is supplied through pipelines to ground water sump/overhead tanks for further distribution to households.

- **Irrigation projects**

We focus on water resource management. These projects involve the development of dams, canals, and reservoirs to ensure efficient water distribution for farming, drinking and industrial purposes. They play a crucial role in enhancing agricultural produce along with rural development, and sustainable agriculture. Government often collaborates to fund and implement such projects, ensuring long-term agricultural resilience and water conservation.

- **Other related infrastructure activities**

We actively engaged in a variety of other related infrastructure activities within the infrastructure segment. Under this we have executed a Joint Venture (JV) Agreement with Mecgale Pneumatics Pvt. Ltd., forming the "Mecgale Active JV." Through this partnership, we have successfully secured bid for key development projects under the Tripura Tourism Development Corporation Ltd. These projects include the upgradation of visitor amenities and facilities, enhancement of built and natural features at the Chaturdash Devta Temple and Kasba Kalibari Temple, as well as the reconstruction of Yatri Niwas at the Chaturdash Devta Temple. Our proficiency in managing such construction and heritage site development projects ensures efficient execution, maintaining cultural and environmental integrity.

## 2. Construction of Commercial Project Segment.

We are committed to contributing to the evolving property landscape through thoughtful and well-planned developments. Our approach focuses on creating commercial spaces that address the changing needs of businesses and consumers. Our Construction of Commercial Project Segment reflects our dedication to delivering projects that meet industry standards while offering functional and aesthetically appealing environments.

Our focus spans a diverse portfolio of properties, designed to meet the dynamic needs of businesses and consumers alike. From state-of-the-art office spaces to vibrant shopping malls. The project is planned to ensure long-term value for tenants and the surrounding communities, while maintaining a balance between practicality and design.

One of our key projects, the RIAAN Tower, serves as a prime example of our approach to commercial real estate development. Located in the heart of Nagpur, RIAAN Tower is a major educational and commercial hub. It occupies a land portion of 5290.780 sq. meters. The project is situated at Municipal Corporation House No. 150, Ward No. 63, Dr. Rangilal Marg, Mangalwari Bazar Road, Sadar, Nagpur.

This strategically located development provides businesses with modern, well-equipped environments, ideal for a variety of commercial activities. With its central positioning in Nagpur, RIAAN Tower contributes significantly to the local business landscape, supporting growth and fostering a sense of community engagement.

Our aim is to continue delivering properties that adapt to the evolving demands of today's businesses and consumers. Whether it's providing flexible office layouts or designing retail spaces that encourage customer interaction, we focus on practicality, sustainability, and meeting the real needs of users in every project.

Looking ahead, we will continue to shape commercial spaces that not only support business growth but also improve the experience for those who work, shop, and engage within these environments. Our developments are more than just buildings—they contribute to the broader community and respond to the changing demands of the modern world.

## OUR BUSINESS OPERATIONS

We operate in the infrastructure segment under which we build roads (including bridges), flyovers, water supply systems, irrigation projects, and other related infrastructure activities and we have completed projects that encompass private educational institutes, retail centers, shops etc. under our construction of commercial project segment. For the purpose of clearly describing our business, we have categorized our projects into the following segments: (a) Completed Projects, (b) Ongoing Projects. (c) Upcoming Projects.

### a) Details of Completed Projects

#### 1. Riaan Tower Project

Riaan Tower is a major educational and commercial project in the heart of the city of Nagpur containing land portion measuring 5290.780 Sq. meters, out of land of Nazul Plot No. 84 & 85, measuring 6224.45 sq. meters of Mouza Wadpakhad, City Survey No. 472/3, Sheet No. 195/23. It is located at Municipal Corporation House No. 150, Ward No. 63, Situated at Dr. Rangilal Marg, Mangalwari Bazar Road, Sadar, Nagpur, Tah. & Dist. Nagpur.

This project is summarised as follows:

Project Name	Nature	Location	Buildup Area (Sq. Mtr.)	Number of Units	Date of Commencement	Date of Completion/Occupancy & Number of Floors		Number of Units sold	Number of Units unsold
Riaan Tower	Commercial	Nagpur	14720.93	164	24-04-2019 (First Sanction date)	Floors	Date of Completion/Occupancy	135	29
						G+3	31/10/2022		
					26-06-2023 (Revised Santion date)	4 to 7	02/03/2023		
						8 & 9	08/09/2023		
						10 & 11	22/05/2024		



## b) Details of Ongoing Projects

### 1. Highway Project – By our subsidiary Digvijay Shradha Infrastructure Private Limited (DSIPL)

The National Highways Authority of India (NHAI) has accepted the bid submitted by Dev Yash Projects and Infrastructure Pvt Ltd and Raj Shyama Construction Pvt Ltd (JV) for Construction of Four-lane west side spur of Rampur- Rudrapur Bypass Road. The project value is Rs. 24,040 lakhs /- (Twenty-Four Thousand and Forty Lakhs). Digvijay Construction Pvt Ltd (DCPL) is appointed as a subcontractor by Dev Yash Projects and Infrastructure Pvt Ltd and Raj Shyama Construction Pvt Ltd (JV). Thereafter, DCPL further executed a subcontracting agreement with our subsidiary, Digvijay Shradha Infrastructure Pvt Ltd (DSIPL) for an amount of Rs. 22,145 lakhs /- (Twenty-Two Thousand One hundred and Forty-Five Lakhs). As per the said agreement, as a subcontractor, DSIPL has to complete the Construction of Four-lane west side spur of Rampur- Rudrapur Bypass Road. For this project, DSIPL has provided DCPL with a performance guarantee and an additional bank guarantee equal to 3% of the total value of the amount of the subcontract price.

This project includes construction of the major bridges, flyovers, culverts, VUP and ancillary road works. The western side spur of Rampur - Rudrapur section connecting NH-24 to NH-87 bypassing Rampur town (Design Km 00+000 to Design Km 13+700) is on Engineering, Procurement, and Construction Mode in the state of Uttar Pradesh.

It commences from the intersection with NH-09 and the old NH-24 near Village Seharia, in Rampur and terminates at the intersection with NH-09 and the old NH- 87 near Village Koyali, Rampur passing through Greenfield area in the state of Uttar Pradesh. This alignment passes through the villages of Lodhi Nagar, Hazratpur, Atariya, Dungarpur and Koyali. The latitude and longitude of the project corridor lies between 28°47'39.02"N to 78°58'4.36"E and 28°49'20.57"N to 79°4'21.63"E. This project falls under National Highway Authority of India.





## 2. Water Supply System projects – By Active Infrastructures Limited.

We are also engaged in the Water Supply System projects. Currently there are four projects in progress at Madhya Pradesh. These projects were contracted to Tapi prestressed Products limited-M/s Jain Engineering Works (JV) which were subcontracted to Jain Engineering Works (India) Pvt Ltd (JEW). Further these projects were subcontracted by Jain Engineering Works (India) Pvt Ltd (JEW) to Active Infrastructures Limited. These projects were approved by the shareholders of Shradha Infraprojects Limited through postal ballot and E-voting on September 16, 2024. Following are the details of all the projects.

### 1. Package NP-II

This Project falls under Madhya Pradesh Jal Nigam Maryadit which is a government of MP undertaking. It is a water supply scheme and an engineering, procurement, construction project aimed at testing, commissioning and trial run along with operation & maintenance of various components at Niwadi-Prathvipur – II Multi Villages Rural Water Supply Scheme, District Tikamgarh, (M.P.) for 81 villages of block Prathvipur. This project has ultimate capacity of bringing 15.70 MLD (million litres per day) of treated water via 23 hours of pumping from Nandanwara Dam on Bargi River, located near village Rampura Khas Block Prathvipur, District, Tikamgarh. The project will be done by single package on 'Turn-key job basis' which includes a trial run and operation & maintenance of the entire scheme for 10 years.



## **2. Package 3C**

This project aims at improving water supply services in Polaykalan in Shajapur District and Hatpipalya & Bagli in Dewas District in Madhya Pradesh. This water treatment plant has a capacity of 3.80 MLD (million litres per day). It falls under M.P. Urban Development Co. Ltd. under Urban Development and Housing Department Government of Madhya Pradesh.

## **3. Package 6J**

This project aims at improving water supply services in Satai & Bijawar Nagar Parishads in Chhatarpur District and Jatara & Khargapur Nagar Parishad in Tikamgarh District in Madhya Pradesh. This water treatment plant has a capacity of 7.16 MLD (million litres per day). It falls under M.P. Urban Development Co. Ltd. under Urban Development and Housing Department Government of Madhya Pradesh.

## **4. Package 7C**

This project aims at improving water supply services in Kothi, Kotar, Jaitwara, and Birsingpur Nagar Parishads in Satna District in Madhya Pradesh. This water treatment plant has a capacity of 4.4 MLD (million litres per day). It falls under M.P. Urban Development Co. Ltd. under Urban Development and Housing Department Government of Madhya Pradesh.



**Note:** We hereby mention that invoices are required to be generated for our Water Supply Systems project in Madhya Pradesh. To issue these invoices, GST registration is needed and to obtain GST registration Shops and Establishments license is mandatory. While our registered office is in Nagpur, we are required to obtain a Certificate of Registration under the Shops and Establishments Act based on the present project's location at Madhya Pradesh to obtain GST Registration.

**THE ONGOING PROJECTS LISTED ABOVE ARE SUMMARIZED BELOW WHICH SPECIFIES THE TENURE OF PROJECTS UNDERTAKEN BY THE COMPANY INCLUDING TENTATIVE COMMENCEMENT AND COMPLETION TIMELINES, AS WELL AS THE PROFIT-SHARING RATIOS FOR EACH PROJECT/ ORDER BOOK OF OUR COMPANY AS ON DATE OF RHP:**

Sr. No.	Particular of Work Nature of Projects	Client Name	Nature of work	Total Contract Value (In Lakhs)	Profit Sharing Plan	Commencement Date	Completion Date*
1	Construction of Four-lane "Western side spur of Rampur - Rudrapur section connecting NH-24 to NH-87 bypassing Rampur town" (Design Km 00+000 to Design Km 13+700) on EPC Mode in the state of Uttar Pradesh.	National Highway Authority of India (NHAI) through Devyash-RSCPL (JV)	Four-Lane Asphalt Highway Project with Paved Shoulder including Major & Minor Bridges, Flyovers, CDs, Structures and Road allied works.	Rs. 22,145 Lakhs	Active Infrastructures Limited - 51%  Digvijay Construction Private Limited. 49%	02/05/2023	30/06/2025
2	Engineering, procurement, construction, testing, commissioning, trial run and operation & maintenance of various components Niwadi- Prathvipur - II Multi Villages Rural Water Supply Scheme, District Tikamgarh, (M.P.)	Madhya Pradesh Jal Nigam Maryadit	Water Supply System	Rs. 1318 Lakhs	Active Infrastructures Limited – 100%	17/09/2024	31/03/2025
3	Package-3C: Improvement of Water Supply Services in Polaykalan in Shajapur District and Hatpipalya & Bagli in Dewas District in Madhya Pradesh.	M.P. Urban Development Co. Ltd.	Water Supply System	Rs. 2187 Lakhs	Active Infrastructures Limited – 100%	17/09/2024	31/03/2025



4	Package 6J: Improvement to Water Supply Services in Satai & Bijawar Nagar Parishads in Chhatarpur District and Jatara & Khargapur Nagar Parishad in Tikamgarh District in Madhya Pradesh.	M.P. Urban Development Co. Ltd.	Water Supply System	Rs. 7022 Lakhs	Active Infrastructures Limited – 100%	17/09/2024	30/09/2025
5	Package 7C: Improvement to water supply services in Kothi, Kotar, Jaitwara, and Birsingpur Nagar Parishads in Satna District in Madhya Pradesh.	M.P. Urban Development Co. Ltd.	Water Supply System	Rs. 1830 lakhs	Active Infrastructures Limited – 100%	17/09/2024	31/03/2025

*\*These are tentative completion dates. In infrastructure segment, the scope of work can get altered leading to change in completion timeline or due to delay on the part of government or regulatory authority there can be a change in completion time.*

#### c) Details of upcoming Projects

##### Upgradation of Amenities for Tripura Tourism Development Corporation Ltd. – With our Mecgale Active JV

We have executed a Joint Venture (JV) Agreement with Mecgale Pneumatics Pvt. Ltd., forming the 'Mecgale Active JV.' Through this partnership, we have successfully secured bids for key development project under the Tripura Tourism Development Corporation Ltd. These projects include the upgradation of visitor amenities and facilities, enhancement of built and natural features at the Chaturdash Devta Temple and Kasba Kalibari Temple, as well as the reconstruction of Yatri Niwas at the Chaturdash Devta Temple.

We have not yet executed the agreement or commenced construction activities for this project; however, the financial bid opened and we are L1 in the bid.

#### REVENUE BIFURCATION (PRODUCT-WISE):

The following table sets forth the contribution of each construction vertical to our revenue from operations for the periods presented:

Construction Vertical Name	(Amt. in lakhs)							
	For the year / period ended							
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
Infrastructure Segment	1404.61	41.72%	3832.47	39.44%	590.62	6.61%	-	-
Construction of Commercial Projects Segment	1962.51	58.28%	5885.86	60.56%	8349.21	93.39%	110.08	100%
<b>Total</b>	<b>3367.12</b>	<b>100%</b>	<b>9718.33</b>	<b>100%</b>	<b>8939.83</b>	<b>100%</b>	<b>110.08</b>	<b>100%</b>

## REVENUE BIFURCATION FOR GOVERNMENT AND PRIVATE PROJECTS

Following is the Revenue Bifurcation for Government and Private Projects for the year ended March 31 2022, March 31 2023, March 31, 2024 and for the period ended September 30, 2024:

(Amount in Lakhs)

Nature of Projects	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Government Projects	1404.61	3832.47	590.62	-
Private Projects	1962.51	5885.86	8349.21	110.08
<b>Total</b>	<b>3367.12</b>	<b>9,718.33</b>	<b>8,939.83</b>	<b>110.08</b>

## OUR GEOGRAPHICAL WISE REVENUE/SALES

Following are the details of our geographical wise revenue sales for the year ended March 31 2022, March 31, 2023, March 31, 2024 and for the period ended September 30, 2024:

(Amount in Lakhs)

Sr. No.	Particulars	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
		Sales (Rs.)	In (%)	Sales (Rs.)	In (%)	Sales (Rs.)	In (%)	Sales (Rs.)	In (%)
1.	Uttar Pradesh	1215.31	36.09	3,385.36	34.83	-	-	-	-
2.	Madhya Pradesh	189.30	5.63	447.00	4.60	590.62	6.61	-	-
3.	Maharashtra	1962.51	58.28	5885.86	60.57	8,349.21	93.39	110.08	100
	<b>Total</b>	<b>3367.12</b>	<b>100</b>	<b>9718.33</b>	<b>100</b>	<b>8939.83</b>	<b>100</b>	<b>110.08</b>	<b>100</b>

## INFRASTRUCTURE FACILITIES

### Plant and Machinery

List of equipment used for construction of projects & is owned by our Company as on September 30, 2024:

Sr. No.	Asset Details	Capacity	Make	Quantity
1	RMC Plant	30 m3 / hr.	Ajax	01
2	Transit Mixer	6 m3 / hr.	Schewing Stetter	03
3	Backhoe Loader	-	Case	02
4	Earth Compactor	-	Case	01
5	Concrete Pump	50 m3	Ajax	02
6	Total Station	-	Sokkia	01
7	Auto Level	-	Sokkia	02



List of equipment used for construction of projects & owned by our Subsidiary (Digvijay Shradha Infrastructure Private Limited) as on September 30, 2024:

Block	Asset Details	Qty (Nos.)
Vehicle	Eicher Pro Tipper	10
	Transit Mixture	5
	Bolero Camper	2
	Tipper Trolley	1
	1000 Maxtrak & ATO Maxtrak	1
	CH1700 & Tgrid Ext Aux Tail Fitted	1
	Terex Pegson Crusher Plant	1
	Wet Mix Plant	1
	Putzmeister Batching Plant	1
	Batching Plant Silo & Accessories	3
	Putzmeister Concret Pump	1
	Hydraulic Excavator	1
	Motor Grader	1
	Wheel Loader	1
	Wheel Loader	1
	Soil Compactor	1
	Weigh Bridge	1
	PSC Girder Shuttering Sets	4
	Horizontal Line Moulds	10
	Pile Cap & Pier Shuttering Sets	6
	Culvert Shuttering Material	4
	Diesel Generator Set (125 KVA)	2
	Diesel Generator Set (15 KVA)	2
	Transformer & Air Circuit Breaker	1
	Empty Container	4

Plant and Machinery	Sokkia Auto Level	2
	Sokkia Total Station	2
	Submersible Pumpset ( Mud Pump )	8
	Hydraulic Pre Stressing Unit	1
	Rebar Bending Machine	3
	ERebar Cutter Machine	3
	Air Compressor 250ltr [7.5 HP]	1
	Vibrator Machine & Niddle	6
	Welding & Drilling Machine	6
	Vibrator With Shaft Machine	4
	Tools & Trackels	2
	Prestressing Jack Set	1
	Marber Cutter Machine	2
	High Pressure Washer	1
	Grinder Machine	6
	Chopwsaw Machine	3
	Concret Bucket	1
	Demolation Hammer	2
Laboratory Equipment	Laboratory Equipment	1
	Fuel Dispenser 2000 LTR	1
	Water Tanker	1

## UTILITIES:

### Water

Water requirement for each of our project is fulfilled from the nearby local area. If water is not readily available in nearby local area, we arrange to get the same from borewells or we hire water tankers to meet the water requirements of our project.

### Power

Power requirement for our business is sourced from their respective state grids or normal power distribution channel to meet the power requirements. Additionally, to ensure uninterrupted power supply, we also use diesel generators as back-up.

### Fuel

We require fuels such as diesel for operation of Vehicles and Machineries used in construction. We source the same through local vendors.

### Environment, Health and Safety

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 every property development we identify potential material hazards, evaluate material risks and institute, implement and monitor appropriate risk mitigation measures. We believe that accidents and occupational health hazards can be significantly reduced through the systematic analysis and control of risks and by providing appropriate training to management and employees and sub-contractors.

## PROCUREMENT OF RAW MATERIAL ALONG WITH THE STATE/COUNTRY FROM WHICH IT IS PROCURED

Ensuring timely material supply is vital for successful project execution. Therefore, we source our raw materials from a variety of sources. Additionally, we rigorously inspect the supplied materials for quality. When enrolling new vendors, we maintain strict standards and select them based on their capabilities.

The major suppliers of raw materials in our Company are as follows:

Sr. No.	Name of Suppliers	Type	State
1	Wonder Cement/ Ultratech/ Shree-Cement	Cement	Uttar Pradesh, India
2	Prime Gold/ Elegant/ TATA/ Shyam Metalics	TMT Steel	Madhya Pradesh, Jharkhand, West Bengal, Uttar Pradesh, India

3	Usha martin/ Kataria/ DP-Wire	HT Wire	Madhya Pradesh, Jharkhand, Uttar Pradesh, India
4	Local suppliers	Sand/ Metal	Uttar Pradesh, India

#### OUR CUSTOMER BASE

The percentage of revenue derived from our top customers are given below:

Sr. No.	Construction Vertical Name	For the year / period ended							
		September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
		Amount	%	Amount	%	Amount	%	Amount	%
1.	Revenue from Top three (3) Clients	3225.32	95.79%	9382.47	96.54%	8127.40	90.91%	110.08*	100%
2.	Revenue from Top Ten (10) Clients	3365.43	99.95%	9712.40	99.94%	8936.05	99.96%	110.08*	100%

*\*Instead of top 10 customers only 3 customers data is given as these 3 customers make up 100% of the Company's revenue in FY 2021-22.*

#### OUR SUPPLIERS OF RAW MATERIAL

The amount and percentage of Purchases from our top suppliers are given below:

Sr. No.	Particulars	For the year / period ended							
		September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
		Amount	%	Amount	%	Amount	%	Amount	%
1.	Purchases from Top ten (10) suppliers	848.78	50.40%	1946.32	40.10%	1868.21	57.99%	1156.04	56.66%

#### HUMAN RESOURCE

Serial No.	Category of Employees	No. of Employees
1	Top Management (Directors/KMPs)	08
2	Finance and Accounts team	05
3	Engineering & Designing team	14
4	Supervisors	07
5	Managerial Information Systems	01
8	General staff	18
<b>Total</b>		<b>53</b>

Note: Except from the above there are approximately 150 - 160 contractual employees in our Company as on the date of filing of this Red Herring Prospectus.

#### QUALITY CONTROL AND SERVICES

To ensure rigorous quality control, our process includes several key steps: first, the Authority Engineer grants source approval for materials; then, third-party inspections are conducted to verify compliance with standards. Additionally, we require Material Testing Certificates (MTC) from manufacturers to confirm material integrity. Our in-house quality control team further assesses the materials through detailed laboratory checks. Finally, any scrap reinforcement is systematically sold off through auction, ensuring responsible management of surplus materials.

## COMPETITION

We compete with large organised companies as well as smaller regionally based competitors. Some of our competitors may have greater resources than those available with us. While product quality, brand value, timely delivery, customer network, etc. are key factors in customer decisions among competitors, however, price and quality are the deciding factor in most cases. Among the companies having similar size and product portfolio in India, we face competition from:

Sr. No.	List of Competitors*	Location
1	AVP Infracon Limited	Tamil Nadu
2	Mason Infratech Limited	Maharashtra
3	V.L Infraprojects Limited	Gujrat
4	OSS Construction Private Limited	Uttar Pradesh

*\*Our company contends with challenges posed by both national and regional enterprises. While prominent companies, whether listed or unlisted, are present in our industry, they may not necessarily function as direct competitors. Additionally, our competition extends to numerous small, unorganized operators within our specific segment. Effectively navigating this diverse competitive environment is integral to our business strategy and success. The list of competitors stated above have been incorporated from the details available in public domain and are not necessarily our direct competitors.*

## COLLABORATION


We have one Joint Venture by the name of 'Megale Active JV.' as on the date of red herring prospectus. Further we have not entered into any joint development agreement for our projects.

## EXPORT AND EXPORT OBLIGATIONS

As on date of this Red Herring Prospectus, our Company does not have any export and export obligations.

## INTELLECTUAL PROPERTY

Our Company has made an application for registration of Trade Mark. Following are the particulars of application:

Sr. No.	Brand Name/ Logo Trademark/ Wordmark	Class	Applicant	Application No/ Temp Ref. No	Issuing Authority	Date of Application	Status
1.		37	Active Infrastructures Limited	6279979	Trade Marks Registry	06/09/2024	Application filed with the Trademark Registry and is under Process

## DETAILS OF WEBSITE DOMAIN

Sr. No.	Domian Name	Creation Date	Updated Date	IANA ID	Registry Expiry Date
1.	activeinfra.in	August 1, 2024	August 1, 2024	146	August 01, 2025

## PROPERTIES

Sr. No.	Address of Properties	Usage	Owned/Leased/Rent
1.	Riaan Tower 10th Floor, Mangalwari Road, Sadar Bazar, Nagpur, Maharashtra, India, 440001	Registered Office	Owned

## INSURANCE POLICIES

Our business is subject to loss due to theft or occurrence of any unforeseen event such as fire, earthquake, other natural calamities, terrorism and force majeure events. We believe that our insurance coverage is adequate for our business needs and operations. Our insurance policies may not be sufficient to cover our economic loss. Our insurance coverage may not adequately protect us against all material hazards, which may affect our business, results of operations and financial condition. The insurance policies availed by the Company are mentioned below. For further details, kindly refer the section on “*Risk Factors*” beginning on page 29 of this Red Herring Prospectus.

Sr. No.	Name of the Insurance Company	Description of the Insurance Policy	Name of the person/ entity insured under the policy	Period of Insurance	Sum insured/ coverage under the policy (INR)	Total Premium (INR)	Policy Number
1.	Tata AIG General Insurance Company Ltd	Business Guard-Bharat Laghu Udyam Suraksha	Active Infrastructures Pvt Ltd.	Start Date: April 01, 2024 End Date: March 31, 2025	6,00,00,000	4516/-	0600025623
2.	Tata AIG General Insurance Company Ltd	Business Guard Commercial	Active Infrastructures Pvt Ltd.	Start Date: March 31, 2024 End Date: March 30, 2025	2,76,00,000	10,266/-	06000292740000
3.	Tata AIG General Insurance Company Ltd	Business Guard-Commercial Policy Package (Small Business Solutions)-Retail	Active Infrastructures Pvt Ltd.	Start Date: March 31, 2024 End Date: March 30, 2025	4,74,00,000	20,075/-	0600029283
4.	Tata AIG General Insurance Company Ltd	Employees Compensation Insurance	Digvijay Shradha Infrastructure Private Limited	Start Date: September 25, 2024 End Date: September 24, 2025	75,00,00,000	58,100	5190023769
5.	Care Health Insurance Company Limited	Care Heath Insurance (Individual Policy)	Active Infrastructures Ltd.	Start Date: July 04, 2024. End Date: July 03, 2025	57,50,000	7,90,600	U240670670600

## **CORPORATE SOCIAL RESPONSIBILITY**

Our Company has constituted CSR Committee as per the requirements of Companies Act 2013 and other applicable laws. For further details of the CSR Committee with its roles and responsibility please refer heading “Corporate Social Responsibility (CSR) Committee” on page No.166 under chapter “Our Management” on page 157 of this Red Herring Prospectus.

## **PERFORMANCE GUARANTEE**

We hereby confirm that no performance guarantee is required to be given by our Company as the same is given by our contractor who has sub contracted the work to us except for the “Water Supply System projects” as mentioned on page 129 of our Business chapter & as mentioned under the heading “Repayment/ Prepayment of Certain Borrowings availed by our Company and Margin Money for obtaining Bank Guarantee” on page 86 under Objects of the Issue chapter begning on page 78.

## **OTHER CONFIRMATIONS**

Our company has no foreign presence.

Our Company does not have any sales office.

All the projects/activities undertaken by the material subsidiary and our Company are done separately and independently from each other.

There is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of the company) and the company, Promoter, Promoter Group, Key Managerial Personnel, Directors and subsidiaries / Group Company and its directors.

There is no conflict of interest between the lessor of the immovable properties, (crucial for operations of the company) and the company, Promoter, Promoter Group, Key Managerial Personnel, Directors and subsidiaries / Group Company and its directors.



## KEY INDUSTRY REGULATIONS AND POLICIES

*The following description is a summary of the relevant regulations and policies as prescribed by the GOI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive and are only intended to provide general information to Applicants and is neither designed nor intended to be a substitute for professional legal advice. For details of government approvals obtained by us, see the section titled “Government and Other Statutory Approvals” on page 296 of this Red Herring Prospectus.*

### **BUSINESS / TRADE RELATED LAWS / REGULATIONS**

#### **The Micro, Small and Medium Enterprises Development Act, 2006 (the “MSME” Act)**

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise, the Micro, Small and Medium Enterprises Development Act, 2006 is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprises with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951. As per the revised classification via Notification no. CG-DL-E-01062020-219680 applicable w.e.f. from July 1, 2020, an enterprise would be classified as “Micro enterprise”, where the investment in plant and machinery or equipment does not exceed one Crore rupees and Turnover does not exceed five Crore rupees; “Small enterprise”, where the investment in plant and machinery or equipment does not exceed ten Crore rupees and Annual Turnover does not exceed fifty Crore rupees; or a “Medium enterprise”, where the investment in plant and machinery or equipment does not exceed fifty Crore rupees and the Annual Turnover does not exceed Two hundred and Fifty Crore rupees.

#### **The Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017**

The provisions of the Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017 are applicable to the Company. The provisions of the Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017 regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures, and wages for overtime work. Whoever, contravenes the provisions Act or the rules made there under shall be punished with fine which may extend to ₹ 1,00,000/- and in the case of a continuing contravention, with an additional fine which may extend to ₹ 2000/- per for every day during which such contravention continues. The total fine shall not exceed ₹ 2000/- per workers employed.

#### **The Transfer of Property Act, 1882 (the “TP” Act)**

The Transfer of Property Act establishes the general principles relating to transfer of property in India. It deals with the various methods in which transfer of immovable property including transfer of any interest in relation to that property takes place. It stipulates the general principles relating to the transfer of property including, inter alia, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. It also provides for the rights and liabilities of the vendor and purchaser, and the lessor and lessee in a transaction of sale or lease of land, as the case may be. It also covers provisions with respect to mortgage of property.

### **INDUSTRY SPECIFIC REGULATIONS**

#### **The National Building Code, 2016 (the “NBC” Act)**

The National Building Code of India, 2016 is a comprehensive building Code and a national instrument providing guidelines for regulating the building construction activities across the country. It serves as a Model Code for adoption by all agencies involved in building construction works, Public Works Departments, other government construction departments, local bodies or private construction agencies. The Code mainly contains administrative regulations, development control rules and general building requirements, fire safety requirements, stipulations regarding materials, structural design and construction (including safety, building and plumbing services; approach to sustainability; and asset and facility management).

### **The Real Estate (Regulation and Development) Act, 2016 and the rules made thereunder (the “RERA”)**

The Real Estate (Regulation and Development) Act, 2016 is expedient to establish the Real Estate Regulatory Authority for regulation and promotion of the real estate sector and to ensure sale of real estate project, in an efficient and transparent manner and to protect the interest of consumers in the real estate sector. Every project where the area of the land proposed to be developed exceeds five hundred (500) meters as the number of apartments proposed to be developed or number of apartment exceeds eight (8), such project shall be compulsory required to be registered by the promoter with the Real Estate Regulator Authority (RERA). Any person aggrieved by any direction or decision made by the Regulatory Authority or by an adjudicating officer, may make an appeal before the Appellate Tribunal within a period of sixty (60) days from the date of receipt of a copy of the order or direction.

### **The Maharashtra Regional and Town Planning Act, 1966 (the “Town Planning Act”)**

The Town Planning Act has been enacted with the object of establishing local development authorities in Maharashtra to ensure efficient town planning and development of lands within their jurisdiction. It provides for the creation of new towns and compulsory acquisition of land required for public purposes. The Collector and the Town Planning Department as appointed and established under the Town Planning Act, grant approvals for real estate projects situated in areas falling within their jurisdiction. Change in the use or development of any land which is part of a notified area or site for a new town requires the permission of the planning authority and it may revoke or modify the permission granted if it appears inconsistent with the development plan. The Town Planning Act also empowers the planning authority to levy development charge on use of land, change of use of land or development of land, for which permission is required at specified rates.

### **The Indian Easements Act, 1882 (the “Easement Act”)**

An easement is a right which the owner or occupier of land possesses for the beneficial enjoyment of that land and which permits him to do or to prevent something from being done, in or upon, other land not his own. Under the Indian Easements Act, 1882, a license is defined as a right to use property without any interest in favour of the licensee. The period and incident may be revoked and grounds for the same may be provided in the license agreement entered in between the licensee and the licensor.

## **GENERAL CORPORATE COMPLIANCE**

### **The Companies Act, 1956 and the Companies Act, 2013 (the “Companies Act”)**

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013. The Companies Act 1956 is still applicable to the extent not repealed and the Companies Act, 2013 (and the amendments thereof) is applicable to the extent notified. The act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure relating to winding up, appointment of liquidator also forms part of the act. The provision of this act shall apply to all the companies incorporated either under this act or under any other previous law. It shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of public company and by two or more persons in case of private company. A company can even be formed by one person i.e., a One Person Company. The provisions relating to forming and allied procedures of One Person Company are mentioned in the act.

### **SEBI Regulations (the “SEBI Regulations”)**

Securities and Exchange Board of India is the regulatory body for securities market transactions including regulation of listing and delisting of securities. It forms various rules and regulations for the regulation of listed entities, transactions of securities, exchange platforms, securities market and intermediaries thereto. Apart from the Securities and Exchange Board of India Act, 1992, Securities Contracts (Regulation) Act, 1956, Securities Contract (Regulations) Rules, 1957 and other rules and regulations, listed entities are mainly regulated by SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

### **The Indian Contract Act, 1872 (the “Contract Act”)**

Indian Contract Act codifies the way we enter into a contract, execute a contract, implementation of provisions of a contract and effects of breach of a contract. The Act consists of limiting factors subject to which contract

may be entered into, executed and breach enforced as amended from time to time. It determines the circumstances in which promise made by the parties to a contract shall be legally binding on them.

### **The Arbitration and Conciliation Act, 1996**

The Arbitration and Conciliation Act, 1996 is a comprehensive legislation in India that governs domestic arbitration, international commercial arbitration, and the enforcement of foreign arbitral awards. It provides a framework for resolving disputes outside the traditional court system, promoting efficient and fair dispute resolution. The Act covers the composition of arbitral tribunals, conduct of arbitral proceedings, making and enforcement of arbitral awards, and procedures for conciliation. It aims to reduce the burden on courts and encourage alternative dispute resolution methods.

### **The Insolvency and Bankruptcy Code, 2016**

The Insolvency and Bankruptcy Code, 2016 consolidates and amends laws related to insolvency resolution for companies, partnerships, and individuals in India. It aims to provide a time-bound process for resolving insolvency, maximizing the value of assets, and balancing the interests of all stakeholders. The Code establishes a framework for the efficient and effective resolution of insolvency, promoting entrepreneurship and availability of credit. It also includes provisions for the recognition and enforcement of foreign insolvency judgments and awards and sets up the Insolvency and Bankruptcy Board of India to oversee the implementation of the Code.

## **EMPLOYMENT AND LABOUR LAWS**

### **The Code on Wages, 2019 (the “Code”)**

The Code received the assent of the President of India on August 8, 2019. The provisions of the Code shall come into effect from the date notified in the Official Gazette by the Central Government. The Code will replace the four existing ancient laws namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965 and (iv) the Equal Remuneration Act, 1976. The Code will apply to all employees and allows the Central Government to set a minimum statutory wage. In pursuance of the Code, the Code on Wages (Central Advisory Board) Rules, 2021 have been notified, which prescribe, inter alia, the constitution and functions of the Central Advisory Board set up under the Code on Wages, 2019.

The four existing laws are as follows:

- **The Payment of Wages Act, 1936**

Payment of Wages Act, 1936, as amended, Payment of Wages (Amendment) Act, 2017 is aimed at regulating the payment of wages to certain classes of persons employed in certain specified industries and to ensure a speedy and effective remedy for them against illegal deductions or unjustified delay caused in paying wages to them. The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made there under.

- **The Minimum Wages Act, 1948**

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

- **The Payment of Bonus Act, 1965 (the “PoB Act”)**

The PoB Act provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

- **The Equal Remuneration Act, 1976**

The Equal Remuneration Act, 1976 aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Remuneration Act, no employer shall pay to any worker, employed by him/her in an establishment, a remuneration (whether payable in cash or in kind) at rates less favourable than those at which remuneration is paid by him to the workers of the opposite sex in such establishment for performing the same work or work of a similar nature. In addition, no employer shall for complying with the foregoing provisions of the Equal Remuneration Act, 1956, reduce the rate of remuneration of any worker. No employer shall, while making recruitment for the same work or work of a similar nature, or in any condition of service subsequent to recruitment such as promotions, training or transfer, make any discrimination against women except where the employment of women in such work is prohibited or restricted by or under any law for the time being

in force.

### **Industrial Relations Code, 2020**

The Government of India enacted 'The Industrial Relations Code, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. Currently the laws are as follows –

- **Industrial Disputes Act, 1947 (the “ID Act”)**

The Industrial Disputes Act, 1947 provides the procedure for investigation and settlement of industrial disputes. When a dispute exists or is apprehended, the appropriate Government may refer the dispute to a labour court, tribunal, or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while a proceeding is pending. The labour courts and tribunals may grant appropriate relief including ordering modification of contracts of employment or reinstatement of workers. The ID Act further provides for direct access for the workers to labour courts or tribunals in case of individual disputes and provided for the constitution of grievance settlement machineries in any establishment having twenty or more workers.

- **Trade Unions Act, 1926**

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which relates to the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union must be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

- **Industrial Employment (Standing Orders) Act, 1946 (the “Standing Orders”)**

The Standing Orders were passed by the Central Government to bring uniformity in the terms of employment in industrial establishments so as to minimize industrial conflicts. The Standing Orders play a key role in defining the terms and conditions of employment within industrial employment. The highlights of the Standing Orders such as classification of workmen, manner of intimation to workers about work and wage related details. Attendance and conditions for leaves, conditions of termination of employment and means of redressal for workmen in different matters.

### **The Code on Social Security, 2020**

The Government of India enacted 'The Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, The Cine Workers Welfare Fund Act, 1981, The Building and Other Construction Workers Welfare Cess Act, 1996 and The Unorganised Workers' Social Security Act 2008. The laws that the code shall subsume, are currently as follows:

- **Employee's Compensation Act, 1923 (the “Employees' Act”)**

The Employees' Compensation Act, 1923 provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the Employees' Act, the amount of compensation to be paid depends on the nature and severity of the injury. The Employees' Act also lays down the duties/obligations of an employer and penalties in cases of non-fulfilment of such obligations thereof. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees' Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of death/serious bodily injury.

- **Employee's Provident Fund and Miscellaneous Provisions Act, 1952 (the "EPF Act")**

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

- **Maternity Benefit Act, 1961**

The Act provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The Act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this Act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

- **Payment of Gratuity Act, 1972**

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this Act has become applicable shall be continued to be governed by this Act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he/she has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

### **The Occupational Safety, Health and Working Conditions Code, 2020**

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Occupational Safety, Health and Working Conditions Code, 2020. The draft rules provide for operationalization of provisions in the Occupational Safety, Health and Working Conditions Code, 2020 relating to safety, health and working conditions of the dock workers, building or other construction workers, mines workers, inter-state migrant workers, contract labour, journalists, audio-visual workers and sales promotion employees.

### **The Public Liability Insurance Act, 1991 and the Public Liability Insurance Rules, 1991 (The "PLI Act")**

The PLI Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the government by way of a notification. Under the law, the owner or handler is also required to take out an insurance policy insuring against liability. The rules made under the PLI Act mandate the employer to contribute towards the Environmental Relief Fund a sum equal to the premium paid on the insurance policies.

### **Employees' Deposit Linked Insurance Scheme, 1976**

The scheme shall be administered by the Central Board constituted under section 6C of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the Act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to the Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

### **The Employees' Pension Scheme, 1995**

Family pension in relation to this Act means the regular monthly amount payable to a person belonging to the family of the

member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this Act. Every employee who is a member of EPF or PF has an option of the joining the scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the all the employees who are members of the fund.

#### **The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the “Act”)**

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the Act. Every employer should also constitute an “Internal Complaints Committee” and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

#### **The Child Labour (Prohibition and Regulation) Act, 1986 (the “CLPR Act”)**

The CLPR Act seeks to prohibit the engagement of children in certain employments and to regulate the conditions of work of children in certain other employments. Part B of the Schedule to the CLPR Act strictly prohibits employment of children in cloth printing, dyeing and weaving processes and cotton ginning and processing and production of hosiery goods.

#### **The Contract Labour (Regulation and Abolition) Act, 1970**

The Contract Labour (Regulation and Abolition) Act, 1970 aims to prevent the exploitation of contract labourers and improve their working conditions. It applies to establishments employing 20 or more contract labourers and mandates the registration of such establishments and licensing of contractors. The Act establishes advisory boards to oversee its implementation and ensures welfare provisions like canteens, restrooms, drinking water, latrines, and first aid facilities. It also provides for the prohibition of contract labour in certain cases and regulates the employment of contract labour to ensure fair treatment and better working conditions.

#### **The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996**

The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996 aims to regulate the employment and conditions of service for building and construction workers. It ensures their safety, health and welfare by mandating the registration of establishments employing ten or more workers and the creation of welfare boards to oversee the implementation of various benefits. The Act provides for measures such as fixing working hours, ensuring fair wages and providing essential amenities like drinking water, latrines, and first aid. It also includes provisions for the safety and health of workers and penalties for non-compliance.

### **TAX RELATED LEGISLATIONS**

#### **The Income Tax Act, 1961**

The Income Tax Act, 1961 deals with the taxation of individuals, corporate, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act. Filing of returns of Income is compulsory for all assesses. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act.

#### **The Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975**

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of the West Bengal, Jharkhand, Odisha, Chhattisgarh, Assam, Bihar, Tripura, Delhi, Haryana, Madhya Pradesh, Punjab, Uttar Pradesh, Uttarakhand, Himachal Pradesh, Tamil Nadu, Kerala, Karnataka, Telangana, Andhra Pradesh, Puducherry, Rajasthan, Maharashtra, Gujarat are empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing

authority in the prescribed manner.

### **Goods and Services Tax**

GST is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act, 2016 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by Centre on intra-state supply of goods or services and by the States including Union territories with legislature / Union Territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the center and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder.

It replaces following indirect taxes and duties at the central and state levels: Central excise duty, duties of excise (medicinal and toilet preparations), additional duties on excise—goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cesses relating to supply of goods and services, state VAT, central sales tax, luxury tax, entry tax (all forms), entertainment and amusement tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling.

### **The Customs Act, 1962**

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code).

## **INTELLECTUAL PROPERTY LEGISLATIONS**

In general, the Intellectual Property Rights includes but is not limited to the following enactments:

- The Patents Act, 1970
- The Copyrights Act, 1957
- The Trade Marks Act, 1999
- The Design Act, 2000

### **Trade Marks Act, 1999 (the “Trade Marks Act”) and Trade Mark Rules, 2017 (“Trade Mark Rules”)**

The Trade Marks Act, 1999 provides for application and registration of trademarks in India. It also provides for exclusive rights to marks such as brand, label, and heading and to obtain relief in case of infringement for commercial purposes as a trade description. It prohibits registration of deceptively similar trademarks and also provides for penalties in form of imprisonment or fine or both for infringement, falsifying and falsely applying trademarks and using them to cause confusion among the public. The Trade Marks Rules, lay down certain guidelines regarding procedure. Some of the salient features of the Trade Marks Rules include the process for determination of ‘well-known’ trademarks, representation of sound marks, recognition of e-mail as a mode of service, new registration fees and mandatory filing of statements of users. Further, pursuant to the notification of the Trademark (Amendment) Act, 2010 simultaneous protection of trademark in India and other countries has been made available to owners of Indian and foreign trademarks. The Trademark (Amendment) Act, 2010 also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to conform Indian trademark law to international practice.

## **ENVIRONMENTAL LAWS**

### **The Environment (Protection) Act, 1986 and the Environment Protection Rules, 1986**

The Environment (Protection) Act, 1986 (“EPA”) has been enacted for the protection and improvement of the environment. It stipulates that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environmental pollutant in excess of such standards as may be prescribed. The Environment Protection Rules specifies, amongst other things, the standards for emission or discharge of environmental pollutants, and restrictions on the handling of hazardous substances in different areas. For contravention of any of the provisions of the Environment Protection Act or the rules framed thereunder, the punishment includes either imprisonment or fine or both.

Further, no person shall handle or cause to be handled any hazardous substance except in accordance with such procedure and after complying with such safeguards as may be prescribed. EPA empowers the Central Government to take all measures necessary to protect and improve the environment such as laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas where industries may operate and generally to curb environmental pollution.

### **The Environmental Impact Assessment Notification, 2006 (the “Notification”)**

As per the Notification, any construction of new projects or activities or the expansion or modernization of existing projects or activities as listed in the Schedule attached to the notification entailing capacity addition with change in process and or technology can be undertaken only after the prior environmental clearance from the Central Government or as the case may be, by the State Level Environment Impact Assessment Authority, duly constituted by the Central government under the provisions of the Environment (Protection) Act, 1986, in accordance with the procedure specified in the notification. The environmental clearance process for new projects comprises of four stages viz. screening, scoping, public consultation and appraisal. In 2016, the Ministry of Environment and Forest (MoEF) released a notification to incorporate standardized and objectively measurable environmental criteria into building permits for structures of various sizes. The notification also emphasized the establishment of a stringent monitoring system to ensure the effective implementation of environmental considerations and obligations in construction projects.

### **The Air (Prevention and Control of Pollution) Act, 1981 (the “Air Act”) and Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”)**

The Air Act was enacted to provide for the prevention, control and abatement of air pollution in India. The Air Act requires any person establishing or operating any industrial plant in an air pollution control area to obtain prior consent from the concerned state pollution control board. Further, it prohibits any person operating any industrial plant in an air pollution control area from causing or permitting to be discharged the emission of any air pollutant in excess of prescribed standards.

The Water Act was enacted to control and prevent water pollution and for maintaining or restoring of wholesomeness of water in the country and ensure that domestic and industrial pollutants are not discharged into water bodies without adequate treatment. The Water Act requires any person establishing or operating any industrial plant to seek prior approval from the State Pollution Control Board and not discharge any effluents in any water body beyond the permissible limits. Any violation of the provisions of the Air Act and Water Act is punishable with a fine and/or imprisonment, as applicable.

### **The Noise Pollution (Regulation and Control) Rules, 2000**

These Noise Pollution (Regulation and Control) Rules, 2000 (“Noise Pollution Rules”) were constituted to regulate and control noise producing and generating sources with the objective of maintaining the ambient air quality standards in respect of noise and were considered necessary as increasing ambient noise levels in public places from various sources, inter-alia, industrial activity, construction activity, (fire crackers, sound producing instruments), generator sets, loud speakers, public address systems, music systems, vehicular horns and other mechanical devices have deleterious effects on human health and psychological well-being of the people. The Noise Pollution Rules provide ambient air quality criteria with respect of noise for different areas/zones. The Noise Pollution Rules further provide powers to the authority to enforce the noise control measures in the areas/zones. The Noise Pollution Rules provide modes of making complaints to the authority in case noise levels exceed the ambient noise standards along with penalties and liabilities on account of violations in the silence zones/areas.

### **Construction & Demolition Waste Management Rules, 2016**

The Construction & Demolition Waste Management Rules, 2016 were established to manage the waste generated from construction, remodelling, repair, and demolition activities. These rules mandate the proper collection, segregation, recycling, and disposal of construction and demolition waste. They assign specific responsibilities to waste generators, local authorities, and state governments to ensure environmentally sound management practices. The rules also promote the use of recycled materials in construction projects and aim to reduce the environmental impact of construction activities.

## **GENERAL LAWS**

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Specific Relief Act 1963, Negotiable Instrument Act 1881, Employees Compensation Act 1923, Apprentice Act 1961, Registration Act 1908, Sale of Goods Act 1930, Consumer Protection Act 2019, The Indian Stamp Act, 1899 and municipal laws are also applicable to the company.



## HISTORY AND CERTAIN CORPORATE MATTERS

### BRIEF HISTORY OF OUR COMPANY

Our Company was originally incorporated as a Private Limited Company under the name “Active Infrastructures Private Limited” pursuant to the provisions of Part II of the Companies Act, 1956 and a certificate of incorporation dated September 26, 2007, was issued by Registrar of Companies, Mumbai, Maharashtra. Subsequently, our Company has been converted into a public limited company and the name of our Company changed to “Active Infrastructures Limited” pursuant to a special resolution passed at the Extra- Ordinary General Meeting of our Company held on June 12, 2024, and a Certificate of incorporation dated August 09, 2024 issued by the Registrar of Companies, Mumbai. The Corporate Identity Number of our Company is U45200MH2007PLC174506.

Mr. Vijaychand Jain and Mrs. Bharati Jain were the initial subscribers to the Memorandum of Association of our Company and the current promoters of the Company are Mr. Sunil Raisonni, Mr. Shreyas Raisonni, Shradha Infraprojects Limited and Riaan Diagnostic Private Limited. For further details of our promoter please refer the chapter titled “*Our Promoter and Promoter Group*” beginning on page 173 of this Red Herring Prospectus.

For information on our Company’s profile, activities, market, growth, technology, managerial competence, standing with reference to major vendors and suppliers, please refer the chapter titled “*Our Business*”, “*Industry Overview*”, “*Our Management*”, “*Restated Consolidated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages, 117, 111, 157, 189 and 275 respectively of this Red Herring Prospectus.

Our Company has 7 shareholders as on the date of filing of this Red Herring Prospectus.

### CHANGES IN THE REGISTERED OFFICE OF OUR COMPANY SINCE INCORPORATION

The following changes were made in the location of our Registered Office:

From	To	With effect from	Reason for Change
607/III Navjivan, Lamington Road, Mumbai – 400008, Maharashtra, India	Friendship Centre, Opp. YMCA Garden (Swimming Pool) near Agripada Police Station, Mumbai Central, Mumbai 400011, Maharashtra.	January 11, 2011	Administrative and Operational convenience
Friendship Centre, Opp. YMCA Garden (Swimming Pool) near Agripada Police Station, Mumbai Central, Mumbai 400011, Maharashtra.	501, B-Wing, Charmee Enclave, 342, Service Road, Vile Parle (E), Mumbai – 400057, Maharashtra.	March 28, 2016	Administrative and Operational convenience
501, B-Wing, Charmee Enclave, 342, Service Road, Vile Parle (E), Mumbai – 400057, Maharashtra.	Flat no. 802, 8th Floor, Plot No. 350, Marvel Residency CHS Ltd, Nanda Patkar Road, Vile Parle (E), Mumbai 400057, Maharashtra, India.	June 20, 2019	Administrative and Operational convenience
Flat no. 802, 8th Floor, Plot No. 350, Marvel Residency CHS Ltd, Nanda Patkar Road, Vile Parle (E), Mumbai 400057, Maharashtra, India.	Riaan Tower 10th Floor, Mangalwari Road, Sadar, Sadar Bazar, Nagpur 440001, Maharashtra, India.	July 25, 2024	Administrative and Operational convenience

### MAJOR EVENTS IN THE HISTORY OF OUR COMPANY

Year	Key Events/Milestones/Achievements
2007-08	Incorporation of the Company in the name and style of “Active Infrastructures Private Limited” under Companies Act, 1956.
2017-18	Approval to Scheme of Amalgamation of M/s Rimjhim Tradelink Private Limited with M/s Active Infrastructures Limited by the shareholders at the NCLT conveyed meeting.

2022-23	Acquired Majority Stake in Achievers Ventures Private Limited
2022-23	Formation of Digvijay Shradha Infrastructure Private Limited
2023-24	Acquired Majority Stake in Stargate Ventures LLP & Solus Ventures LLP
2024-25	Certificate of Incorporation dated, August 09, 2024 issued by Registrar of companies, Mumbai pursuant to conversion of Private Company into Public Limited Company.

## MAIN OBJECTS OF OUR COMPANY

The main object of our Company as set forth in the Memorandum of Association of our Company is as follows:

1. To construct, develop, roads, bridges on built own and transfer basis (BOT), including under annuity and Hybrid Annuity Model ("HAM"), Engineering, Procurement, And Construction ("EPC") basis and to carry on the business of contractors, sub-contractors, interior decorators, general construction, builders, engineers, mechanical, electrical, civil, irrigation and hauliers and to lay out, develop, construct, build, erect, demolish, re- erect, alter, repair, remodel or do any other work in connection with any building or building scheme, colonies, township, roads, docks, ship sewers, bridges, canals, wells, springs, dams, power plants, reservoirs, embarkments, railways, irrigations, reclamations, improvements, sanitary, water, gas, electric light, telephone, telegraphic, television, antenna and power supply works or any other structural or architectural work or any kind or whatsoever and to prepare estimates, designs, plants, specifications or models and to carry on the business of advisers, consultants, planners, engineers or managers in connection with construction, reconstruction and development; and to purchase, acquire, get convert, develop, improve, hold with absolute or limited rights or on lease, sub lease or otherwise and to erect, construct, build, demolish, re-erect, alter, repair, furnish and maintain land, including agricultural land, buildings, houses, farm houses, residential flats, commercial complexes, industrial land, markets, shops, factories, mills, godowns and building for hotels, restaurants, and cinema houses, in India or abroad and to manage land, building, whether in India or abroad and to manage land, building and other properties and to collect rents and income there from.
2. To carry on the business of Builders, Masoners and General Construction and Contractors and to carry on the business of the proprietors of lands, flats, maisonettes, dwelling houses, shops, offices, industrial estates, lessees of lands, flats and other immoveable properties and for these purposes to purchase, take on lease or otherwise acquire and hold any lands or buildings of any tenure or description wherever situated, or rights or interests therein or connected therewith, to prepare building sites, and to construct, reconstruct, pull down, renovate, develop, alter, improve, decorate and furnish and maintain flats, hotels, malls, educational institutes, hospitals, maisonettes, dwelling houses, shops, offices, buildings, industrial estates, works and conveniences, and sell the same on ownership basis, instalment basis or loose basis and rental basis and transfer such buildings to co- operative societies, limited companies, bodies corporate or association of persons or individuals as the case may be, to lay out roads and pleasure gardens and recreation grounds to plant, drain or otherwise improve the land or any part thereof and to promote, operate and manage various immoveable properties and other real estate assets, and to develop, acquire and invest, either directly or indirectly, in income producing immoveable properties in India.
3. To carry on in India or elsewhere the business to undertake development of infrastructure work on build, operate and transfer basis as contracted from the Central Government, various State Governments, Union Territories, cantonments, local authorities, gram panchayats, autonomous bodies, and other government department and to develop, construct, run, repair, maintain, decorate, improve, remodel, build, operate and manage roads, bridges, highways, railways, waterways, gas lines, airports, docks, ports, jetties, gardens, public places, buildings and other structures developments, utilities etc. and to do all other acts and things as may be necessary from time-to time.
4. To carry on the business, in India and abroad, of dealer, trader, import and export agents, representatives, contractors, buying and selling agents, brokers, buyers, sellers, exporters, consultants and to buy, sell, or otherwise trade and deal in goods, produce, articles and merchandise of all types, on a wholesale cash and carry basis, including: [building materials, ready mix concrete (RMC)] minerals and metals, stainless and special steels, alloys and ferrous, non-ferrous metals, auto parts, tools and implements, dies jigs, steel pipes and tubes and pipe fittings, iron and steel products, cast iron, steel and tubular structural, scrap, tubes and allied products, chemicals and petrochemicals, capital goods, household articles.
5. To carry on the business of direct selling, re-selling, selling through local merchants, importer, exporter, advertise for sale and to act as agents, merchants, traders, contractors, representatives, distributors, dealers, stockiest and forwarders in all kind and description of commodities, on a wholesale cash and carry, including minerals and metals, stainless and special steels, alloys and ferrous, non-ferrous metals, auto parts, tools and implements, dies jigs, steel pipes and tubes and pipe fittings, furniture & fittings, iron and steel products, cast iron, steel and tubular structural, scrap, tubes and allied products, general merchandise, house- hold and groceries items, spirits and liquors, whether for human consumption or for industrial use or as fuel or otherwise, citric acid, vinegar, acetic and liquid sugar, glucose, malts, hops, grain, aerated water, carbonic acid, gas, dry ice

and all raw material and intermediates of the highest grade, style and / or quality in their category and other consumable goods and in all kinds and description of commodities both commercial and non-commercial both in India and abroad.

#### AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY IN THE LAST TEN YEARS

The following changes have been made in the Memorandum of Association of our Company in last ten years:

Date of Meeting	Type	Nature of Amendment
January 23, 2015	EOGM	<b>Alteration in the Capital Clause</b> The Face Value of Shares of the Company is sub-divided (stock split) from Rs. 10/- to Re.1/- per equity share comprising of 50,00,000 Equity Shares of 1/- each & 1,50,00,000 2% Redeemable, Optionally Convertible, And Non- Cumulative Preference Shares of Rs.1/-each.
March 23, 2015	EOGM	<b>Amendment in the Main, Ancillary and Other Object Clause</b> a. Sub-Clause 1 of Clause III(A) of the Main Object is amended. b. Sub-Clause 2 to 5 of Clause (III) B are inserted in Ancillary Objects. c. Sub-Clauses 2 to 48 of Clause (III) B of the Ancillary Objects are renumbered as 6 to 52. d. Sub-Clause 49 to 89 of Clause (III) C of the Other Objects are renumbered as clause 53 to 93
November 10, 2017	EOGM	<b>Alteration in the Capital Clause</b> The Authorized Share Capital of the Company was increased from Rs 2,00,00,000/- consist of 50,00,000 Equity Shares of 1/- each & 1,50,00,000 2% Redeemable, Optionally Convertible, and Non-Cumulative Preference Shares of Rs.1/-each to Rs. 2,40,00,000 divided into 90,00,000 Equity Share & 1,50,00,000 2% Preference Shares of 1/- each.
March 22, 2021	EOGM	<b>Amendment in the Object Clause</b> a. Sub-Clause 1A and 1B of Clause III(A) of the Main Object are inserted. b. Sub-Clauses 6 to 52 of Clause (III) B of the Ancillary Objects are renumbered as 6 to 58.
October 9, 2023	EOGM	<b>Alteration in the Capital Clause</b> Reclassification of 1,50,00,000 preference shares into equity Shares, which reconstitute authorised share capital as 2,40,00,000 divided into 2,40,00,000 Equity shares of Re.1/- each.  Consolidation of five equity shares of face value of Re. 1/- each fully paid up into one equity shares of face value of Rs. 5/- each fully paid up, which reconstitute authorised share capital as Rs. 2,40,00,000 divided into 48,00,000 Equity Shares of Rs. 5/- each.
October 9, 2023	EOGM	<b>Amendment in the Object Clause</b> a. The word Main is deleted from Clause III (A) b. Heading of Clause III(B) is substituted c. Clause III(C) is deleted. d. Clause IV is substituted e. Minimum Paid up capital under clause V (B) is deleted
November 18, 2023	EOGM	<b>Alteration in the Capital Clause</b> The Authorized Share Capital of the Company was increased from Rs. 2,40,00,000 divided into 48,00,000 Equity Shares of Rs. 5/- each to Rs. 12,40,00,000/- divided into 2,48,00,000 Equity Shares of 5/- each.
January 4, 2024	EOGM	<b>Amendment in Main Object Clause</b> Clause III A is hereby altered by substituting and adding sub-clause 1, 2 & 3 to clause III(A) in the following manner: 1. To construct, develop, roads, bridges on built own and transfer basis (BOT),

		<p>including under annuity and Hybrid Annuity Model (“HAM”), Engineering, Procurement, And Construction (“EPC”) basis and to carry on the business of contractors, sub-contractors, interior decorators, general construction, builders, engineers, mechanical, electrical, civil, irrigation and hauliers and to lay out, develop, construct, build, erect, demolish, re-erect, alter, repair, remodel or do any other work in connection with any building or building scheme, colonies, township, roads, docks, ship sewers, bridges, canals, wells, springs, dams, power plants, reservoirs, embarkments, railways, irrigations, reclamations, improvements, sanitary, water, gas, electric light, telephone, telegraphic, television, antenna and power supply works or any other structural or architectural work or any kind or whatsoever and to prepare estimates, designs, plants, specifications or models and to carry on the business of advisers, consultants, planners, engineers or managers in connection with construction, reconstruction and development; and to purchase, acquire, get convert, develop, improve, hold with absolute or limited rights or on lease, sub lease or otherwise and to erect, construct, build, demolish, re-erect, alter, repair, furnish and maintain land, including agricultural land, buildings, houses, farm houses, residential flats, commercial complexes, industrial land, markets, shops, factories, mills, godowns and building for hotels, restaurants, and cinema houses, in India or abroad and to manage land, building, whether in India or abroad and to manage land, building and other properties and to collect rents and income therefrom.</p> <p>2. To carry on the business of Builders, Masoners and General Construction and Contractors and to carry on the business of the proprietors of lands, flats, maisonettes, dwelling houses, shops, offices, industrial estates, lessees of lands, flats and other immoveable properties and for these purposes to purchase, take on lease or otherwise acquire and hold any lands or buildings of any tenure or description wherever situated, or rights or interests therein or connected therewith, to prepare building sites, and to construct, reconstruct, pull down, renovate, develop, alter, improve, decorate and furnish and maintain flats, hotels, malls, educational institutes, hospitals, maisonettes, dwelling houses, shops, offices, buildings, industrial estates, works and conveniences, and sell the same on ownership basis, instalment basis or loose basis and rental basis and transfer such buildings to co-operative societies, limited companies, bodies corporate or association of persons or individuals as the case may be, to lay out roads and pleasure gardens and recreation grounds to plant, drain or otherwise improve the land or any part thereof and to promote, operate and manage various immoveable properties and other real estate assets, and to develop, acquire and invest, either directly or indirectly, in income producing immoveable properties in India.</p> <p>3. To carry on in India or elsewhere the business to undertake development of infrastructure work on build, operate and transfer basis as contracted from the Central Government, various State Governments, Union Territories, cantonments, local authorities, gram panchayats, autonomous bodies, and other government department and to develop, construct, run, repair, maintain, decorate, improve, remodel, build, operate and manage roads, bridges, highways, railways, waterways, gas lines, airports, docks, ports, jetties, gardens, public places, buildings and other structures developments, utilities etc. and to do all other acts and things as may be necessary from time- to time.</p> <p>Clause III (1-A) and Clause III (1-B) are renumbered as 4 and 5 and Clause III (1-B) are renumbered from 2 to 58 to 6 to 62</p>
June 12, 2024	EOGM	<p><b>Conversion into Public Company</b></p> <p>Our Company has been converted into a public limited and the name of our Company changed to “Active Infrastructures Limited” pursuant to a special resolution passed at the Extra- Ordinary General Meeting held on June 12, 2024 and a fresh Certificate of Incorporation dated August 09, 2024 has been issued by the Registrar of companies, Mumbai.</p>

## OUR HOLDING COMPANY

As on the date of this Red Herring Prospectus, our Company has one holding company, namely Shradha Infraprojects Limited, it

holds 99.99% of the issued, subscribed, and paid-up Equity Share capital of our Company. For details of Shradha Infraprojects Limited, refer chapter “Our Promoter and Promoter Group” on page 173 of this Red Herring Prospectus.

## OUR SUBSIDIARY COMPANY

As on the date of this Red Herring Prospectus, following are the subsidiaries of Company:

### 1. Digvijay Shradha Infrastructure Private Limited

- Corporate Information**

Digvijay Shradha Infrastructure Private Limited was incorporated on June 09, 2022, under the Companies Act 2013. The Registered Office is situated at Flat no. 802, 8<sup>th</sup> Floor, Plot no. 350, Marvel Residency, CHS Ltd, Vile Parle (E), Mumbai, Mumbai City, Maharashtra, India, 400057.

- Nature of Business**

The main object of the Company includes, inter alia carrying on business of infrastructure activities, infrastructure projects and construction, operation, and maintenance of infrastructural facilities and to act as promoter, builder, contractors and developers of various projects and offers project consultancy and to carry on the above projects by entering into any contract arrangement collaboration with government bodies and corporate entities.

- Capital Structure**

Authorised Share Capital of the company is ₹ 10,00,000/- divided into 1,00,000 Equity shares of ₹ 10/- each. Paid-up share capital of the company is ₹ 10,00,000/- divided into 1,00,000 Equity Shares of ₹ 10/- each.

- Shareholding Pattern**

Sr. No.	Name of Shareholder	Number of Shares	In %
1.	Active Infrastructures Limited (Formerly known as Active Infrastructures Private Limited)	50,500	50.50%
2.	Digvijay Construction Private Limited	49,500	49.50%
<b>Total</b>		<b>1,00,000</b>	<b>100%</b>

### 2. Achievers Ventures Private Limited

- Corporate Information**

Achievers Ventures Private Limited was incorporated on June 05, 2015 initially under the name SGR Inventures OPC Private Limited, subsequently the name has changed to Achievers Ventures (OPC) Private Limited and a fresh Certificate of Incorporation is issued by Registrar of Companies Mumbai as on August 20, 2019. Further the company has converted into private limited company under the name Achievers Ventures Private Limited and a fresh certificate of incorporation is issued as on September 16, 2019. The Registered Office is situated at Riaan Tower 10<sup>th</sup> Floor, Mangalwari Road, Sadar Bazar, Nagpur, Maharashtra, India, 440001.

- Nature of Business**

The main object of the Company includes, inter alia carrying business of infrastructure activities of construction, operation, and maintenance and acts as promoter, builder, contractors and developers of various projects and offers project consultancy and collaboration with government bodies and corporate entities.

- Capital Structure**

Authorised Share Capital of the company is ₹ 1,00,00,000/- divided into 1,00,00,000 Equity shares of ₹ 1/- each. Paid-up share capital of the company is ₹ 1,00,00,000/- divided into 1,00,00,000 Equity Shares of ₹ 1 /- each.

- Shareholding Pattern**

S. No.	Name of Shareholder	Number of Shares	In %
1.	Active Infrastructures Limited (Formerly known as Active Infrastructures Private Limited)	99,99,999	99.99%
2.	Shreyas Raisoni jointly with Active Infrastructure Private Limited	1	0.01%
<b>Total</b>		<b>1,00,00,000</b>	<b>100%</b>

### 3. Solus Ventures LLP

- Corporate Information**

Solus Ventures LLP was incorporated under Limited Liability Partnership Act 2008 on July 05, 2023. The Registered Office is situated at Riaan Tower 10<sup>th</sup> Floor, Mangalwari Road, Sadar Bazar, Nagpur, Maharashtra, India, 440001.

- Nature of Business**

The main object of the LLP includes, inter alia carrying business of infrastructure activities, infrastructure projects and construction, operation, and maintenance of infrastructural facilities in the field of transportation etc.

- Partner's Contribution**

The Capital of the LLP shall be Rs. 50,000 (Rupees Fifty Thousand) contributed by the parties as mentioned below:

Sr. No.	Name of Parties	Contribution
1.	Active Infrastructures Limited (Formerly known as Active Infrastructures Private Limited)	33,500/-
2.	Siddharth Shekhar Raisoni	16,500/-
<b>Total</b>		<b>50,000/-</b>

### 4. Stargate Ventures LLP

- Corporate Information**

Stargate Ventures LLP was incorporated under Limited Liability Partnership Act 2008 on July 03, 2023. The Registered Office is situated at Riaan Tower 10<sup>th</sup> Floor, Mangalwari Road, Sadar Bazar, Nagpur, Maharashtra, India, 440001.

- Nature of Business**

The main object of the LLP includes, inter alia carrying business of infrastructure activities, infrastructure projects and construction, operation, and maintenance of infrastructural facilities in the field of transportation etc.

- Partner's Contribution**

The Capital of the LLP shall be Rs. 50,000 (Rupees Fifty Thousand) contributed by the parties as mentioned below:

Sr. No.	Name of Parties	Contribution
1.	Active Infrastructures Limited (Formerly known as Active Infrastructures Private Limited)	33,500/-
2.	Siddharth Shekhar Raisoni	16,500/-
<b>Total</b>		<b>50,000/-</b>

### ACQUISITION OF BUSINESSES/ UNDERTAKINGS, MERGER, AMALGAMATION OR REVALUATION OF ASSETS IN LAST 10 YEARS

Except apart from acquiring stake in Achievers Ventures Private Limited, formation of the Company named as Digvijay Shradha Infrastructure Private Limited with Digvijay Construction Private Limited, Acquiring Majority Stake in Stargate Ventures LLP

& Solus Ventures LLP, Acquiring Stake Godhuli Vintrade LLP and Devansh Dealtrade LLP pursuant to a Scheme of amalgamation and as disclosed below, our Company has not made any material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in last 10 years.

**Scheme of amalgamation between M/s. Rimjhim Tradelink Private Limited with M/s. Active Infrastructures Limited (Formerly known as Active Infrastructures Private Limited).**

The NCLT Mumbai by its order which was delivered on November 10, 2017, sanctioned the scheme of amalgamation under sections 230 to 232 of the Companies Act, 2013 for the transfer all the assets and liabilities of Rimjhim Tradelink Private Limited (“Transferor Company”) to our Company (“Transfee Company”).

The rationale of the Scheme was, among others, to enable our Company to facilitate administrative efficiency and better utilization of resources by reducing the number of entities, thereby reducing the overhead expenses and paperwork. Pursuant to the Scheme, the entire undertaking including the assets and liabilities of the Transferor Company was transferred to and vested in our Company, with effect from the appointed date, i.e. April 01, 2016. In consideration of the Scheme, our Company was required to issue and allot 4.60 equity shares of ₹1/- each for every 1 equity share of ₹10/- each held in Transferor Company.

The Scheme came into effect from April 01, 2016, being the date on which certified copies of the a foretated order were filed with the RoC Mumbai wide SRN G70074091.

For details of allotment made pursuant to the Scheme, see “Capital Structure - Notes to Capital Structure – Equity Share Capital History of our Company” on page 65 of this Red Herring Prospectus.

**SIGNIFICANT FINANCIAL OR STRATEGIC PARTNERSHIPS**

We do not have any financial or strategic partnerships as on the date of this Red Herring Prospectus.

**SHAREHOLDERS' AND OTHER AGREEMENT**

Our Company has not entered into any Shareholders Agreement as on the date of this Red Herring Prospectus.

**LOCK OUTS AND STRIKES**

There have been no lock outs or strikes at any of the location of our Company as on the date of this Red Herring Prospectus.

**TIME/COST OVERRUN IN SETTING UP PROJECTS**

There has been no time and cost overruns in the Company as on the date of this Red Herring Prospectus.

**LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY OR EXIT IN NEW GEOGRAPHIES**

For details of launch of key products or services, entry in new geographies or exit from existing markets, capacity or facility creation and the locations, please see chapter titled “Our Business” beginning on page 117 of this Red Herring Prospectus.

**CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE YEARS**

There have been no changes in the activities of our Company during the last five years which may have had a material effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

**DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS**

Our Company has not made any defaults / re-scheduling of its borrowings as on date of this Red Herring Prospectus.

**JOINT VENTURES OF OUR COMPANY**

Our Company has entered into operational and financial joint venture for the purposes of bidding and execution of project. This is business joint venture and not incorporated as separate entities. As on date of this red herring prospectus we have one joint venture of our Company, details of which are as under:

Sr. No.	Name of the Joint Venture	Date of the Joint Venture Agreement	Parties of the Joint Venture	Name of the Project	Company's share in the Joint Venture
1.	Mecgale Active JV	January 03, 2024	The first party to the Joint Venture is Mecgale Pneumatics Pvt. Ltd. and the second party is Active Infrastructures Limited.	Upgradation of Visitors Amenities/ Facilities, enhancement of built & natural features at Chaturdash Devta Temple and Kasba Kalibari Temple and Reconstruction of Yatri Niwas at Chaturdash Devta Temple.	20%

## ASSOCIATE OF OUR COMPANY

### 1. Devansh Dealtrade LLP

#### i. Corporate Information

Devansh Dealtrade LLP was incorporated under Limited Liability Partnership Act 2008 on February 20, 2018. The Registered Office is situated at Office No A-01, Trimurti Apartment Ajmal Road, Off Malviya Road, Ville Parle (East), Mumbai 400057, Maharashtra, India. This LLP is acquired by Active Infrastructures limited (formerly known as Active Infrastructures Private limited) pursuant to scheme of Amalgamation with Rimjhim Tradelink Private Limited

#### ii. Nature of Business

It carries on the business of Buyers, sellers, traders, merchants etc. of all kinds of industrial tools, equipment's and machineries, rubberized and leather good, iron, stitching wires, rod, other M.S, G.I, iron materials and every other type of iron & steel material, aluminium, minerals, automobile parts etc.

#### iii. Partner's Contribution

The Capital of the LLP shall be Rs. 2,40,000 (Rupees Two Lakh Forty Thousand) contributed by the parties as mentioned below:

Sr. No.	Name of Parties	Contribution
1.	Active Infrastructures Limited (Formerly known as Active Infrastructures Private Limited)	1,19,990/-
2.	Millia Trading Private Limited	1,19,990/-
3.	Vinod Mohite	10/-
4.	Dhanashri Chilbule	10/-
<b>Total</b>		<b>2,40,000/-</b>

### 2. Godhuli Vintrade LLP

#### i. Corporate Information

Godhuli Vintrade LLP was incorporated under Limited Liability Partnership Act 2008 on March 06, 2018. The Registered Office is situated at Office No A-01, Trimurti Apartment Ajmal Road, Off Malviya Road, Ville Parle (East), Mumbai 400057, Maharashtra, India. This LLP is acquired by Active Infrastructures limited (formerly known as Active Infrastructures Private limited) pursuant to scheme of Amalgamation with Rimjhim Tradelink Private Limited.

#### ii. Nature of Business

It carries on the business of Buyers, sellers, traders, merchants etc. of all kinds of industrial tools, equipment's and machineries, rubberized and leather good, iron, stitching wires, rod, other M.S, G.I, iron materials and every other type of iron & steel



material, aluminium, minerals, automobile parts etc.

### iii. Partner's Contribution

The Capital of the LLP shall be Rs. 2,40,000 (Rupees Two Lakh Forty Thousand) contributed by the parties as mentioned below:

Sr. No.	Name of Parties	Contribution
1.	Active Infrastructures Limited (Formerly known as Active Infrastructures Private Limited)	1,19,990/-
2.	Millia Trading Private Limited	1,19,990/-
3.	Vinod Mohite	10/-
4.	Dhanashri Chilbule	10/-
Total		2,40,000/-

### AGREEMENTS WITH KEY MANAGERIAL PERSONNEL, SENIOR MANAGEMENT, DIRECTOR, PROMOTER OR ANY OTHER EMPLOYEE

Neither our Promoter, nor any of the Key Managerial Personnel, Senior Management, Directors or employees of our Company has entered into an agreement, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with the dealings of the securities of our Company.

### MATERIAL AGREEMENTS

Except the contracts / agreements entered in the ordinary course of the business and as disclosed under chapter titled “*Our Business*” on page 117 of this Red Herring Prospectus, we have not entered into any material agreement / contract as on the date of this Red Herring Prospectus.

### OTHER AGREEMENTS/ ARRANGEMENTS AND CLAUSES / COVENANTS

There are no other agreements/ arrangements and clauses / covenants which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision.

### STRATEGIC PARTNERS

As of the date of this Red Herring Prospectus, our Company does not have any Strategic Partners.

### FINANCIAL PARTNERS

As on the date of this Red Herring Prospectus, our Company does not have any other financial partners.

### CAPACITY/FACILITY CREATION, LOCATION OF PLANTS

As on the date of this Red Herring Prospectus, our Company does not have any Capacity/facility for creation of a plant or any other location of a plant.

## OUR MANAGEMENT

### BOARD OF DIRECTOR

In accordance with our Articles of Association of our Company, unless otherwise determined in a general meeting of the Company and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen)

As on the date of this Red Herring Prospectus, our Company has six (6) Directors on the Board, one (1) as Managing Director, two (2) Non-Executive and Non-Independent directors and three (3) Non-Executive and Independent directors.

The following table sets forth details regarding the Board of Directors as on the date of this Red Herring Prospectus:

Particulars	Date of Appointment/ Reappointment	Other Directorships/Designated Partners/Partners
<b>Name:</b> Nitesh Sanklecha <b>Father's Name:</b> V G Sanklecha <b>Age:</b> 45 years <b>Date of Birth:</b> July 01, 1979 <b>Qualification:</b> B. Com, CA, PhD (Commerce and Management) <b>Designation:</b> Managing Director <b>Address:</b> G-501, Majestic Heights, Shivaji Nagar, Hill Road, NIT Lok Housing Scheme, Shankar Nagar, Nagpur – 440010 Maharashtra, India <b>Occupation:</b> Service <b>Nationality:</b> Indian <b>Term:</b> 5 years, Liable to retire by rotation <b>Date of Expiration:</b> June 11, 2029 <b>DIN:</b> 03532145	Appointed as an Additional Director w.e.f. June 1, 2024. Regularized as Managing Director w.e.f. June 12, 2024.	<b>Companies</b> Achievers Ventures Private Limited Shradha Infraprojects Limited Gaya Railway Infra Private Limited SGR Ventures Private Limited <b>LLP</b> Nil
<b>Name:</b> Chandrakant Waman Waikar <b>Father's Name:</b> Waman Waikar <b>Age:</b> 66 years <b>Date of Birth:</b> December 15, 1957 <b>Qualification:</b> Bachelor of Engineering (B. E. Civil) <b>Designation:</b> Non-executive and Non- Independent Director <b>Address:</b> Flat No. D-207 Leela Garden Apartment, Opposite Joggers Parks, Sneh Nagar, Vivekanand Nagar, Nagpur, Maharashtra, India 440015 <b>Occupation:</b> Service <b>Nationality:</b> Indian <b>Term:</b> Liable to retire by rotation	Appointed as an Additional Director w.e.f. June 1, 2024. Regularized as Non- Executive and Non- Independent Director w.e.f. June 12, 2024.	<b>Companies</b> Shradha Infraprojects Limited Achievers Ventures Private Limited <b>LLP</b> Nil

<b>Date of Expiration:</b> N.A <b>DIN:</b> 09533456		
<b>Name:</b> Shreyas Sunil Raison <b>Father's Name:</b> Sunil Raison <b>Age:</b> 29 years <b>Date of Birth:</b> February 16, 1995 <b>Qualification:</b> Bachelor of Computer Engineering (B. E.) <b>Designation:</b> Non-executive, Non-Independent Director <b>Address:</b> Plot No. 75, Shivaji Nagar, Shankar Nagar, S.O, Nagpur 440010 Maharashtra India <b>Occupation:</b> Service <b>Nationality:</b> Indian <b>Term:</b> Liable to retire by rotation <b>Date of Expiration:</b> N.A <b>DIN:</b> 06537653	Appointed as an Additional Director w.e.f. May 18, 2021. Regularized as Non-Executive and Non- Independent Director w.e.f. November 30, 2021.	<b>Companies</b> Ghru Technology Business Incubator Foundation SSS Ventures Private Limited S.G.R Foundation Namastay Hospitality Private Limited Heritage Infrareal India Private Limited Sun - Tec Total Solutions Private Limited Suntech Infraestate Nagpur Private Limited GHR Labs And Research Centre G. H. Raison Sports And Cultural Foundation Digvijay Shradha Infrastructure Private Limited Shradha Infraprojects Limited <b>LLP</b> Deepika Infrastructures LLP
<b>Name:</b> Asha Sampath <b>Father's Name:</b> Ramaswamy Sampath <b>Age:</b> 59 years <b>Date of Birth:</b> May 13, 1965 <b>Qualification:</b> B.Com, CA, CS <b>Designation:</b> Chairperson and Non-Executive and Independent Director <b>Address:</b> 14/1, New High School Road, V V Puram, Bangalore South, Basavanagudi, Bangalore – 560004, Karnataka, India <b>Occupation:</b> Professional <b>Nationality:</b> Indian <b>Term:</b> 5 years <b>Date of Expiration:</b> September 30, 2025 <b>DIN:</b> 02160962	Appointed as an Additional Director w.e.f. November 11, 2020. Regularized as Non-Executive and Independent Director w.e.f. December 05, 2020.	<b>Companies</b> Shradha Infraprojects Limited Globalspace Technologies Limited <b>LLP</b> Nil

<b>Name:</b> Akshay Bharat Thakkar <b>Father's Name:</b> Bharat Thakkar <b>Age:</b> 29 years <b>Date of Birth:</b> August 07, 1995 <b>Qualification:</b> Bachelor of Architecture (B. Arch) <b>Designation:</b> Non-Executive and Independent Director <b>Address:</b> Plot No. 53, Thakkar Residence, Opposite Lendra Park, Ramdaspath, Shankar Nagar, Nagpur Maharashtra India 440010 <b>Occupation:</b> Professional <b>Nationality:</b> Indian <b>Term:</b> 3 years <b>Date of Expiration:</b> June 11, 2027 <b>DIN:</b> 08912202	Appointed as an Additional Director w.e.f. June 1, 2024.  Regularized as Non-Executive and Independent Director w.e.f. June 12, 2024.	<b>Companies</b> VCA Recreation Club  <b>LLP</b> Nil
<b>Name:</b> Gaurav Balkrishna Sharma <b>Father's Name:</b> Balkrishna Sharma <b>Age:</b> 41 years <b>Date of Birth:</b> September 27, 1982 <b>Qualification:</b> B Com, CA <b>Designation:</b> Non-Executive and Independent Director <b>Address:</b> 202, Gauri Apartment, Near R.R. Nursing Home, Utkarsh Nagar, Katol Road, Nagpur Maharashtra India 440013 <b>Occupation:</b> Professional <b>Nationality:</b> Indian <b>Term:</b> 3 years <b>Date of Expiration:</b> June 11, 2027 <b>DIN:</b> 01522240	Appointed as an Additional Director w.e.f. June 1, 2024.  Regularized as Non-Executive and Independent Director w.e.f. June 12, 2024.	<b>Companies</b> TACS Consultants Private Limited  <b>LLP</b> Nil

#### BRIEF PROFILE OF OUR DIRECTORS

**Nitesh Sanklecha**, aged 45 years is the Managing Director of our Company. He holds a bachelor's degree in Commerce from Nagpur University and a Ph.D. in Commerce and Management from Rashtrasant Tukadoji Maharaj Nagpur University. He has also completed C.A from the Institute of Chartered Accountants of India. He has been on the Board of our Company since June 1, 2024. He had given consultations to Raison Group of Institutions, Nagpur for 17 years wherein he took up roles in Construction Project Management, Stores Management, Procurement Management and Accounts Management among others. He was also involved in the completion of various projects such as schools, college buildings, hostels, institutes and residential projects in Nagpur, Pune, Saikheda, Amravati etc. He is also experienced in audits, accounting, income tax matters & assessment works has worked with various banks and trusts.

**Chandrakant Waman Waikar**, aged 66 years is a Non-executive and Non-Independent Director of our Company. He holds a bachelor's degree in Civil Engineering from University of Bombay. He has been on the Board of our Company since June 1, 2024. He has a total 43 years of experience in the construction industry in the fields of thermal power plants, pipe lines, pump

houses, commercial buildings, infrastructure projects water treatment plants, waste water treatment plants and Highways among others. He has served as the General Manager (Projects) with SMS Limited, Additional General Manager at Shapoorji Pallonji & Co. Ltd., Project Coordinator at SNG Engineering & Construction Pvt. Ltd. and on the pipeline project for water supply for Koyana Prestressed Products Ltd.

**Shreyas Sunil Raisonni**, aged 29 years is the Promoter & Non-executive and Non-Independent Director of our Company. He holds a Bachelor of Computer Engineering (B. E.) Savitribhai Phule Pune University. He has been on the Board of the Company since May 18, 2021. He has over 7 years of work experience including serving as Project Team Member with Smart City Garbage Cans, Aquicore and Airbnb. Mr. Shreyas Raisonni has also created a university ranking system among other projects and is a Whole Time Director of our Corporate Promoter i.e. Shradha Infraprojects Limited.

**Asha Sampath**, aged 59 years is a Chairperson and Non-Executive, Independent Director of our Company. She holds a bachelor's degree in Commerce from Bangalore University and has completed the 'Digital Transformation' programme from Indian School of Business. She has been on the Board of the Company since November 11, 2020. Asha is a Fellow of the Institute of Chartered Accountants of India and as Associate of the Institute of Company Secretaries of India. She has over 25 years of experience in executive leadership and board roles across sectors and international geographic regions in B2B manufacturing and holds an ESG Certification from the Institute of Directors. She runs Brand Horizon, a marquee Brand Consulting firm and has served as the Managing Director of Endeka Ceramics India Private Limited, as the Independent Director at Toyota Financial Services India Limited, as General Manager for startup projects in India and Indonesia and was the Finance Controller and Company Secretary at Johnson Matthey among various other roles.

**Akshay Bharat Thakkar**, aged 29 years is a Non-executive and Independent Director of our Company. He holds a bachelor's degree in Architecture from Institute of Design Education and Architectural Studies, Nagpur University. He has been on the Board of the Company since June 1, 2024. He has 2 years of work experience serving as Junior Architect at Vernekar Associates Pvt. Ltd. and later on played a pivotal role in expanding the family business of a single supermarket into a successful chain of supermarkets.

**Gaurav Balkrishna Sharma**, aged 41 is a Non-executive and Independent Director of our Company. He holds a bachelor's degree in Commerce from Rashtasant Tukadoji Maharaj Nagpur University, Nagpur and is a qualified Chartered Accountant (CA) from the Institute of Chartered Accountants of India. He has been on the Board of our Company since June 1, 2024.

Mr..Sharma has over 19 years of experience in auditing and assurance, taxation, accounting, consultancy, and more. His expertise spans various sectors, including banking, insurance, automobiles, real estate and construction, educational institutes, government (both Central and State government departments and projects), and pharmaceuticals.

Since November 2005, he has been a senior partner at TACS & Co. Chartered Accountants. He possesses extensive experience in auditing limited companies, trusts, insurance companies, banks, and co-operative societies. Additionally, he has expertise in management audits, system audits, cost audits, forensic audits, and internal and investigation audits.

In the statutory audits of public health units, coal mining companies such as MOIL, agricultural PSUs, and state power companies, he has led large teams of professionals. He has also been directly involved in interactions with CEOs and CFOs to discuss critical audit observations that significantly impacted the company's profitability position and credit cycle.

For internal audits, he has conducted procurement reviews for the World Bank-funded National Project for AIDS Control, a listed manganese mining company, Central Mining Planning & Development Institute Ltd., and the Council of Primary Education, funded under the Sarva Shiksha Abhiyan Scheme. His role has also encompassed major bank audits, including auditing nationalised and cooperative banks. He has over 15 years of experience auditing key financial areas, such as loans, non-performing assets (NPAs), and revenue leakages, across prominent banks in India.

In taxation, his expertise includes handling both direct and indirect tax issues, such as GST refunds, income tax audits, tax planning, and compliance. He has particularly focused on tax audits in industries like jewellery, textiles, and steel.

In consultancy, his work spans project finance, corporate law, FCRA, mergers and acquisitions, and due diligence. He has also gained experience in preparing Project Analysis Reports for claiming production-linked subsidies from the government and for bank finance, credit management appraisal reports for bank financing, conducting financial due diligence for a logistics company, drafting MoUs for various business activities across multiple sectors, and drafting wills and family settlement deeds.

## CONFIRMATIONS

As on the date of this Red Herring Prospectus:

- None of the Directors of our Company are related to each other as per Section 2 (77) of the Companies Act, 2013.
- There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors were selected as a director or member of senior management.
- The directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.
- None of the Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under SEBI ICDR Regulations.
- None of our Directors are or were directors of any listed Company whose shares have been/were suspended from trading by any of the stock exchange(s) during his/her tenure in that Company in the last five years or delisted from the stock exchange(s) during the term of their directorship in such companies.
- None of our Directors have been declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, nor have been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.
- None of the Promoters or Directors or persons in control of our Company, has been or is involved as a promoter or director or persons in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce him to become or to help him qualify as a director, or otherwise for services rendered by him or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.

## DETAILS OF BORROWING POWERS

Pursuant to a Special Resolution passed at an Extraordinary General Meeting of our Company held on January 04, 2024 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company is authorized to borrow any sum or sums of money from time to time and on such terms and conditions as it may deem fit, which together with the monies already borrowed by the Company, (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid-up capital of the Company, free reserves (that is to say, reserves, not set apart for any specific purpose) and securities premium by a sum not exceeding Rs 1,00,00,00,000 (Rupees One Hundred Crores).

## COMPENSATION AND BENEFITS TO THE EXECUTIVE DIRECTOR

The compensation payable to our Managing Director will be governed as per the terms of their appointment and shall be subject to the provisions of Section 2(54), Section 188, Section 196, Section 197, Section 198 and Section 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force). Set forth below is the remuneration payable by our Company to our Managing Director for a financial year:

<b>Name</b>	Nitesh Vinaykumar Sanklecha
<b>Designation</b>	Managing Director
<b>Remuneration</b>	60,000/- per month
<b>Perquisite/Benefits</b>	-
<b>Terms of Appointment</b>	Appointed on June 12, 2024 for a period of 5 years i.e. June 11, 2029.
<b>Remuneration paid in the year 2023-24</b>	-

## TERMS AND CONDITIONS FOR NON-EXECUTIVE DIRECTORS AND INDEPENDENT DIRECTORS

Our Company will not pay any remuneration to the Non-Executive and Independent Directors of our company except the applicable sitting fee and reimbursement of expenses as per the Companies Act, 2013.

## **SITTING FEES**

Pursuant to the Resolution passed by the Board of Directors of our Company on September 02, 2024, Non-Executive Directors & the Independent Directors of our Company would be entitled to a sitting fee of ₹ 7500 /- for attending every meeting of Board or its Committee thereof.

## **PAYMENT OF BENEFITS (NON-SALARY RELATED)**

Except as disclosed above, no amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Red Herring Prospectus or is intended to be paid or given to any of our directors except the remuneration for services rendered and/or sitting fees as Directors.

## **CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO DIRECTORS**

There is no contingent or deferred compensation payable to our directors, which does not form part of their remuneration.

## **BONUS OR PROFIT-SHARING PLAN FOR THE DIRECTORS**

None of the Directors are party to any bonus or profit-sharing plan of our Company.

## **SHAREHOLDING OF OUR DIRECTORS**

The Articles of Association of our Company do not require our Directors to hold qualification shares. None of the Directors have any shareholding in the Company.

## **INTEREST OF OUR DIRECTORS**

All the non-executive directors of the company may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board or Committee if any, as well as to the extent of other remuneration and/or reimbursement of expenses payable to them as per the applicable laws.

The directors may be regarded as interested in the shares and dividend payable thereon, if any, held by or that may be subscribed by and allotted/transferred to them or the companies, firms and trust, in which they are interested as directors, members, partners and or trustees. All directors may be deemed to be interested in the contracts, agreements/arrangements to be entered into by the issuer company with any company in which they hold directorships or any partnership or proprietorship firm in which they are partners or proprietors as declared in their respective declarations.

Except mentioned in the Restated Consolidated Financial Statements, no loans have been availed by our directors or the Key Managerial Personnel from our Company.

No sum has been paid or agreed to be paid to our directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce them to become, or to qualify them as, a director, or otherwise for services rendered by them by such firm or company, in connection with the promotion or formation of our Company.

### ***Interest in the property of the Company***

Except as stated under the chapter titled “*Our Business*”, beginning on page 117 of this Red Herring Prospectus, none of our directors have interest in any property acquired or proposed to be acquired by our Company.

### ***Interest in Business of the Company***

Except as stated in the chapter titled “*Our Business*” and “*Restated Consolidated Financial Statements*” beginning on page 117 and 189 respectively and to the extent of shareholding in our Company, if any, our directors do not have any other business interest in our Company.

### ***Interest in promotion of the Company***

None of our Directors are interested in the promotion of our Company.

## CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Sr. No.	Name of the Director	Date of Appointment/Change in designation/Date of Resignation	Reason for Change
1.	Shreyas Sunil Raison	November 30, 2021	Regularized as Non-Executive and Non-Independent Director.
2.	Akshay Bharat Thakkar	June 1, 2024	Appointed as an Additional Director
4.	Gaurav Balkrishna Sharma	June 1, 2024	Appointed as an Additional Director
5.	Chandrakant Waman Waiker	June 1, 2024	Appointed as an Additional Director
6.	Nitesh Vinaykumar Sanklecha	June 1, 2024	Appointed as an Additional Director
7.	Akshay Bharat Thakkar	June 12, 2024	Regularized as Non-Executive and Independent Director
8.	Gaurav Balkrishna Sharma	June 12, 2024	Regularized as Non-Executive and Independent Director
9.	Chandrakant Waman Waiker	June 12, 2024	Regularized as Non-Executive and Non-Independent Director
10.	Nitesh Vinaykumar Sanklecha	June 12, 2024	Regularized as Managing Director
11.	Pravin Manoharrao Pohankar	September 02, 2024	Resignation as Non-Executive Director (Due to the increased roles and responsibilities that would arise post-IPO, which would conflict with his current commitments on the Board of other Companies. As a result, he has stepped down from Board of the Company.)

## CORPORATE GOVERNANCE

In terms of Regulation 15(2)(b) of the SEBI (LODR) Regulations, compliance with the corporate governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the SEBI (LODR) Regulations shall not apply, in respect of listed entity which has listed its specified securities on the SME Exchange.

Furthermore, in terms of Regulation 15(3) of the SEBI (LODR) Regulations, notwithstanding Regulation 15(2) of the SEBI Listing Regulations, the provisions of the Companies Act, 2013 shall continue to apply, wherever applicable.

As per the abovementioned provisions of the Listing Regulations, Our Company is not required to comply with the requirements of corporate governance relating to the composition of its board of directors, constitution of committees such as audit committee, nomination and remuneration committee, stakeholders' relationship committee, etc., as provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Our Board has been constituted in compliance with the Companies Act. The Board functions either as a full board or through various committees constituted to oversee specific functions.

Our Company stands committed to good Corporate Governance practices based on the principles such as accountability, transparency in dealing with our stakeholders, emphasis on communication and transparent report.

As on the date of this Red Herring Prospectus, our Company has six (6) Directors on the Board, one (1) as Managing Director, two (2) Non-Executive and Non-Independent directors and three (3) Non-Executive and Independent directors.

## COMMITTEES OF THE BOARD OF DIRECTORS



Our Board of Directors presently has five committees which have been constituted in accordance with the relevant provisions of the Companies Act and SEBI (LODR) Regulations: (i) Audit Committee, (ii) Stakeholders' Relationship Committee and (iii) Nomination and Remuneration Committee (iv) Corporate Social Responsibility (CSR) Committee and (v) Management Committee

#### **Audit Committee**

Our Company has constituted an Audit Committee ("Audit Committee"), vide Board Resolution dated September 02, 2024 pursuant to Section 177 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015 / Listing Regulations] and is hereby constituted consisting of the following Members, viz.,

<b>Name of the Director</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Mr. Gaurav Sharma	Non-executive, Independent Director	Chairman
Ms. Asha Sampath	Non-executive, Independent Director	Member
Mr. Akshay Thakkar	Non-executive, Independent Director	Member

and that the Company Secretary of the Company shall act as a Secretary of the Audit Committee with a quorum requirement for each Audit Committee meeting is of attendance of minimum two (2) members, against which at least two (2) shall be independent directors and that the Audit Committee shall act in accordance with the terms of reference specified which shall, inter-alia, includes —

- (a) the recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (b) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (c) examination and reviewing of the financial statement and the auditors' report thereon before submission to the board for approval, with particular reference to:-
  - i. matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of Section 134(3)(c) of the Companies Act, 2013;
  - ii. changes, if any, in accounting policies and practices and reasons for the same;
  - iii. major accounting entries involving estimates based on the exercise of judgment by management;
  - iv. significant adjustments made in the financial statements arising out of audit findings;
  - v. compliance with listing and other legal requirements relating to financial statements;
  - vi. disclosure of any related party transactions;
  - vii. qualifications in the draft audit report;
- (d) examination and reviewing, with the management, the quarterly/half – yearly financial statements before submission to the board for approval;
- (e) approval or any subsequent modification of transactions of the Company with related parties;

#### **Stakeholders' Relationship Committee**

Our Company has constituted a Stakeholder's Relationship Committee, vide Board Resolution dated September 02, 2024 pursuant to Section 178 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015 / Listing Regulations] and is hereby constituted consisting of the following Members, viz.,

Name of the Director	Nature of Directorship	Designation in Committee
Mr. Akshay Thakkar	Non-executive, Independent Director	Chairman
Mr. Shreyas Raison	Non-executive, Non-Independent Director	Member
Mr. Gaurav Sharma	Non-executive, Independent Director	Member
Ms. Asha Sampath	Non-executive, Independent Director	Member

- (a) and that the Company Secretary of the Company shall act as a Secretary of the Stakeholders' Relationship Committee with a quorum requirement for each Stakeholder's Relationship Committee meeting is of attendance of minimum two (2) members, out of which at least one (1) shall be an independent director and that the Stakeholders' Relationship Committee shall act in accordance with the terms of reference specified which shall, inter-alia, includes —
- (b) #Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (c) #Review of measures taken for effective exercise of voting rights by shareholders.
- (d) #Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent
- (e) #Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- (f) Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading
- (g) # Inserted in accordance with Part D of the Schedule II read with Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.
- (h) such other functions / activities as may be assigned / delegated from time to time by the Board of Directors of the Company and/or pursuant to the provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

#### **Nomination and Remuneration Committee**

Our Company has constituted a Nomination and Remuneration Committee, vide Board Resolution dated September 02, 2024 pursuant to Section 178 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015 / Listing Regulations] be and is hereby re-constituted consisting of the following Members, viz.,

Name of the Director	Nature of Directorship	Designation in Committee
Mr. Gaurav Sharma	Non-executive, Independent Director	Chairman
Ms. Asha Sampath	Non-executive, Independent Director	Member
Mr. Akshay Thakkar	Non-executive, Independent Director	Member

and that the Company Secretary of the Company shall act as a Secretary of the Nomination and Remuneration Committee with a quorum requirement for each Nomination and Remuneration Committee meeting is of attendance of minimum two (2) members, against which at least two (2) shall be independent directors and that the Nomination and Remuneration Committee shall act in accordance with the terms of reference specified which shall, inter-alia, includes—

- (a) identify persons who are qualified to become directors and who may be appointed in senior management in accordance with

the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;

- (b) formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- (c) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (d) devising a policy on diversity of board of directors;
- (e) while formulating the policy under (b) above, ensure that
  - i. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully
  - ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - iii. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
  - iv. #Recommend to the board, the remuneration for the directors, key managerial personnel and other employees and in whatever form, payable to senior management.

# Inserted in accordance with Part D of the Schedule II read with Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018

- (f) such other functions / activities as may be assigned / delegated from time to time by the Board of Directors of the Company and/or pursuant to the provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015 / Listing Regulations]

#### **Corporate Social Responsibility (CSR) Committee**

Our Company has constituted a Corporate Social Responsibility (CSR) Committee, vide Board Resolution dated September 02, 2024 pursuant to Section 135 and other applicable provisions of, including Schedule VII to, the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 (as amended) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015 / Listing Regulations], be and is hereby constituted consisting of the following Members, viz.,

<b>Name of the Director</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Nitesh Vinaykumar Sanklecha	Managing Director	Chairman
Mr. Gaurav Sharma	Non-executive, Independent Director	Member
Mr. Shreyas Rasoni	Non-executive, Non-Independent Director	Member
Mr. Chandrakant Waiker	Non-executive, Non-Independent Director	Member

and that the Company Secretary of the Company shall act as a Secretary of the CSR Committee with a quorum requirement for each CSR Committee meeting is of attendance of minimum two (2) members, out of which at least one (1) shall be an independent director and that the CSR Committee shall act in accordance with the terms of reference specified which shall, inter-alia, includes —

- (a) formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII (revised) to the Companies Act, 2013 as amended from time to time;
- (b) recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and

- (c) monitor the Corporate Social Responsibility (CSR) Policy of the Company from time to time;
- (d) such other functions / activities as may be assigned / delegated from time to time by the Board of Directors of the Company and/or pursuant to the provisions of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 (as amended) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015 / Listing Regulations].

#### **Management Committee**

Our Company has constituted a Management Committee, vide Board Resolution dated September 02, 2024. The Management Committee is one of the committees of the Board of Directors of the Company and entrusted with the general management of the Company with the exception of:

- the determination of the strategy and general policy of the Company and
- the powers reserved to the Board of Directors by law or the Articles of Association.

The Composition of the Management Committee is:

<b>Name of the Director</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Mr. Nitesh Sanklecha	Managing Director (Category: Executive & Non-Independent)	Chairman
Mr. Shreyas Raisonni	Director (Category: Non- Executive & Non-Independent)	Member
Mr. Chandrakant Waikar	Director (Category: Non- Executive & Non-Independent)	Member

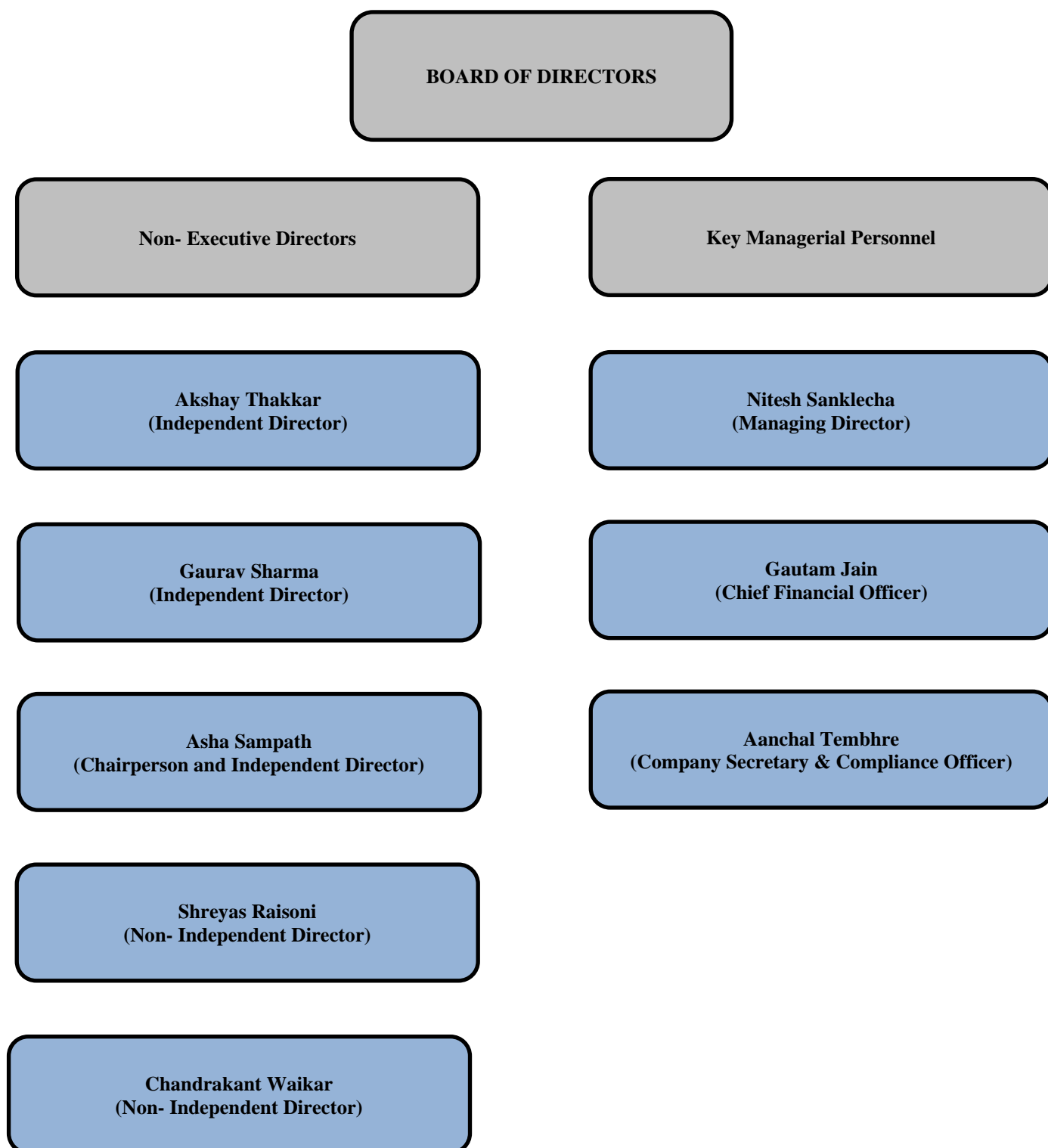
The terms of reference of the Committee, inter alia, include the following:

- To review the Company's performance against targets and objectives, in particular its performances on finance, business, corporate governance and corporate social responsibility.
- To liaise with all regulatory authorities and organisations on all matters relating to the Company, and to monitor changes in their policies relating to and affecting the Company.
- To engage such external legal or other professional advisers to assist and/or advise it on issues as it considers necessary.
- Appointment of senior management and monitoring the performance of senior management.
- Develop and recommend to the Board yearly business plans and budgets that support the Company's long- term strategy
- Monitor and report to the Board the performance of the Company and its conformance with compliance imperatives
- Manage the business and affairs of the Company within the Limits of Authority to create value in the short, medium and long term.
- Prioritize and allocate capital, technical and human resources in terms of the Limits of Authority
- Review banking arrangements and cash management
- Exercise all powers to borrow monies (otherwise than by issue of debentures) within the limits approved by the Board for capital expenditure, general corporate purposes including working capital requirements within the limits approved by the Board i.e. not exceeding INR 1,00,00,000/- (Rupees One Crore Only)
- Provide corporate guarantee/performance guarantee by the Company within the limits approved by the Board.
- Approve opening and operation of Bank Accounts with suitable changes in the operation of the signatories of the Accounts with the banks

- To ensure that the Company's financial statements are properly prepared in accordance with IFRS, relevant legislation and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI(LODR) Regulations, 2015 / Listing Regulations].
- To recommend to the Board, capital budgets and other major capital schemes, to consider new businesses, acquisitions, divestments, and possible new strategic investments within the limits approved by the Board i.e. not exceeding INR 1,00,00,000/- (Rupees One Crore Only) at any one point of time.
- Without prejudice to the generality of the foregoing:-
  - i. to establish, adopt and review the Company's vision, mission, principles, policies and values;
  - ii. to oversee and enhance the Company's development, to adopt and monitor its strategic and annual operating plan;
  - iii. to form any committee(s) or panels, appoint members thereto, delegate at any time and from time to time to any person or committee(s) or panel(s), any of its powers and functions conferred on it hereunder, review and approve the reports of the committees(s) and panel(s), review their performance and revise their composition and terms of reference as appropriate;
  - iv. to oversee all matters and to formulate policies in relation to the Company's internal control, businesses and corporate accommodation, investment, succession plans, remuneration and compensation for Directors and employees, risk management, corporate governance and corporate social responsibility, and to supervise the Company's management to implement such policies.
- Other transactions or financial issues that the Board may desire to have them reviewed by the Committee of Directors.
- Periodically reviewing and evaluating the Risk Management Policy and practices with respect to risk assessment and risk management processes.
- To ensure compliance with the corporate governance norms prescribed under the Listing Agreements with Stock Exchanges, the Companies Act and other statutes or any modification or re-enactment thereof and to suggest remedial measures wherever necessary.
- Delegate authorities from time to time to the executives/authorised persons to implement the decisions of the Committee.
- Regularly review and make recommendations about changes to the charter of the Committee.

The provisions of Regulation 9(1) of the SEBI PIT Regulations will be applicable to our Company immediately upon the listing of our Equity Shares on Emerge platform of NSE ("NSE Emerge"). We shall comply with the requirements of the SEBI PIT Regulations on listing of Equity Shares on stock exchanges. Further, Board of Directors have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons. The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the board.

## ORGANIZATION STRUCTURE OF THE COMPANY



## KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel and Senior Management of our Company:

### Key Managerial Personnel of our Company:

**Nitesh Sanklecha**, is the Managing Director of our Company. For detailed profile, see para, “*Brief Profile of our Directors*” on page 159 and Remuneration of our Directors on page 161 of this Red Herring Prospectus.

**Gautam Jain**, aged 34 years is the Chief Financial Officer of the Company. He holds a bachelor’s and a master’s degree in Commerce from Rashtrasant Tukadoji Maharaj University Nagpur. He has been on the board of our company since September 02, 2024. He has over Ten (10) experience in strategic financial planning, audit management, and risk mitigation. He has worked as a Finance Manager with Rasoni Group of Institutions and as a Chief Finance & Accounts Officer in G H Rasoni University. As a Chief Financial Officer of our Company, he is responsible for planning and taking significant decisions relating to investment, making strategies, and managing financial activities, including budgeting, forecasting expenses, mitigating financial risks for sustainable growth with overall supervision of finance and accounts team of the employees. The primary responsibilities include presenting and reporting accurate and timely information regarding the company’s financials. This includes working on annual financial reporting, corporate revenue/expense reporting, press releases, development, and monitoring contract/grant and organizational budgets. He was not paid any remuneration in the fiscal year 2023-2024.

**Aanchal Tembhre**, aged 27 years, is Company Secretary and Compliance Officer of our Company. She is a qualified Company Secretary from the Institute of Company Secretaries of India. She looks after the overall corporate governance and secretarial matters of our Company. She has been on the Board of our Company since September 02, 2024. She has Two (2) plus years of post-qualification Experience in handling secretarial compliances. She has exposure to various company secretarial tasks, including Listing Compliances, statutory filings, handling related party transactions, drafting meeting documents, dealing with charges, loan conversion, strikeoff procedures, secretarial audits, and maintaining statutory books and registers. She had worked as an Assistant Company Secretary in Jayaswal Neco Industries Limited from October ,2021 to March 2024. Before that she has served as management trainee in Jayaswal Neco Industries Limited under the guidance of CS Vikash Kumar Agarwal from October,2020 to September,2021. She was not paid any remuneration in the Fiscal Year 2023-24.

### Senior Management Personnel of our Company:

In addition to the above, the details of our Senior Management Personnel in terms of the SEBI ICDR Regulations, as of the date of this Red Herring Prospectus are set forth below:

**Mahesh Khapekar**, aged 50 years, is the construction supervisor of our Company. He holds a diploma in Civil Engineering from Government Polytechnic, Yavatmal M.S.B.T.E Mumbai. He was appointed on June 06, 2021 in our Company. He was paid remuneration of Rs. 6.16 lakhs in the Fiscal year 2023-24. He is a dynamic professional with more than 25 years of rich experience Construction & Infrastructure. He served from November 1998 to December 2002 at M/s R’Tech Designers, Nagpur as a site engineer. After that, he worked with M/s Jain Construction Co. Nagpur as Sr. Engineer supervising the total construction work and execution of Railway Quarter, UGT, Compound wall. He has also worked with M/s. Shraddha Associates from January 2006 to June 2009 and executed a total construction of Residential Flatted Bldg. He has worked with M/s Amey Hydro Engineering Works, Nagpur from July 2009 to January 2012 as a Project Coordinator for water supply work. He has been appointed as a Project Incharge at M/s SCON’S Builders and Developers, Nagpur for execution of Residential Buildings. He was appointed then as Technical Asst. Manager at M/s EBI Associates, Pune from August 2014 to August 2015 for execution of various Residential Projects. He has worked with M/s Shubham Constructions, Pune as Sr. Civil Engineer from September 2015 to May 2019.

**Mangesh Ingole**, aged 43 years, is the head of Administration Department of our Company. He holds a bachelor’s degree in Arts from Rashtrasant Tukadoji Maharaj University of Nagpur and Diploma in web deigning and applications from Sunbeam Institute of Information Technology, Pune. He has 18.4 years of experience in Bengal Engineer Group of the Indian Army. Out of 18.4 years of experience, he has 6 years of special experience at High Court of Kolkata and Armed Force Tribunal of Kolkata as legal executive from Army. Mangesh is appointed as a Zonal Head at Fitmaan Technologies Private Limited. He was not paid any remuneration in the fiscal year 2023-2024.

**Shukrapal Bute**, aged 48 years, He is a head of Purchase department of our Company. He holds a bachelor’s degree (B.S.C) from Nagpur University in Science. He was appointed on June 21, 2024 in our Company. He has over 23 years of experience in the industry. Shukrapal served from 2002 to January 2018 at Jagshaan Industries as plant In- Charge. He has also worked with

Purple Squirrel Eduventures Pvt. Ltd from January 2018 to May 2024 as purchase officer. He was not paid any remuneration in the fiscal year 2023-2024.

#### **STATUS OF OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

All our Key Managerial Personnel and senior management are permanent employees of our Company.

#### **RELATIONSHIP BETWEEN OUR DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

None of the Directors are related to each other or to our Key Managerial Personnel and senior management.

#### **SHAREHOLDING OF THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT**

None of our KMPs or senior management holds any shares of our Company as on the date of this Red Herring Prospectus.

#### **SERVICE CONTRACTS WITH KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

Our Key Managerial Personnel or Senior management have not entered into any service contracts with our Company which provide for any benefits upon termination of their employment in our Company.

#### **INTEREST OF KEY MANAGERIAL PERSONNEL**

None of our Key Management Personnel or senior management has any interest in our Company except to the extent of their remuneration, benefits, reimbursement of expenses incurred by them in the ordinary course of business. Our Key Managerial Personnel and senior management may also be interested to the extent of Equity Shares, if any, held by them and any dividend payable to them and other distributions in respect of such Equity Shares.

#### **ARRANGEMENT OR UNDERSTANDING WITH MAJOR SHAREHOLDERS/ CUSTOMERS/ SUPPLIERS**

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel or senior management have been selected as the Key Managerial Personnel or senior management of our Company.

#### **BONUS OR PROFIT-SHARING PLAN OF THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT**

There is no profit-sharing plan for the Key Managerial Personnel and senior management.

#### **CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO OUR DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

There is no contingent or deferred compensation payable to our Directors, Key Managerial Personnel and senior management which does not form part of their remuneration.

#### **EMPLOYEE SHARE PURCHASE AND EMPLOYEE STOCK OPTION PLAN**

As on date of this Red Herring Prospectus, our Company does not have any employee stock option and stock purchase schemes.

#### **PAYMENT OR BENEFIT TO OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

No non-salary related amount or benefit has been paid or given to key managerial personnel and senior management of our Company within the two years preceding the date of filing of this Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

#### **CHANGES IN OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT IN THE LAST THREE YEARS FROM THE DATE OF FILING OF THIS RED HERRING PROSPECTUS**

The changes in our Key Managerial Personnel and Senior Management during the three years immediately preceding the date of filing of this Red Herring Prospectus are set forth below:



Name	Designation	Date of Appointment / Change in designation	Reason for Change
Nitesh Sanklecha	Managing Director	June 12, 2024	Appointed as the managing director of the company
Gautam Jain	Chief Financial Officer	September 02, 2024	Appointment
Mangesh Ingole	Admin Officer	June 21, 2024	Appointment
Shukrapal Bute	Purchase Officer	June 21, 2024	Appointment
Aanchal Tembhre	Company Secretary and Compliance Officer	September 02, 2024	Appointment

#### ATTRITION OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

The attrition of Key Managerial Personnel and senior management is not high in our Company compared to the industry.

## OUR PROMOTERS AND PROMOTER GROUP

### OUR PROMOTERS

The Promoters of our Company are Mr. Sunil Gyanchand Raisonni, Mr. Shreyas Sunil Raisonni, Shradha Infraprojects Limited and Riaan Diagnostic Private Limited. As on the date of this Red Herring Prospectus, our Promoters holds 1,07,14,804 Equity Shares, representing 99.99% of the pre-offered, subscribed and paid-up Equity Share capital of our Company. For details of the build-up of our Promoter's shareholding in our Company, please refer chapter "Capital Structure" beginning on page 65 of this Red Herring Prospectus.

#### DETAILS OF OUR INDIVIDUAL PROMOTERS:

##### 1. SUNIL GYANCHAND RAISONNI



**Mr. Sunil Gyanchand Raisonni Date of birth:** December 11, 1961

**Age:** 62 years

**Address:** Shradha Bunglow, Plot No. 75, Shivaji Nagar, Shankar Nagar S.O, Nagpur- 440010, Maharashtra, India.

**Qualification:** B.Com

**PAN:** AAQPR2672D

#### Brief Profile:

Mr. Sunil Gyanchand Raisonni, aged 62, residing at Nagpur, Maharashtra, holds a degree in Bachelor of Commerce (B.Com.). With over 28 years of experience in the sectors of Infrastructure, Construction, and Education, He has made substantial contributions across these industries. He presently serves as the Chancellor of G H Raisonni University, Chhindwara, the President of G H Raisonni University, Amravati, and the Chairman of Raisonni Group of Institutions, Nagpur.

He is the promoter in our Company and our holding company i.e Shradha Infraprojects Limited, listed on the NSE Mainboard. Additionally, he is the founder of SGR Knowledge Foundation, an organization dedicated to initiatives in the fields of environment, education, and health as part of its social responsibility efforts. He is also the founder of G H Raisonni Sports & Cultural Foundation, which actively promotes and enhances sports and cultural activities in society.

#### Positions held in the past:

- Ex-Chairman Wardaman Urban Co-Op Bank Ltd.
- Ex- Chairman of Jain International Trade Organization
- Ex-Executive Member Jaipur Foot Committee and Food Bank for the poor.

#### Directorships held:

- G.H.R. Education Foundation
- GHRU Technology Business Incubator Foundation
- Ratlam Railway Infra Private Limited
- Mount Abu Railway Infra Private Limited
- Shradha AI Technologies Limited

- SGR Holdings Private Limited
- SGR Infratech Private Limited
- GHR Sons Educational and Medical Research Foundation
- Ankush Shikshan Sanstha
- Chaitanya Bahuuddeshiya Sanstha
- G.H. Raisonni Educational and Medical Foundation
- G. H. Raisonni Foundation
- S.G.R Foundation
- G. H. Raisonni Technology Business Incubator Foundation
- Vibrant Infotech (Nagpur) Private Limited

**Other ventures:**

- Executive Member of All India Marwadi Foundation
- FCP Member - Jain International Trade Organization (JITO)
- Patron Member- Jito Administrative Training Foundation (JATF)
- Devansh Dealtrade LLP
- Godhuli Vintrade LLP

**Special achievements:**

- Entrepreneur Award 2013 for outstanding contributions to Engineering Education in India
- Young Entrepreneur Award by 'Sarathi' – in 2004
- Businessman of the year awarded by Nagpur Chamber of Commerce in 2003
- Awarded as a Patron at ICAIQSA in 2023
- Awarded for his valuable presence at International AI Submit #2 in 2023 by IEEE/GHRIET

**Declaration:**

Our Company confirms that the permanent account number, bank account number(s), passport number, Aadhar and Driving License of our Individual Promoter, Mr. Sunil Gyanchand Raisonni shall be submitted to the Stock Exchanges at the time of the filing of the Red Herring Prospectus.

## 2. SHREYAS SUNIL RAISONI



### **Mr. Shreyas Sunil Raison**

**Date of birth:** February 16, 1995

**Age:** 29 years

**Address:** Plot No. 75, Shivaji Nagar, Shankar Nagar, Nagpur, Maharashtra – 440010, India.

**Qualification:** Bachelor of Computer Engineering

**PAN:** BMXPR2627E

### **Brief Profile and position held in the past:**

Mr. Shreyas Sunil Raison, aged 29 years is the Promoter and Non-executive, Non-Independent Director of our Company. He holds a Bachelor of Computer Engineering (B. E.) Savitribhai Phule Pune. He has been on the Board of the Company since May 18, 2021. He has over 7 years of work experience including serving as Project Team Member with Smart City Garbage Cans, Aquicore and Airbnb. Mr. Shreyas Raison has also created a university ranking system among other projects and is a Whole Time Director of our Corporate Promoter i.e. Shradha Infraprojects Limited. For further details, please refer to the chapter titled “Our Management” on page 157 of this Red Herring Prospectus.

### **Directorships held:**

- GHRU Technology Business Incubator Foundation
- SSS Ventures Private Limited
- S.G.R Foundation
- Namastay Hospitality Private Limited
- Heritage Infrareal India Private Limited
- Sun - Tec Total Solutions Private Limited
- Suntech Infraestate Nagpur Private Limited
- GHR Labs And Research Centre
- G. H. Raison Sports and Cultural Foundation
- Digvijay Shradha Infrastructure Private Limited
- Shradha Infraprojects Limited
- Active Infrastructures Limited

### **Other ventures:**

Deepika Infrastructurs LLP

### **Special achievements:**

Nil

**Declaration:**

Our Company confirms that the permanent account number, bank account number(s), passport number, Aadhar and Driving License of our Individual Promoter, Mr. Shreyas Sunil Rasoni shall be submitted to the Stock Exchanges at the time of the filing of the Red Herring Prospectus.

**DETAILS OF OUR CORPORATE PROMOTER:****1. SHRADHA INFRAPROJECTS LIMITED****Corporate Information:**

Shradha Infraprojects Limited was incorporated as “Shradha Realty Private Limited” on September 29, 1997 under the Companies Act, 1956 with the Registrar of Companies, Mumbai at Maharashtra. The name of the company was changed to “Shardha Infraprojects (Nagpur) Private Limited” by a special resolution passed on June 13, 2005 and a fresh certificate of incorporation was issued on July 18, 2005. Further, the status of the company was changed to a public limited company by a special resolution passed on August 21, 2017. A fresh certificate of incorporation consequent upon conversion of company to public limited company was issued on September 08, 2017 by the Registrar of Companies, Mumbai at Maharashtra and consequently name of the company was changed to “Shradha Infraprojects (Nagpur) Limited”. Thereafter, the name of the company was changed from “Shradha Infraprojects (Nagpur) Limited” to “Shradha Infraprojects Limited” by a special resolution passed on January 11, 2019 and a fresh certificate of incorporation pursuant to change of name was issued on February 06, 2019, pursuant to change of name. The company’s corporate identification number is L45200MH1997PLC110971. The registered office of the company is located at Shradha House, Near Shri Mohini Complex, Kingsway, Block No F/8, Nagpur– 440001, Maharashtra, India.

Shradha Infraprojects Limited holds 1,07,14,804 Equity Shares constituting of 99.99% of the pre-Offer Equity Share capital of our Company. For details in relation to the purchase of Equity Shares by Shradha Infraprojects Limited of our Company, see “Capital Structure” on page 65 of Red Herring Prospectus.

**Nature of Activities:**

The company is engaged in the business of general construction, civil engineering, real estate development, and consultancy services. It manages, buy, sell, lease, and develop properties, as well as handle infrastructure projects such as roads, bridges, ports, water supply, treatment systems, and public utilities. The company also participate in Build-Operate-Transfer (BOT) and other project models, either independently or through joint ventures.

**Board of Directors:**

The Board of Directors of our Promoter Company comprises of the following members:

Sr. No.	Name	Designation
1	Nitesh Sanklecha	Managing Director, CFO
2	Shreyas Rasoni	Whole-time Director
3	Chandrakant Waikar	Non-Executive and Non-Independent Director
4	Ravindra Singh Singhvi	Non-Executive and Independent Director
5	Asha Sampath	Non-Executive and Independent Director
6	Satish Wate	Chairman & Non-Executive and Independent Director

**Details of Change in Control:**

There has been no change in control of Shradha Infraprojects Limited in the last three (3) years preceding the date of this Red Herring Prospectus

**Shareholding Pattern:**

The Authorised Share Capital of our Corporate Promoter is 12,50,00,000 Equity Shares of ₹ 2/- each aggregating to ₹ 25,00,00,000. The issued, subscribed and paid-up capital of our Corporate Promoter is 5,06,23,480 Equity Shares of ₹ 2 /- each aggregating to ₹ 10,12,46,960 .

**Details of the Promoter and Promoter Group of our Corporate Promoter:**

The promoters of Shradha Infraprojects Limited are Sunil Gyanchand Raisonni and Riaan Diagnostic Private Limited. SGR Holdings Pvt Ltd, Milia Trading Pvt Ltd, Femina Infrastructure Pvt Ltd, Shradha AI Technologies Limited (Formerly known as Shradha Industries Limited), holding 2,56,13,680 Equity Shares constituting 50.60% of the issued and paid-up capital of our Corporate Promoter. Further Mr. Sunil Raisonni is holding 65,79,300 Equity Shares constituting 13 % and other body corporates is holding [3,13,60,380] Equity Shares constituting 61.94 %.

The shareholding pattern of Shradha Infraprojects Limited is as under:

Sr. No.	Name of the Shareholder	Number of Shares held	Percentage of Shareholding (%)
1.	Promoter and Promoter Group	3,79,39,680	74.94%
2.	Public	1,26,83,800	25.06%
<b>Total</b>		<b>5,06,23,480</b>	<b>100.00%</b>

**Declaration:**

Our Company confirms that the permanent account number, bank account number(s), Company Registration Number, address of the registrar of companies where Shradha Infraprojects Limited is registered shall be submitted to the Stock Exchanges at the time of the filing of the Red Herring Prospectus.

**2. RIAAN DIAGNOSTIC PRIVATE LIMITED****Corporate Information:**

Riaan Diagnostic Private Limited was incorporated as “Gold Circle Private Limited” on December 09, 1998 under the Companies Act, 1956 with the Registrar of Companies, Mumbai at Maharashtra. The name of the company was changed to “Riaan Diagnostic Private Limited” by a special resolution passed on May 21, 2021, and a fresh certificate of incorporation was issued on July 08, 2021. The company’s corporate identification number is U74110MH1998PTC117394. The registered office of the company is located at A/303, Lotus Court, Civil Lines, Kasturchand Park, Nagpur, Nagpur, Maharashtra, India, 440001.

Riaan Diagnostic Private Limited does not hold any Equity Shares in our Company, however they are the promoter of Shradha Infraprojects Limited, who is our Corporate Promoter.

**Nature of Activities:**

The company is engaged in the business of providing, encouraging, initiating or promoting facilities for the discovering, improvement or development of new methods of diagnosis, understanding and prevention and treatment of diseases by adopting commercialized imported technology and by significant improvements in existing product / process / application and to apply this technology in the medical field by acting as Consultants and Advisors providing technical know-how, technical services and allied services for the establishment, operation and improvement of Nursing Homes, Hospitals, Clinics, Medical Institutions, Medical Centres, Diagnostic Centers and Laboratories in India, to establish and run health portal, web sites, medical transcription centres, data processing/computer centres, retail chains, e-commerce, and to offer wholesale, retail, e-commerce facilities, health constancy and data processing and other services that are normally offered by health portal, web sites, medical transcription centres, data processing/computer centres, retail chains, etc. to individuals, business and other type of customers. The company is also engaged in providing hardware and software, medical and allied equipments for functional general use in the hospitals etc., to undertake, promote or engage in all kinds of research including clinical research and development work required to promote, assist or engage in setting up hospitals, health care centres, medicare, Diagnostic Centres, Scan Centres, Nursing Homes, Clinics, Dispensaries, Clinical Pathological testing laboratories, X-Ray, ECG Clinics and research centers in India and abroad, and various facilities in all fields of medical sciences and in Diagnostics and medical treatments and to develop new technologies so as to afford medical relief in a better way.

**Board of Directors:**

Sr. No.	Name	Designation
1.	Leena Nitin Tatiya	Managing Director
2.	Nitin Goutamchand Tatiya	Director

**Details of Change in Control:**

There has been no change in control of Riaan Diagnostic Private Limited in the last three (3) years preceding the date of this Red Herring Prospectus.

**Shareholding Pattern:**

The Authorised Share Capital of our Corporate Promoter is 1,10,00,000 Equity Shares of ₹ 10/- each aggregating to ₹ 11,00,00,000. The issued, subscribed and paid-up capital of our Corporate Promoter is 75,63,360 Equity Shares of ₹ 5/- each aggregating to ₹ 3,78,16,800.

**Details of the Promoter and Promoter Group of our Corporate Promoter:**

The promoters of Riaan Diagnostic Private Limited are Sunil Gyanchand Raisoni and Shreyas Sunil Raisoni, holding 2,520 Equity Shares constituting 0.03% of the issued and paid-up capital of our Corporate Promoter 3,78,16,800. Mr. Sunil Raisoni and Mr. Shreyas Raisoni is the natural person behind our Corporate Promoter Riaan Diagnostic Private Limited.

The shareholding pattern of Riaan Diagnostic Private Limited is as under:

Sr. No.	Name of the Shareholder	Number of Shares held	Percentage of Shareholding (%)
1.	Promoter and Promoter Group	2,520	0.03%
2.	Non-Promoter	75,60,840	99.97%
<b>Total</b>		<b>75,63,360</b>	<b>100.00%</b>

**Declaration:**

Our Company confirms that the permanent account number, bank account number(s), Company Registration Number, address of the registrar of companies where Riaan Diagnostic Private Limited is registered shall be submitted to the Stock Exchanges at the time of the filing of the Red Herring Prospectus.

**OUR PROMOTERS AND MEMBERS OF OUR PROMOTER GROUP CONFIRM THAT (REGULATION 228 OF SEBI ICDR REGULATIONS 2018):**

- They have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad;
- They have not been declared as a fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018;
- They have not been declared as a 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016;
- They are not the Promoters, directors or person in control of any other company which is debarred from accessing the capital market under any order or directions made by the SEBI;
- They have not been identified as a willful defaulter by RBI or any other Government authority; and
- There are no violations of securities laws committed by them in the past or any such proceedings are pending against them.

**INTERESTS OF PROMOTER**

Our Promoters are interested in our Company (i) to the extent that it has promoted our Company (ii) to the extent of its shareholding

in our Company, (iii) to the extent of the shareholding of its promoters, their relatives and other entities promoted by him and invested in our company, and the dividend payable, if any and other distributions in respect of the Equity Shares held by them. For details of the shareholding of our Promoters in our Company, see “*Capital Structure*” on page 65 of this Red Herring Prospectus. For further details of interest of our Promoters in our Company, see “*Our Management*” and “*Restated Consolidated Financial Statements*” on pages 157 and 189 respectively.

#### ***Interest of our Promoters in the Property of the Company***

Our Promoters have no interest in any property acquired by or proposed to be acquired, or in any transaction by our Company in the three years preceding the date of this Red Herring Prospectus.

#### ***Interest of Promoter in Acquisition of Land, Construction of Building and Supply of Machinery, etc.***

Our Promoters are not interested in the properties acquired by our Company in the three years preceding the date of filing of this Red Herring Prospectus with SEBI or proposed to be acquired by our Company, or in any transaction by our Company for the acquisition of land, construction of building or supply of machinery.

#### ***Interest as a Creditor of our Company***

Our Company has not availed any loans from the Promoters of our Company as on the date of this red herring Prospectus.

#### ***Interest of our Promoters in our Company arising out of being a Member of a Firm or Company***

Except as stated under the heading “Promoter Group” as mentioned below and as stated under the heading “Related Party Disclosure” under Note No. 39 (6) in the chapter titled “*Restated Consolidated Financial Statements*” on page 259 of this Red Herring Prospectus, our promoters are not interested as a member in any firm or company which has any interest in our Company. Further, no sum has been paid or agreed to be paid to our Promoter or to any firm or company in which our Promoter is interested as a member in cash or shares or otherwise by any person either to induce our Promoter or to become or qualify them as a promoter otherwise for services rendered by our Promoter or by such firm or company in connection with the promotion or formation of our Company.

#### **COMPANIES OR FIRMS WITH WHICH OUR PROMOTER HAS DISASSOCIATED IN THE LAST THREE YEARS**

Except for the following, our Promoter has not disassociated themselves from any other company or firm in the three years preceding the date of this Red Herring Prospectus:

##### **Sunil Raison**

Sr. No.	Name of the entity	Date of dissociation	Reason
1.	SGR Education Foundation	October 14, 2021	Cessation of Directorship
2.	Active Infrastructures Limited	May 18, 2021	Cessation of Directorship
3.	Gold Circle Venture Partners LLP	May 24, 2023	Cessation of Partnership

##### **Shreyas Raison**

Sr. No.	Name of the entity	Date of dissociation	Reason
1.	Orange City Realinfra Private Limited	March 25, 2023	Cessation of Directorship
2.	Stargate Ventures LLP	February 28, 2024	Cessation of Partnership
3.	Solus Ventures LLP	February 28, 2024	Cessation of Partnership
4.	Gold Circle Venture Partners LLP	May 24, 2023	Cessation of Partnership

#### **EXPERIENCE IN THE BUSINESS OF OUR COMPANY**

Our Promoter has adequate experience in the business of our Company.

#### **PAYMENT OR BENEFITS TO OUR PROMOTER OR PROMOTER GROUP**



Except as disclosed herein and as stated in “*Restated Consolidated Financial Statements*” at page 189 there has been no payment or benefits by our Company to our Promoters or any of the members of the Promoter Group during the three years preceding the date of this Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoter or Promoter Group as on the date of this Red Herring Prospectus.

## RELATED PARTY TRANSACTIONS

For details of related party transactions entered into by our Promoters, members of our Promoter Group and our Company, please refer to “*Details of Related Party Transactions*” on page no. 259 of the chapter titled “*Restated Consolidated Financial Statement*” beginning on page no. 189 of this Red Herring Prospectus.

## LITIGATIONS INVOLVING OUR PROMOTERS

Except as disclosed under “*Outstanding Litigations and Material Developments*” on page 289 there are no litigations or legal and regulatory proceedings involving our promoters as on the date of this Red Herring Prospectus.

## MATERIAL GUARANTEES

Our Promoters have not given any material guarantee to any third party, in respect of the specified securities, as of the date of this Red Herring Prospectus.

## CONFIRMATIONS

As on the date of this Red Herring Prospectus, Our Promoter and members of our Promoter Group have not been declared wilful defaulters or fraudulent borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by Reserve Bank of India.

Our Promoter and members of our Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoter is not and have never been promoter, director or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

## OUR PROMOTER GROUP

### *Individuals Promoter Group of our Promoters*

In addition to our Promoters, the following individuals and entities form part of our Promoter Group in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations:

With regards to our Individual Promoter, Mr. Sunil Gyanchand Raisonni and Mr. Shreyas Sunil Raisonni, the following individuals form part of our Promoter Group:

Name of Individual Promoter	Name of Relative	Relationship with the Relative
<b>Mr. Sunil Gyanchand Raisonni</b>	Late Shri Gyanchand Raisonni	Father
	Late Shrimati Sadabai Raisonni	Mother
	Mrs. Shobha Raisonni	wife
	Late Gautamchand Tatiya	Spouse's Father
	Mrs. Surajbai Gautamchand Tatiya	Spouse's Mother
	Mr. Nitin Gautamchand Tatiya	Spouse's Brother
	Mr. Ajit Gautamchand Tatiya	Spouse's Brother
	Mr. Rajendra Gautamchand Tatiya	Spouse's Brother

	Mr. Shreyas Raisonni	son
	Mrs. Palakh Sethiya (Raisonni)	Son's wife
	Mrs. Shruti Dhadda	Married Daughter
	Mrs. Shradha Surana	Married Daughter
	Mr. Rajendra Raisonni	Brother
	Mr. Avinash Raisonni	Brother
	Mr. Shekhar Raisonni	Brother
	Mr. Mahendra Raisonni	Brother
	Mr. Pradeep Raisonni	Brother
	Ms. Rajni Ranka	Sister
	Ms. Smita Oswal	Sister

Name of Individual Promoter	Name of Relative	Relationship with the Relative
<b>Mr. Shreyas Raisonni</b>	Mr. Sunil raisoni	Father
	Mrs. Shobha Raisonni	Mother
	Mrs. Palakh Sethiya (Raisonni)	Wife
	Mr. Sandeep Sethiya	Spouse's Father
	Mrs. Nidhi Sethiya	Spouse's Mother
	Ms. Khwaish Sethiya	Spouse's Sister
	Mrs. Shruti Dhadda	Married Sister
	Mrs. Shradha Surana	Married Sister

#### ***Promoter Group Entities of our Promoter***

As per Regulation 2(1)(pp)(iv) of the SEBI (ICDR) Regulations 2018, the following Companies/ Trust/ Partnership firms/ HUFs or Sole Proprietorships are forming part of our Promoter Group:

#### **1. MR. SUNIL RAISONI**

#### **A. ANY BODY CORPOTARE IN WHICH 20% OR MORE OF THE EQUITY SHARE CAPITAL IS HELD BY THE PROMOTER/IMMEDIATE RELATIVE OF PROMOTER/FIRM/HUF IN WHICH THE PROMOTER IS A MEMBER**

Sr. No.	Name of Promoter Group
1	SGR Infratech Private Limited (Formerly Known as SGR Infratech Limited)
2	Vibrant Infotech (Nagpur) Private Limited (Previous known as Riaan Eduventures Private Limited)
3	Shradha AI Technologies Ltd (Formerly known as Shradha Industries Limited)
4	SSS Ventures Private Limited (Formerly Known as G. H. Raisonni Privilege Private Limited)
5	Femina Infrastructures Private Limited

6	GHRU Technology Business Incubator Foundation
7	SGR Holdings Private Limited
8	Humara Property Private Limited
9	Namastay Hospitality Private Limited (Formerly Known as Arnav Hotels & Resorts Private Limited)
10	GHR Labs And Research Centre
11	Wardhaman Neev Foundation
12	Neeti Infraventures Private Limited
13	Grandbay Buildcon Private Limited
14	Watertown reality Private Limited
15	Shradha Industrial Ventures (I) Private Limited
16	Chhajed Healthcare Private Limited

**B. ANY BODY CORPORATE IN WHICH A COMPANY SPECIFIED IN POINT A ABOVE HOLDS 20% OR MORE OF THE EQUITY SHARE CAPITAL**

Sr. No.	Name of Promoter Group
1	Erudite Eduventures Private Limited
2	SGR Ventures Private Limited
3	Riaan Ventures Private Limited
4	Zenith Commotrade Private Limited
5	Millia Trading Private Limited
6	SGR Infratech Private Limited (Formerly Known as SGR Infratech Limited)
7	Riaan Med- Pharma Private Limited (Previous known as Achievers Educare Private Limited)
8	Vibrant Infotech (Nagpur) Private Limited (Previous known as Riaan Eduventures Private Limited)
9	Shradha Infraprojects Limited
10	Riaan Diagnostic Private Limited
11	GHRU (A) Technology Business Incubator Foundation (Formerly known as SGR Educational And Medical Research Foundation)
12	Aas Welfare Foundation (Formerly known Orange City Educational And Medical Research Foundation )
13	GHR Technology Business Incubator Foundation (Formerly known as Sadabai Raisoni Educational And Medical Research Foundation)
14	G. H. Raisoni Alumni Foundation
15	G.H. Raisoni Technology Business Incubator Foundation

**C. ANY HUF OR FIRM IN WHICH THE AGGREGATE SHARE OF THE PROMOTER AND THE RELATIVES IS EQUAL TO OR MORE THAN 20% OF THE TOTAL CAPITAL**

Sr. No.	Name of Promoter Group
1	Grandbay Developers

2	Grandbay Constructions
3	Shradha Polymats

**2. SHREYAS RAISONI**

**A. ANY BODY CORPOTARE IN WHICH 20% OR MORE OF THE EQUITY SHARE CAPITAL IS HELD BY THE PROMOTER/IMMEDIATE RELATIVE OF PROMOTER/FIRM/HUF IN WHICH THE PROMOTER IS A MEMBER**

Sr. No.	Name of Promoter Group
1	SGR Infratech Private Limited (Formerly Known as SGR Infratech Limited)
2	Vibrant Infotech (Nagpur) Private Limited (Previous known as Riaan Eduventures Private Limited)
3	Shradha AI Technologies Ltd (Formerly known as Shradha Industries Limited)
4	SSS Ventures Private Limited (Formerly Known as G. H. Raisonni Privilege Private Limited)
5	Femina Infrastructures Private Limited
6	GHRU Technology Business Incubator Foundation
7	SGR Holdings Private Limited
8	Humara Property Private Limited
9	Namastay Hospitality Private Limited (Formerly Known as Arnav Hotels & Resorts Private Limited)
10	GHR Labs And Research Centre
11	Wardhaman Neev Foundation
12	Neeti Infraventures Private Limited
13	Deccan Pickles Private Limited
14	Hi-Tech Blow Moulders Private Limited

**B. ANY BODY CORPORATE IN WHICH A COMPANY SPECIFIED IN POINT A ABOVE HOLDS 20% OR MORE OF THE EQUITY SHARE CAPITAL**

Sr. No.	Name of Promoter Group
1	Erudite Eduventures Private Limited
2	SGR Ventures Private Limited
3	Riaan Ventures Private Limited
4	Zenith Commotrade Private Limited
5	Millia Trading Private Limited
6	SGR Infratech Private Limited (Formerly Known as SGR Infratech Limited)
7	Riaan Med- Pharma Private Limited (Previous known as Achievers Educare Private Limited)
8	Vibrant Infotech (Nagpur) Private Limited (Previous known as Riaan Eduventures Private Limited)
9	Shradha Infraprojects Limited

10	Riaan Diagnostic Private Limited
11	GHRU (A) TECHNOLOGY BUSINESS INCUBATOR FOUNDATION (Formerly known as SGR Educational And Medical Research Foundation)
12	Aas Welfare Foundation (Formerly known Orange City Educational And Medical Research Foundation )
13	GHR TECHNOLOGY BUSINESS INCUBATOR FOUNDATION (Formerly known as Sadabai Raisonni Educational And Medical Research Foundation)
14	G. H. Raisonni Alumni Foundation
15	G.H. Raisonni Technology Business Incubator Foundation

**C. ANY HUF OR FIRM IN WHICH THE AGGREGATE SHARE OF THE PROMOTER AND THE RELATIVES IS EQUAL TO OR MORE THAN 20% OF THE TOTAL CAPITAL**

Nil

As per Regulation 2(1)(pp)(iii) of the SEBI (ICDR) Regulations 2018, the following Companies/ Trust/ Partnership firms/ HUFs or Sole Proprietorships are forming part of our Promoter Group:

**CORPORATE PROMOTER**

**1. SHRADHA INFRAPROJECTS LIMITED**

**A. A SUBSIDIARY OR HOLDING COMPANY OF SUCH BODY CORPORATE**

Sr. No.	Name of Promoter Group
1	Active Infrastructures Limited (Formerly Known as Active Infrastructures Private Limited)
2	Mrugnayani Infrastructures Private Limited
3	Suntech Infraestate Nagpur Private Limited

**B. ANY BODY CORPORATE IN WHICH THE COMPANY HOLDS 20% OR MORE OF THE EQUITY SHARE CAPITAL OR ANY BODY CORPORATE WHICH HOLDS 20% OR MORE OF THE EQUITY SHARE CAPITAL OF THE PROMOTER**

Sr. No.	Name of Promoter Group
1	SGR Holdings Private Limited

**2. RIAAN DIAGNOSTIC PRIVATE LIMITED**

**A. A SUBSIDIARY OR HOLDING COMPANY OF SUCH BODY CORPORATE:**

Nil

**B. ANY BODY CORPORATE IN WHICH THE COMPANY HOLDS 20% OR MORE OF THE EQUITY SHARE CAPITAL OR ANY BODY CORPORATE WHICH HOLDS 20% OR MORE OF THE EQUITY SHARE CAPITAL OF THE PROMOTER**

Sr. No.	Name of Promoter Group
1	SGR Holdings Private Limited
2	Millia Trading Private Limited

## OUR GROUP COMPANIES

In accordance with Sections 2(1)(t) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Group Company shall include (i) such companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards, and (ii) any other companies as considered material by the board of the Company.

Accordingly, for (i) above, all such companies (except subsidiaries) with which the Company had related party transactions during the period covered in the Restated Consolidated Financial Information included in the offer document, as covered under the applicable accounting standards, shall be considered as 'group companies' of the Company in terms of the SEBI ICDR Regulations.

Further, for (ii) above, the Board, pursuant to the Materiality Policy, has determined that a company (other than those covered under the schedule of related party transactions as per the Restated Consolidated Financial Information included in the offer document) shall be considered "material" and disclosed as a 'group company' in the offer documents, if the transactions between the Company and such other company, whether individually or taken together with previous transaction during a financial year, exceed 10% of the Company's annual consolidated turnover as per the last audited financial statements.

In terms of the SEBI ICDR Regulations, the board of directors of our company has formulated the Materiality policy pursuant to its resolution dated September 2, 2024.

### DETAILS OF OUR GROUP COMPANY

#### SUNTECH INFRAESTATE NAGPUR PRIVATE LIMITED

##### • Corporate Information

Suntech Infraestate Nagpur Private Limited was incorporated on March 29, 2012 under Companies Act, 1956 with the Registrar of Companies, Mumbai at Maharashtra. The company's corporate identification number is U70102MH2012PTC228897. The Registered Office of the company is located at Flat No. 802, 8th Floor, Plot No. 350, Marvel Residency CHS Ltd, Nanda Patkar Road, Vile, Parle (E), Mumbai City, Mumbai - 400057, Maharashtra, India.

##### • Nature of Business

1. To carry on the business of builders, contractors, developers and to construct, erect, build, repair, remodel, demolish, develop, improve, grades, curve, pave, macadamize, cement and maintain buildings structures, houses, apartments, hospitals, schools, places of worship, highways, roads, paths, streets, sideways, courts, alleys, pavements and to do other similar construction, levelling or paving work, and for these purposes, take on lease, or otherwise acquire and hold any lands and prepare lay-out thereon or buildings of any tenure or description wherever situate, or rights or interests therein and to buy, sale, acquire transfer development rights and matter or connected therewith.
2. To carry on business as house, lands and buildings, estate agents, and to arrange or undertake the sale, purchase or, advertise for sale or purchase, assist in selling or purchasing and find or introduce purchaser or vendors of and to manage land building and other property whether belonging to the company or not, and to develop and turn to account any land and/or buildings acquired by the Company and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, cultivating, letting and/or selling and by advancing money to any entering into contracts and arrangements of all kinds with builders, tenants and others and to let any portion of any premises for residential, trade or business purposes, or other private or public purposes, and to collect rents, and income and to supply to tenants and occupiers and other refreshment clubs, public halls, messengers, lights, waiting rooms, reading room, meeting rooms, lavatories, laundry conveniences, electric conveniences garages and other advantages.

##### • Capital Structure

As on the date of this Red Herring Prospectus, the authorised share capital of Suntech Infraestate Nagpur Private Limited is ₹ 25,75,00,000 divided into 14,00,00,000 Equity Shares of ₹ 1/- each, and 11,75,00,000 Preference Shares of ₹ 1/- each. The issued, subscribed and paid-up share capital of the company is ₹ 25,60,00,000, divided into 14,00,00,000 Equity Shares of ₹ 1/- each, and 11,60,00,000 Preference Shares of ₹ 1/- each.

##### • Shareholding Pattern

The shareholding pattern of our Group Company as on the date of this Red Herring Prospectus.

Sr. No.	Shareholder's Name	No. of Equity Shares	Percentage (%)
<b>Equity Shareholding</b>			
1.	Shradha Infraprojects Limited	13,99,99,999	100%
2.	Shreyas Sunil Raisonni jointly with Shradha Infraprojects Limited	1	0.00%
<b>Total</b>		<b>14,00,00,000</b>	<b>100%</b>
<b>Preference Share Capital</b>			
1.	Riaan Ventures Private Limited	11,60,00,000	100%
<b>Total</b>		<b>11,60,00,000</b>	<b>100%</b>

#### • Financial information

Accordingly, the details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and Net Asset Value (NAV) Per Share derived from the audited financial statements of Suntech Infraestate Nagpur Private Limited for financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 in terms of the SEBI ICDR Regulations are available on our website at <https://activeinfra.in/>

#### GENERAL DISCLOSURE

- None of the securities of our Group Entity are listed on any stock exchange and our Group Entity has not made any public or rights issue of securities in the preceding three years.
- The above-mentioned Group Company is not in default in meeting any Statutory/bank/institutional dues and no proceedings have been initiated for economic offences against the Group Company/Entity.
- Our Group Company has not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.
- Our Group Company has not been identified as a Wilful Defaulter or fraudulent borrower.
- None of our Group Companies hold any Equity Shares, warrants/convertible securities in our Company as of the date of this Red Herring Prospectus
- None of our Group Companies are interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery, or any other contract, agreement or arrangement entered into by our Company, and no payments have been made or are proposed to be made in respect of any such contracts, agreements or arrangements, by any of our Group Companies

#### OUTSTANDING LITIGATION INVOLVING THE GROUP COMPANIES

Except as mentioned in the Chapter titled Outstanding Litigation and Material Developments, there are no pending litigation involving our group companies which may have a material impact on our Company. For details of litigation involving our Group Companies, please refer to the chapter titled “*Outstanding Litigation and Material Developments*” on page 289 of this Red Herring Prospectus.

#### NATURE AND EXTENT OF INTEREST OF GROUP COMPANIES

Our Group Company does not have any interest in the promotion of our Company. Our group company does not hold any equity interest in our Company. For further details kindly refer to the chapter titled, “*Capital Structure*” on page 65 of this Red Herring Prospectus.

Except as disclose in the chapter titled “*Our Business*” on page 117 of the Red Herring Prospectus, our Group Company is not interested in any property acquired by our Company in the three years preceding the filing of this Red Herring Prospectus or proposed to be acquired by our Company.

Our Group Company is not interested in any transactions for acquisition of land, construction of building or supply of machinery.

## **COMMON PURSUITS BETWEEN OUR GROUP COMPANY AND OUR COMPANY**

Our Group Company, Suntech Infraestate Private Limited, deals in similar business activities as that of our Company. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and in circumstances where our respective interests diverge. Moreover, our Company has not entered into any non-compete agreement with our Group Company. In addition, some of our directors are also directors on the board of our Group Company. These overlapping directorships could create conflict of interest between us and our Group Company. We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

## **RELATED BUSINESS TRANSACTIONS WITHIN THE GROUP AND SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY**

Other than the transactions disclosed in “*Note 39 (6) – Related Party Disclosures*” on page 259 of the Chapter titled as “*Restated Consolidated Financial Statements*” beginning on page 189 of this Red Herring Prospectus, there are no other business transactions between our Company and the Group Company which are significant to the financial performance of our Company.

## **BUSINESS INTERESTS OR OTHER INTERESTS**

Except as disclosed in “*Note 39 (6) Related Party Disclosures – Related Party Transactions*” on page 259 of the Chapter titled as “*Restated Consolidated Financial Statements*” beginning on page 189 of this Red Herring Prospectus, our Group Company does not have any business interest in our Company.



## DIVIDEND POLICY

Our Company has adopted a Dividend Distribution Policy (“Dividend Policy”) after conversion into public company pursuant to a resolution passed by the Board in its meeting dated September 02 2024. The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, in terms of the Dividend Policy and subject to the provisions of the Articles of Association and other applicable law, including the Companies Act, 2013 read with the rules notified thereunder, each as amended, together with the applicable rules issued thereunder. The Articles of Association of our Company also give the discretion to our Board of Directors to declare and pay interim dividends. Our Company may pay dividend by cheque or warrant or any other mode, as may be approved by our Board from time to time. We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future.

In accordance with the Dividend Policy, our Board may consider inter alia the following financial/internal parameters before declaring or recommending dividend to Shareholders: (i) Profits earned during the financial year, (ii) Retained Earnings, (iii) Earnings outlook for the next three to five years, (iv) Expected future capital/liquidity requirements (v) Any other relevant factors and material events.

Further, as per the Dividend Policy, our Board may also consider inter alia the following external parameters before declaring or recommending dividend to Shareholders: (i) Macro-economic environment - Significant changes in the macro-economic environment materially affecting the businesses in which the Company is engaged in the geographies in which the Company operates, (ii) Regulatory changes - Introduction of new regulatory requirements or material changes in existing taxation or regulatory requirements, which significantly affect the businesses in which the Company is engaged, and (iii) Technological changes that necessitate significant new investments in the business in which the Company is engaged, (iv) Any other relevant factors and material events.

Dividends are payable within 30 days of approval by the Equity Shareholders/Board as the case may be. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the “record date” are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

The details of dividend on Equity Shares declared and paid by our Company in the last three Financial Years and from April 1, 2021 until the date of this Red Herring Prospectus are given below:

Sr. No.	Type of Dividend	Date of BM/ AGM	Face value (In ₹)	Dividend rate (In ₹)	No. of Shares	Dividend Amount (In ₹)	Mode of Payment
1.	Interim Dividend (BM)	28th December, 2022	1	3	66,96,760	2,00,90,280	Through banking channels
2.	Interim Dividend (BM)	27th March, 2023	1	0.75	66,96,760	50,22,570	Through banking channels
3.	Final Dividend (AGM)	25th July, 2024	5	1.75	1,07,14,816	1,87,50,928	Through banking channels

## **SECTION VII- FINANCIAL INFORMATION**

### **RESTATED CONSOLIDATED FINANCIAL STATEMENTS AND OTHER FINANCIAL INFORMATION**

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## Independent Auditor's Examination Report on Restated Consolidated Financial Information

The Board of Directors  
Active Infrastructures Limited  
(Formerly known as Active Infrastructure Private Limited)  
CIN- U45200MH2007PLC174506  
Registered Address: Riaan Tower 10th Floor,  
Mangalwari Road, Sadar, Sadar Bazar (Nagpur),  
Nagpur, Maharashtra, India, 440001

Dear Sir's,

1. We **V S Jhakotiya & Co** , Chartered Accountants ("we" or "us" or "our"), have examined, as appropriate (refer paragraph 5 below), the attached Restated Consolidated Financial Information of Active Infrastructures Limited (formerly known as Active Infrastructures Private Limited) (the "Company" or the "Holding Company" or the "Issuer"), its subsidiaries (the Company, its subsidiaries together referred to as the "Group") and its associates, comprising the Restated Consolidated Statement of Assets and Liabilities of the Group as at 30<sup>th</sup> September 2024, 31<sup>st</sup> March 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Statement of Cash Flows for the half year ended 30<sup>th</sup> September 2024 and for the years ended 31 March 2024, 31 March 2023 and 31 March 2022 and summary statement of Material Accounting Policies and other explanatory information (collectively referred to as the "Restated Consolidated Financial Information"), annexed to this report for the purpose of inclusion in the Red Herring Prospectus ("RHP") and Prospectus (RHP and Prospectus collectively referred to as "Offer Documents"), prepared by the Company in connection with its proposed Initial Public Offer of equity shares of face value of Rs. 5 each ("Issue"). The Restated Consolidated Financial Information, has been approved by the board of directors of the Company (the "Board of Directors") at their meeting held on 9<sup>th</sup> September 2024 and have been prepared by the Company in accordance with the requirements of:
  - a) the Sub-section (1) of Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
  - b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"); and
  - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").
2. The Company's Board of Directors are responsible for the preparation of Restated Consolidated Financial Information for the purpose of inclusion in the Offer Documents to be filed with Securities and Exchange Board of India ("SEBI"), and the NSE Emerge ("NSE") (Collectively "**the Stock Exchange**") and Registrar of Companies, Maharashtra at Mumbai in connection with the Issue. The Restated Consolidated Financial Information have been prepared by the management of the Company in accordance with the basis of preparation stated in Note 2 of the Restated Consolidated Financial Information. The Board of Directors of the Company is responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Board of Directors of the Company are also responsible for identifying and ensuring that the Group comply with the Act, the SEBI ICDR Regulations and the Guidance Note.
3. We have examined the Restated Consolidated Financial Information taking into consideration:
  - a) the terms of reference and our engagement agreed with you vide our engagement letter dated 2<sup>nd</sup> September 2024, in connection with the Issue;
  - b) The Guidance Note also requires that we comply with the ethical requirements as stated in the Code of Ethics issued by the ICAI;
  - c) the concepts of test check and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and

- d) the requirements of Section 26 of the Act and the SEBI ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to compliance with the Act, the SEBI ICDR Regulations and the Guidance Note in connection with the Issue.

4. These Restated Consolidated Financial Information have been compiled by the management from:

- a) Audited Special Purpose Consolidated Interim Financial Statements of the Group as at and for the Half Year ended 30<sup>th</sup> September 2024 prepared in accordance with Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India except for the comparative figures that have not been included in Special Purpose Consolidated Interim Financial Statements as at and for the **Half Year ended 30<sup>th</sup> September 2023** as per the requirements of Ind AS 34 which have been approved by the Board of Directors at their meeting held on 9th September 2024 ;
- b) Audited Consolidated Financial Statements of the Group as at and for the years ended 31 March 2024 , 31 March 2023 and 31 March 2022 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India (the "**2022 & 2023 Audited Consolidated Financial Statements**"), which have been approved by the Board of Directors at their meeting held on 9th September 2024 respectively;
- c) Audited Standalone Financial Statements of the Holding Company - Active Infrastructures Limited (Formerly known as "Active Infrastructures Private Limited") as at and for the years ended 31 March 2024 , 31 March 2023 and 31 March 2022 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 28 May 2024, 26 May 2023 and 24 May 2022 respectively;
- d) Audited Standalone Financial Statements of the Subsidiary Company – Digvijay Shradha Infrastructure Private Limited as at and for the years ended 31 March 2024 and 31 March 2023 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 29 May 2024 and 26 May 2023 respectively;
- e) Audited Standalone Financial Statements of the Subsidiary Company – Achievers Ventures Private Limited as at and for the years ended 31 March 2024 and 31 March 2023 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 29 May 2024 and 26 May 2023 respectively;
- f) Audited Standalone Financial Statements of the Subsidiary – Stargate Ventures LLP as at and for the year ended 31 March 2024 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the designated partner at their meeting held on 10<sup>th</sup> May 2024 respectively;
- g) Unaudited Standalone Financial Statements of the Subsidiary – Solus Ventures LLP as at and for the year ended 31 March 2024 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the designated partner at their meeting held on 02<sup>nd</sup> May 2024 respectively. The statutory audit of the LLP is not applicable as per the rule 24 of LLP, rules 2009;
- h) Unaudited Standalone Financial Statements of the 2 Associate – Devansh Dealtrade LLP and Godhuli Vintrade LLP as at and for the years ended 31 March 2024 , 31 March 2023 and 31 March 2022 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the designated partner at their meeting held on 25<sup>th</sup> May 2024, 04<sup>th</sup> May 2023 and 12<sup>th</sup> May 2022 respectively;  
The statutory audit of the LLP is not applicable as per the rule 24 of LLP, rules 2009

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

- a) Auditors report issued by us dated 09<sup>th</sup> September 2024 on the Special Purpose Consolidated Interim Financial Statements of the Group as at and for the Half Year ended 30<sup>th</sup> September 2024, as referred in Para 4(a) above;
- b) Auditors report issued by us dated 09<sup>th</sup> September 2024 on the Special Purpose Consolidated Financial Statements of the Group as at and for the years ended 31 March 2024, 31 March 2023 and 31 March 2022, as referred in Para 4(b) above;
- c) Auditors Report issued by M/s P. N. Gupta Chartered Accountants (“**Previous Auditor**”) dated 28 May 2024, 26 May 2023 and 24 May 2022 respectively on the audited Standalone Financial Statements of the Holding Company - Active Infrastructures Limited (formerly known as Active Infrastructures Private Limited) as at and for the years ended 31 March 2024, 31 March 2023 and 31 March 2022 respectively as referred in Para 4(c) above.
- d) Auditors Report issued by M/s S. P. Pimpalwar & Co. Chartered Accountants (“**Previous Auditor**”) dated 29 May 2024 and 26 May 2023 respectively on the audited Standalone Financial Statements of the Subsidiary Company— Digvijay Shradha Infrastructure Private Limited as at and for the years ended 31 March 2024 and 31 March 2023 respectively as referred in Para 4(d) above.
- e) Auditors Report issued by M/s S. P. Pimpalwar & Co. Chartered Accountants (“**Previous Auditor**”) dated 29 May 2024 and 26 May 2023 respectively on the audited Standalone Financial Statements of the Subsidiary Company – Achievers Ventures Private Limited as at and for the years ended 31 March 2024 and 31 March 2023 respectively as referred in Para 4(e) above.
- f) Auditors Report issued by M/s VV Agrawal & Associates Chartered Accountants (“**Previous Auditor**”) dated 10<sup>th</sup> May 2024 respectively on the audited Standalone Financial Statements of the Subsidiary – Stargate Ventures LLP as at and for the years ended 31 March 2024 respectively as referred in Para 4(f) above.

Accordingly, reliance has been placed on the 2024, 2023 and 2022 Audited Standalone Financial Statement (collectively, “31 March 2024, 31 March 2023 and 31 March 2022 Standalone Financial Information”) audited by Previous Auditor for the said years. The examination report included for the said years is based solely on the audit reports submitted by the Previous Auditor. They have also confirmed that the 31 March 2024, 31 March 2023 and 31 March 2022 Restated Consolidated Financial Information:

- i. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/ reclassifications retrospectively in the financial years ended 31 March 2024, 31 March 2023 and 31 March 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the six- month period ended 30 September 2024;
  - ii. do not require any adjustment for modification as there is no modification in the underlying audit reports; and
  - iii. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
6. As indicated in para 5(a) and 5(b) above,

- a) We did not audit the standalone financial statement of Holding Company and 3 subsidiaries whose share of total assets, total revenues and net cash inflows included in the Special Purpose Consolidated Interim Financial Statements for the Half year ended 30<sup>th</sup> September 2024 and year ended 31 March 2024, 31 March 2023 and 31 March 2022, as tabulated below, which have been audited by other auditors as listed in Appendix 1, and whose reports have been furnished to us by the Company’s management and our opinion on the Special Purpose Consolidated Interim Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and its associates, is based solely on the reports of the Previous Auditors. The reports of the Previous Auditor on the financial information, expressed an unmodified opinion.

(Rs. In Lacs)

Particulars	As at and for the half year ended September 30th 2024	As at and for the twelve months period ended March 31 2024	As at and for the twelve months period ended March 31 2023	As at and for the twelve months period ended March 31 2022
Total Assets	10,213.02	11,101.40	10,091.93	12,626.24
Total Revenue (Including other income)	3,389.83	9,743.06	8,958.72	110.95
Net Cash inflow	7.44	10.69	2.85	(0.27)

- b) We did not audit the financial statements of 1 subsidiary for the Half year ended 30<sup>th</sup> September 2024 and year ended 31<sup>st</sup> March 2024 and 2 associates for the Half year ended 30<sup>th</sup> September 2024 and year ended 31<sup>st</sup> March 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022, whose share of total assets, total revenues and net cash inflows included in the Special Purpose Consolidated Interim Financial Statements for the Half year ended 30 September 2024 and year ended 31 March 2024, 31 March 2023 and 31 March 2022, as tabulated below, as listed in Appendix 1.

These financial statements are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the aforesaid subsidiary, associates, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the management, these financial statements are not material to the Group.

(Rs. In Lacs)

Particulars	As at and for the half year ended September 30th 2024	As at and for the twelve months period ended March 31 2024	As at and for the twelve months period ended March 31 2023	As at and for the twelve months period ended March 31 2022
Total Assets	0.81	150.99	-	-
Total Revenue (Including other income)	-	-	-	-
Net Cash inflow	(0.18)	0.28	-	-

Our opinion on the Restated Consolidated Financial Statements is not modified in respect of this matter.

The other auditors of the Holding Company and Subsidiary Company, as referred in paragraph 6(a) above, have examined the special purpose restated financial information of such Holding Company and subsidiaries and have confirmed that the restated financial information:

- do not require any adjustment for modification as there is no modification in the underlying audit reports; and
  - have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
7. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the audit reports referred in paragraph 5 and 6 above submitted by the Previous Auditor for the respective years, we report that the Restated Consolidated Financial Information:
- have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/ reclassifications retrospectively in the Half year ended 30<sup>th</sup> September 2024 and the financial years ended

31<sup>st</sup> March 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022 to reflect the same accounting treatment as per the accounting policies and grouping/ classifications followed as at and for the six-month period ended 30<sup>th</sup> September 2024;

- b) does not contain any qualifications requiring adjustments.;
  - c) does not require any adjustment for modification as there is no modification in the underlying audit reports;
  - d) does not contain any emphasis of matter paragraph;
  - e) Restated Consolidated Financial Information have been prepared in accordance with the Act, the SEBI ICDR Regulations and the Guidance Note.
8. 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.
9. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited special purpose consolidated interim financial statements and audited consolidated financial statements mentioned in paragraph 4 above.
10. This report should not in any way be construed as a reissuance or re-dating of any of the previous auditor's reports issued by us or by Previous Statutory Auditors nor should this report be construed as a new opinion on any of the financial statements referred to herein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of this report.
12. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Document to be filed with SEBI, the Stock exchanges and the ROC in connection with the proposed SME IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For V S Jhakotiya & Co.**  
Chartered Accountants  
Firm Reg. No. 118139W

**CA. Mukesh Anil Zanwar**  
Partner  
Membership no: 158254  
UDIN: 24158254BKCSNQ5800

Nagpur, 06<sup>th</sup> December, 2024

**Appendix 1**

<b>Name of Company</b>	<b>Nature of Company</b>	<b>Name of Auditor</b>
Active Infrastructures Limited (Formerly Active Infrastructures Private Limited)	Holding Company	M/s P. N. Gupta Chartered Accountants
Digvijay Shradha Infrastructure Private Limited	Subsidiary Company	M/s S. P. Pimpalwar & Co.
Achievers Ventures Private Limited	Subsidiary Company	M/s S. P. Pimpalwar & Co.
Stargate Ventures LLP	Subsidiary Company	V V Agrawal & Associates
Solus Ventures LLP	Subsidiary Company	UNAUDITED
Devansh Dealtrade LLP	Associate Company	UNAUDITED
Godhuli Vintrade LLP	Associate Company	UNAUDITED



## INDEPENDENT AUDITOR'S REPORT

**To The Members of**

**Active Infrastructures Limited**

**(Formerly Active Infrastructures Private Limited)**

**CIN-U45200MH2007PLC174506**

**Report on the Audit of the Consolidated Financial Results**

### **Opinion**

We have audited the accompanying Statement of Consolidated Financial Results of Active Infrastructures Limited (Formerly Active Infrastructures Private Limited) ("Holding Company") CIN-U45200MH2007PLC174506 and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") for the Half year ended 30<sup>th</sup> September 2024 ("the Statement"), being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the Statement:

- a) includes the results of the entities mentioned in **Appendix 3**;
- b) is presented in accordance with the requirements of Regulation 33 of the Listing Regulations as amended; and
- c) gives a true and fair view in conformity with the applicable accounting standards, and other accounting principles generally accepted in India, of consolidated total comprehensive income (comprising of net profit and other comprehensive loss) and other financial information of the Group for the Half year ended 30<sup>th</sup> September 2024.

### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Results* section of our report.

We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial results.

### **Management's Responsibilities for the Consolidated Financial Results**

These Half yearly consolidated financial results have been prepared on the basis of the consolidated interim financial statements.

The Holding Company's Management and the Board of Directors are responsible for the preparation and presentation of these consolidated financial results that give a true and fair view of the consolidated net profit/ loss and other comprehensive income and other financial information of the Group in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, 'Interim Financial Reporting' prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Management and Board of Directors of the companies/entities included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of each company/entity and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial results that give a true and fair

view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial results by the Management and the Board of Directors of the Holding Company, as aforesaid.

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

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

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Results**

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.
4. Conclude on the appropriateness of the Management's and Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial results of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

We also performed procedures in accordance with the circular issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

#### Other Matters

1. We did not audit the standalone financial statement of Holding Company and 3 subsidiaries whose share of total assets, total revenues and net cash inflows included in the Consolidated Interim Financial results for the Half year Ended 30th September 2024, as tabulated below, which have been audited by other auditors as listed in Appendix 1, and whose reports have been furnished to us by the Company's management and our opinion on the Consolidated Interim Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and its associates, is based solely on the reports of the Previous Auditors. The reports of the Previous Auditor on the financial information, expressed an unmodified opinion.

(Rs in lacs)

Particulars	As at and for the half year ended September 30th 2024
Total Assets	10,213.02
Total Revenue (Including other income)	3,389.83
Net Cash inflow	7.44

2. We did not audit the financial results of 1 subsidiary for the Half year ended 30th September 2024 and 2 associates for the Half year ended 30th September 2024, whose share of total assets, total revenues and net cash inflows included in the Consolidated Interim Financial Statements for the Half year ended 30th September 2024, as tabulated below, as listed in Appendix 2.

These financial results are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the aforesaid subsidiary, associates, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the management, these financial statements are not material to the Group.

(Rs in lacs)

Particulars	As at and for the half year ended September 30th 2024
Total Assets	0.81
Total Revenue (Including other income)	-
Net Cash inflow	(0.18)

Our opinion on the consolidated financial results, and our report on Other Legal and regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

**For V S Jhakotiya & Co.**  
Chartered Accountants  
Firm Reg. No. 118139W

**CA. Mukesh Anil Zanwar**  
Partner  
Membership no: 158254  
UDIN: 24158254BKCSNP4560

Nagpur, 06<sup>th</sup> December, 2024

- **Appendix 1:** The consolidated financial statement includes the standalone financial statements of the following audited entities:

Sr no	Name of Company	Nature of Company	Name of Auditors
1	Active Infrastructures Limited (Formerly Active Infrastructures Private Limited)	Holding Company	M/s P. N. Gupta Chartered Accountants
2	Digvijay Shradha Infrastructure Private Limited	Subsidiary Company	M/s S. P. Pimpalwar & Co.
3	Achievers Ventures Private Limited	Subsidiary Company	M/s S. P. Pimpalwar & Co.
4	Stargate Ventures LLP	Subsidiary Company	V V AGRAWAL & ASSOCIATES

- **Appendix 2:** The consolidated financial statement includes the standalone financial statements of the following unaudited entities:

Sr no	Name of Company	Nature of Company	Name of Auditors
1	Solas Ventures LLP	Subsidiary Company	UNAUDITED
2	Devansh Dealtrade LLP	Associate Company	UNAUDITED
3	Godhuli Vintrade LLP	Associate Company	UNAUDITED

- **Appendix 3** The consolidated financial results include financial results of the Holding Company and its subsidiaries listed below:

Sr no	Name of Company	Nature of Company
1	Active Infrastructures Limited (Formerly Active Infrastructures Private Limited)	Holding Company
2	Digvijay Shradha Infrastructure Private Limited	Subsidiary Company
3	Achievers Ventures Private Limited	Subsidiary Company
4	Stargate Ventures LLP	Subsidiary Company
5	Solas Ventures LLP	Subsidiary Company
6	Devansh Dealtrade LLP	Associate Company
7	Godhuli Vintrade LLP	Associate Company

## INDEPENDENT AUDITOR'S REPORT

### To The Members of

### Active Infrastructures Limited

(Formerly Active Infrastructures Private Limited)

CIN- U45200MH2007PLC174506

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

#### Opinion

We have audited the accompanying consolidated financial statements of **Active Infrastructures Limited (Formerly Active Infrastructures Private Limited) (“the Company”) CIN-U45200MH2007PLC174506** (hereinafter referred to as the ‘Holding Company’) and its subsidiaries (Holding Company and its subsidiaries together referred to as “the Group”), and its associates as listed in **Appendix 1**, which comprise the consolidated Balance Sheet as at 31<sup>st</sup> March 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022 and the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the aforementioned period, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries and associates, the aforesaid consolidated 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 (‘Ind AS’) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group and its associates, as at 31<sup>st</sup> March 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

#### Basis for Opinion

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

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current quarter. These matters were addressed in the context of the audit report issued by the auditor of the Holding company on audit of the Standalone financial statements of the Holding company as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

## A. Inventories –

The Key Audit matters	How our audit addressed the key audit matter / Auditor's Response
Assessment of net realizable value (NRV) of inventories on construction of residential/ commercial units comprising ongoing and completed projects, initiated but un-launched projects and land stock, represents a significant portion of the Company's total assets.	<p>Our audit procedures to assess the net realizable value (NRV) of inventories included and were not limited to the following:</p> <ul style="list-style-type: none"> <li>• Enquiry with the Company's personnel to understand the basis of computation and justification for the estimated recoverable amounts of the unsold units ("the NRV assessment");</li> <li>• Considered the ready reckoner / stamp duty valuation rates for land and construction thereof considering the location of the projects.</li> <li>• Considered market rates prevailed during the quarter for land and construction thereof based on the location of the projects, based on available information.</li> <li>• <b>Obtained and reviewed the management assessment of the NRV including judgement and estimates applied in valuations.</b></li> <li>• <b>Performed subsequent event procedures upto the date of the audit report</b></li> </ul>

### Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the Consolidated Financial Statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

### Management's Responsibilities for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flow statement of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Boards of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of

the Company, as aforesaid.

In preparing the consolidated financial statements, the respective Boards of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intend to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

The respective Boards of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

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

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

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

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion.

Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.



- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities or business activities included in the Consolidated Financial Statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements for the financial year ended 31st March, 2024 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Other Matters

1. We did not audit the standalone financial statement of Holding Company and 3 subsidiaries whose share of total assets, total revenues and net cash inflows included in the Consolidated Financial Statements for the years ended 31 March 2024, 31 March 2023 and 31 March 2022, as tabulated below, which have been audited by other auditors as listed in **Appendix 1**, and whose reports have been furnished to us by the Company's management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, is based solely on the reports of the Previous Auditors. The reports of the Previous Auditor on the financial information, expressed an unmodified opinion.

Particulars	As at and for the twelve months period ended March 31 2024	As at and for the twelve months period ended March 31 2023	As at and for the twelve months period ended March 31 2022
Total Assets	11,101.40	10,091.93	12,626.24
Total Revenue	9,743.06	8,958.72	110.95
Net Cash inflow	10.69	2.85	(0.27)

- a. We did not audit the financial statements of 1 subsidiary for the Half year ended 30th September 2024 and year ended 31st March 2024 and 2 associates for the Half year ended 30th September 2024 and year ended 31st March 2024, 31st March 2023 and 31st March 2022, whose share of total assets, total revenues and net cash inflows included in the Consolidated Financial Statements, as tabulated below, as listed in **Appendix 2**, These

financial statements are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the aforesaid subsidiary, associates, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the management, these financial statements are not material to the Group.

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Particulars	As at and for the twelve months period ended March 31 2024	As at and for the twelve months period ended March 31 2023	As at and for the twelve months period ended March 31 2022
Total Assets	150.99	-	-
Total Revenue	-	-	-
Net Cash inflow	0.28	-	-

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

#### Report on Other Legal and Regulatory Requirements

- As required by section 197(16) of the Act based on our audit and on the consideration of the report(s) of the other auditor(s), referred to in paragraph 1 of the Other Matters section above, on separate financial statements of the subsidiaries and associates, we report that the Holding Company incorporated in India whose financial statements have been audited under the Act haven't paid any remuneration to their respective directors during the year in accordance hence the provisions of and limits laid down under section 197 read with Schedule V to the Act is not applicable. Further, we report that 3 subsidiary companies and 1 associate companies incorporated in India have not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is not applicable in respect of such subsidiary companies and associate companies.
- With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 ("CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.
- As required by section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries, associates and joint ventures incorporated in India whose financial statements have been audited under the Act, we report, to the extent applicable, that:
  - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
  - In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
  - The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
  - In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act read with Rule 7 of the Companies (Indian Accounting Standards) Rules, 2015 as amended.

- (e) On the basis of the written representations received from the directors of the Holding Company, and taken on record by the Board of Directors of the Holding Company, and the reports of the statutory auditors of its subsidiary companies and associate companies, covered under the Act, none of the directors of the Group companies and its associate companies, are disqualified as on 31 March 2024 , 31st March 2023 and 31st March 2022 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 A**”.

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 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements and other financial information of the subsidiaries and its associates incorporated in India whose financial statements have been audited under the Act:

- i. The Group and its associate companies do not have any pending litigations which would impact its financial position.
- ii. The Holding Company, its subsidiary companies, associate companies and joint venture companies did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2024, 31st March 2023 and 31st March 2022.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, associate companies and joint venture companies covered under the Act, during the year ended 31 March 2024, 31st March 2023 and 31st March 2022.
  - a) The respective managements of the Holding Company and its subsidiary companies and its associate companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and associates respectively that, to the best of their knowledge and belief , no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies or its associate companies to or in any person(s) or entity(ies), including foreign entities (‘the intermediaries’), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, or any such subsidiary companies or its associate companies (‘the Ultimate Beneficiaries’) or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
  - b) The respective managements of the Holding Company and its subsidiary companies and associate companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and associates respectively that, to the best of their knowledge and belief, no funds have been received by the Holding Company or its subsidiary companies, or its associate companies from any person(s) or entity(ies), including foreign entities (‘the Funding Parties’), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiary companies, its associate companies shall, whether directly or indirectly, lend or invest in other persons or

entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- c) Based on such audit procedures performed by us and that performed by the auditors of the subsidiaries and associates, as considered reasonable and appropriate in the circumstances, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- iv. The Holding company and its subsidiary and its associate company has not declared or paid any dividend during the quarter and therefore there is no contravention of the provisions of section 123 of the Companies Act, 2013.
- v. Based on our examination which included test checks and based on the other auditor's reports of its subsidiary companies and associate companies which are companies incorporated in India whose financial statements have been audited under the Act, the Holding Company, its subsidiary companies and associate companies incorporated in India have used accounting software for maintaining their respective books of account for the year ended 31<sup>st</sup> March, 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022 which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software.

Further, during the course of our audit, we and the respective other auditors, whose reports have been furnished to us by the Management of the Parent, have not come across any instance of the audit trail feature being tampered with in respect of the accounting software for the period for which the audit trail feature was operating.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from 1st April, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended 31<sup>st</sup> March, 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022.

**For V S Jhakotiya & Co.**  
Chartered Accountants  
Firm Reg. No. 118139W

**CA. Mukesh Anil Zanwar**  
Partner  
Membership no: 158254  
UDIN: 24158254BKCSNO6116

Nagpur, 06<sup>th</sup> December, 2024

- **Appendix 1: The consolidated financial statement includes the standalone financial statements of the following audited entities:**

Sr no	Name of Company	Nature of Company	Period of Relation	Name of Auditors
1	Active Infrastructures Limited (Formerly Active Infrastructures Private Limited)	Holding Company	2023-24, 2022-23 & 2021-22	M/s P. N. Gupta Chartered Accountants
2	Digvijay Shradha Infrastructure Private Limited	Subsidiary Company	2022-23 and 2023-24	M/s S. P. Pimpalwar & Co.
3	Achievers Ventures Private Limited	Subsidiary Company	2022-23 and 2023-24	M/s S. P. Pimpalwar & Co.
4	Stargate Ventures LLP	Subsidiary Company	2023-34	V V Agrawal & Associates

- **Appendix 2: The consolidated financial statement includes the standalone financial statements of the following unaudited entities:**

Sr no	Name of Company	Nature of Company	Period of Relation	Name of Auditors
1	Solas Ventures LLP	Subsidiary Company	2023-24	UNAUDITED
2	Devansh Dealtrade LLP	Associate Company	2021-22, 2022-23 and 2023-24	UNAUDITED
3	Godhuli Vintrade LLP	Associate Company	2021-22, 2022-23 and 2023-24	UNAUDITED

## **“ANNEXURE A”**

To The Independent Auditor’s Report **of even date on the Consolidated Financial Statements of Active Infrastructure Limited.**

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

In conjunction with our audit of the Consolidated Financial Statements of Active Infrastructure Limited (hereinafter referred to as the “Parent”) as at and for the year ended 31st March, 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022 we have audited the internal financial controls with reference to Consolidated Financial Statements of the Parent and its subsidiary companies, which are companies incorporated in India, as of that date.

### **Management’s Responsibility for Internal Financial Controls**

The respective Board of Directors of the Parent and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to Consolidated Financial Statements based on the internal control with reference to Consolidated Financial Statements criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to Consolidated Financial Statements of the Parent and its subsidiary companies, which are companies incorporated in India, 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”) issued by the ICAI and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to Consolidated Financial Statements. 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 with reference to Consolidated Financial Statements 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 with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, 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 Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to Consolidated Financial Statements of the Parent and its subsidiary companies, , which are companies incorporated in India.

**Meaning of Internal Financial Controls over Financial Reporting**

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

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls with reference to Consolidated Financial Statements, 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 with reference to Consolidated Financial Statements to future periods are subject to the risk that the internal financial control with reference to Consolidated Financial Statements 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, to the best of our information and according to the explanations given to us and on the basis of the audit reports issued by the auditor of the Holding company and its subsidiary companies, 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 31<sup>st</sup> March 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022, 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.

**Other Matters**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to Consolidated Financial Statements insofar as it relates to 4 subsidiary companies, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matters.

**For V S Jhakotiya & Co.**  
Chartered Accountants  
Firm Reg. No. 118139W

**CA. Mukesh Anil Zanwar**  
Partner  
Membership no: 158254  
UDIN: 24158254BKCSNO6116

Nagpur, 06<sup>th</sup> December, 2024

**ACTIVE INFRASTRUCTURES LIMITED (FORMERLY ACTIVE INFRASTRUCTURES PRIVATE LIMITED)**

**CIN: U45200MH2007PLC174506**

**Restated Consolidated Statement of Asset and Liabilities as at 30<sup>th</sup> September, 2024**

**Rs. In Lakhs**

<b>Particulars</b>	<b>Note No.</b>	<b>As at 30<sup>th</sup> September, 2024</b>	<b>As at 31<sup>st</sup> March, 2024</b>	<b>As at 31<sup>st</sup> March, 2023</b>	<b>As at 31<sup>st</sup> March, 2022</b>
<b>I. ASSETS</b>					
<b>A. Non-current assets</b>					
(a) Property, Plant and Equipment	3	3,101.77	3,126.00	802.71	139.86
Goodwill		0.03	0.03	0.03	-
(b) Financial Assets					
(i) Investments	4	124.69	124.69	114.80	114.88
(ii) Other financial assets	5	5.43	4.69	0.96	0.32
(c) Deferred Tax Assets (Net)	6	69.45	39.59	-	0.02
(d) Other Non-Current Assets	7	-	-	0.04	-
<b>Total Non-current assets</b>		<b>3,301.36</b>	<b>3,294.99</b>	<b>918.55</b>	<b>255.07</b>
<b>B. Current assets</b>					
(a) Inventories	8	3,999.20	4,860.50	8,207.32	12,362.49
(b) Financial Assets					
(i) Trade Receivables	9	1,188.12	2,138.01	585.66	-
(ii) Cash and Cash Equivalents	10	21.82	14.56	3.59	0.73
(iii) Bank Balance other than (ii) above	10(ii)	23.35	122.42	-	-
(iv) Loans	11	874.69	55.70	-	-
(v) Other Financial Assets	12	22.76	15.34	0.47	0.40
(c) Current Tax Assets (net)	13	26.04	1.21	3.89	1.21
(d) Other Current Assets	14	258.74	255.28	150.97	6.33
<b>Total Current assets</b>		<b>6,414.72</b>	<b>7,463.03</b>	<b>8,951.90</b>	<b>12,371.17</b>
<b>TOTAL ASSETS</b>		<b>9,716.08</b>	<b>10,758.02</b>	<b>9,870.44</b>	<b>12,626.24</b>



<b>II. EQUITY AND LIABILITIES</b>					
<b>A. Equity</b>					
(a) Equity Share Capital	15	535.74	535.74	66.97	66.97
(b) Other Equity	16	2,481.12	2,202.40	1,763.09	1,037.03
(c) Non-controlling interests		234.59	145.64	15.21	-
<b>Total Equity</b>		<b>3,251.46</b>	<b>2,883.78</b>	<b>1,845.27</b>	<b>1,104.00</b>
<b>B. Liabilities</b>					
<b>B.1 Non-current liabilities</b>					
(a) Financial Liabilities					
(i) Borrowings	17	788.24	798.31	503.54	71.58
(ii) Other Financial Liabilities	18	59.59	47.26	37.61	16.01
(iii) Non-Current other Financial Liabilities	19	-	8.15	-	-
(b) Deferred tax liabilities	20	-	-	2.75	-
<b>Total Non-Current Liabilities</b>		<b>847.83</b>	<b>853.72</b>	<b>543.91</b>	<b>87.58</b>
<b>B.2 Current liabilities</b>					
(a) Financial liabilities					
(i) Borrowings	21	4,820.89	5,677.57	6,426.51	10,847.40
(ii) Trade Payables					
(A) Total outstanding dues of micro enterprises and small enterprises		-	-	-	-
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises	22	311.28	669.90	873.13	528.26
(iii) Other financial liabilities	23	335.45	423.66	17.37	3.50
(b) Other Current Liabilities	24	56.33	162.81	67.48	52.81
(c) Current Tax Liabilities (Net)	25	92.85	86.58	96.77	2.68
<b>Total Current Liabilities</b>		<b>5,616.80</b>	<b>7,020.52</b>	<b>7,481.25</b>	<b>11,434.66</b>
<b>TOTAL LIABILITIES</b>		<b>6,464.62</b>	<b>7,874.24</b>	<b>8,025.16</b>	<b>11,522.24</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>9,716.08</b>	<b>10,758.02</b>	<b>9,870.44</b>	<b>12,626.24</b>

**See accompanying notes forming part of financial statements**

**1 to 39**

As per our report of even date attached

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

**For V S Jhakotiya & Co.**

Chartered Accountants

FRN No: 118139W

CA Mukesh Anil Zanwar

*Partner*

Membership No: 158254

UDIN:24158254BKCSNR7363

Nagpur, 06th December, 2024

**Nitesh Sanklecha**

Managing Director

DIN No. 03532145

**Aanchal Tembhre**

Company Secretary

M.No: A67916

**Chandrakant**

**Waman Waikar**

Director

DIN No. 09533456

**Gautam Jain**

CFO

Nagpur, 06th December, 2024

**ACTIVE INFRASTRUCTURES LIMITED (FORMERLY ACTIVE INFRASTRUCTURES PRIVATE LIMITED)**

**CIN: U45200MH2007PLC174506**

**Restated Consolidated Statement of Profit and Loss for the Half year Ended 30th September 2024**

**Rs. In Lakhs**

<b>PARTICULARS</b>	<b>Note No.</b>	<b>For the Half Year ended 30<sup>th</sup> September, 2024</b>	<b>For the Year ended 31<sup>st</sup> March, 2024</b>	<b>For the year ended 31<sup>st</sup> March, 2023</b>	<b>For the year ended 31<sup>st</sup> March, 2022</b>
<b>I. Revenue from operations</b>	<b>26</b>	3,367.12	9,718.33	8,939.83	110.08
<b>II. Other Income</b>	<b>27</b>	22.72	24.72	18.89	0.46
<b>III. Total Income (I+II)</b>		<b>3,389.85</b>	<b>9,743.06</b>	<b>8,958.72</b>	<b>110.54</b>
<b>IV. Expenses</b>					
Purchase of Stock-in-Trade	<b>28</b>	0.37	-	-	8.31
Cost of goods sold and services rendered	<b>29</b>	2,517.05	7,515.45	7,054.51	88.47
Direct Expenses	<b>30</b>	28.43	433.66	573.73	-
Employee benefit expense	<b>31</b>	7.53	7.75	-	-
Finance cost	<b>32</b>	5.33	13.31	1.69	-
Depreciation and Amortisation Expense	<b>3</b>	164.43	338.33	4.04	0.04
Other Expenses	<b>33</b>	19.91	28.40	5.26	2.57
<b>Total Expenses</b>		<b>2,743.04</b>	<b>8,336.89</b>	<b>7,639.23</b>	<b>99.39</b>
<b>V. Profit/ (loss) before tax (III-IV)</b>		<b>646.80</b>	<b>1,406.17</b>	<b>1,319.49</b>	<b>11.16</b>
<b>VI. Tax expense</b>					
(a) Current Tax		130.43	401.55	329.69	2.73
(b) Deferred Tax		(29.87)	(42.34)	2.80	0.08
(c) Taxes of earlier year		(8.95)	2.30	-	-
<b>Total Tax Expense</b>		<b>91.61</b>	<b>361.50</b>	<b>332.49</b>	<b>2.81</b>
<b>VII. Share in the Profit/Loss of Associates</b>		-	-	-	<b>0.40</b>
<b>Profit/ (loss) for the period (V - VI)</b>		<b>555.19</b>	<b>1,044.67</b>	<b>986.99</b>	<b>8.75</b>
<b>Attributable to:</b>					
<b>Owners of the parent</b>		<b>466.23</b>	<b>908.25</b>	<b>977.19</b>	<b>8.75</b>

<b>Non-controlling interests</b>		<b>88.96</b>	<b>136.30</b>	<b>9.80</b>	<b>-</b>
<b>VIII. Other comprehensive income</b>					
A. (i) Items that will not be reclassified to profit or loss:		-	-	-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-	-	-
B. (i) Items that will be reclassified to profit or loss		-	-	-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-	-	-
<b>Total Other Comprehensive Income for the period</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Comprehensive Income for the period (VII+VIII)</b>		<b>555.19</b>	<b>1,044.55</b>	<b>986.99</b>	<b>8.75</b>
<b>Attributable to:</b>					
<b>Owners of the parent</b>		<b>466.23</b>	<b>908.25</b>	<b>977.19</b>	<b>8.75</b>
<b>Non-controlling interests</b>		<b>88.96</b>	<b>136.30</b>	<b>9.80</b>	<b>-</b>
<b>Earnings per equity share at par value of Rs 5 each (Amount in Rupees):</b>					
<b>a) Basic</b>		<b>4.35</b>	<b>8.48</b>	<b>9.12</b>	<b>0.08</b>
<b>b) Diluted</b>		<b>4.35</b>	<b>8.48</b>	<b>9.12</b>	<b>0.08</b>

<b>See accompanying notes forming part of financial statements</b>	<b>1 to 39</b>
As per our report of even date attached	
<b>For V S Jhakotiya &amp; Co.</b>	<b>For and on behalf of the Board of Directors</b>
Chartered Accountants	<b>Chandrakant</b>
FRN No: 118139W	<b>Nitesh Sanklecha</b>
CA Mukesh Anil Zanwar	<b>Waman Waikar</b>
<i>Partner</i>	Managing Director
Membership No: 158254	DIN No. 03532145
UDIN: 24158254BKCSNR7363	
Nagpur, 06th December, 2024	<b>Aanchal Tembhre</b>
	Company Secretary
	M.No: A67916
	<b>Gautam Jain</b>
	CFO
	Nagpur, 06th December, 2024

**ACTIVE INFRASTRUCTURES LIMITED (FORMERLY ACTIVE INFRASTRUCTURES PRIVATE LIMITED)**

**CIN: U45200MH2007PLC174506**

**Restated Consolidated Statement of Cash Flow for the Half Year Ended 30th September, 2024**

(Rs. In Lakhs)

Particulars	For Half Year ended 30 <sup>th</sup> September, 2024		For the year ended 31 <sup>st</sup> March, 2024		For the year ended 31 <sup>st</sup> March, 2023		For the year ended 31 <sup>st</sup> March, 2022	
<b>A) Cash Flow from Operating Activities</b>								
<b>Net Profit before Tax</b>	<b>646.80</b>		<b>1,406.17</b>		<b>1,319.49</b>		<b>11.56</b>	
<b>Adjustment for Non-Cash items:</b>								
Depreciation	164.43		338.33		80.30		44.28	
<b>Adjustment for cash flows of other activities:</b>								
Dividend received	-		(0.00)		(0.00)		-	
Profit From LLP/Partnership Firms	0.01		-		-		-	
Interest Income	(21.87)		(24.72)		(18.88)		(0.05)	
Finance Cost - Interest and other charges	142.88		773.21		1,280.65		1,191.33	
Profit From Associates	-		(0.12)		-		0.40	
<b>Operating Profit Before Working Capital Changes</b>		<b>932.27</b>		<b>2,492.86</b>		<b>2,661.55</b>		<b>1,247.55</b>
<b>Adjustments of Working Capital Changes:</b>								
Changes in Inventories	861.30		3,346.82		4,155.18		(1,951.79)	
Changes in Trade Receivables	949.89		(1,552.35)		(585.66)		18.00	
Changes in Other Current Assets	(3.45)		(104.27)		(144.65)		(2.93)	
Changes in Bank Balances other than cash and cash equivalents	99.06		(122.42)		-		1.09	
Changes in Current Borrowings	(856.67)		(748.95)		-		-	
Changes in Trade Payables	(358.61)		(203.24)		(4,076.02)		452.21	
Changes in Other Financial Assets	(8.15)		(18.60)		(0.71)		(0.40)	
	(106.48)		95.34		14.66		22.73	

Changes in Other Current Liabilities								
Changes in other financial liabilities	(75.89)		414.44		35.47		(35.10)	
<b>Cash generated from operations</b>	<b>1,433.25</b>		<b>3,599.64</b>		<b>2,059.83</b>		<b>(248.64)</b>	
Direct Taxes	(148.99)		(409.05)		(238.29)		(0.05)	
Tax of Earlier years	8.95		(2.30)		-			
<b>Net Cash from Operating Activities (A)</b>		<b>1,293.21</b>		<b>3,188.30</b>		<b>1,821.54</b>		<b>-248.68</b>
<b>B) Cash Flow from Investing Activities</b>								
Loan given to subsidiary	(818.99)		(55.70)		-		-	
Proceeds from Other Non-Current Assets	-		-		-		(0.19)	
Purchase of Property, Plant and Equipments	(140.20)		(2,661.61)		(743.16)		(21.97)	
Proceeds from Investment	-		(9.89)		0.05		(100.20)	
Changes in Other Non-Current Assets	-		-		(0.04)		-	
Dividend received	-		0.00		0.00		0.00	
Acquisition of remaining shares in subsidiary	-		(0.17)		-		-	
Loss From LLP	(0.01)		-		-		-	
Interest Income	21.87		24.72		18.88		0.05	
Goodwill	-		-		(0.03)		-	
<b>Net Cash used in Investing Activities (B)</b>		<b>(937.33)</b>		<b>(2,702.66)</b>		<b>(724.29)</b>		<b>(122.30)</b>
<b>C) Cash Flow from Finance Activities</b>								
Proceeds from Non-Current Borrowings	(10.08)		294.77		431.97		1,517.31	
Dividend paid during the year	(187.51)		-		(251.13)		-	
Changes in other non-current liabilities	(8.15)		9.65		-		12.56	
Current Maturity of Long-term debt	-		-		-		32.16	

Finance Cost - Interest and other charges	(142.88)		(773.21)		(1,280.65)		(1,191.33)	
Change in share capital of NCI	-		-3.78		5.42			
<b>Net Cash used in Financing</b>		<b>(348.62)</b>		<b>(472.57)</b>		<b>(1,094.40)</b>		<b>370.71</b>
<b>Activities (C)</b>						<b>)</b>		
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A + B + C)</b>		<b>7.26</b>		<b>10.97</b>		<b>2.85</b>		<b>(0.27)</b>
<b>Opening Balance of Cash &amp; Cash Equivalents</b>		<b>14.56</b>		<b>3.59</b>		<b>0.73</b>		<b>1.01</b>
<b>Closing Balance of Cash &amp; Cash Equivalents</b>		<b>21.82</b>		<b>14.56</b>		<b>3.59</b>		<b>0.73</b>

See accompanying notes forming part of financial statements

1 to 39

As per our report of even date attached

For and on behalf of the Board of Directors

For V S Jhakotiya & Co.

Chartered Accountants

FRN No: 118139W

CA Mukesh Anil Zanwar

Partner

Membership No: 158254

UDIN: 24158254BKCSNR7363

Nagpur, 06th December, 2024

**Nitesh Sanklecha**

Managing Director

DIN No. 03532145

**Aanchal Tembhre**

Company Secretary

M.No: A67916

**Chandrakant Waman Waikar**

Director

DIN No. 09533456

**Gautam Jain**

CFO

Nagpur, 06th December, 2024

**ACTIVE INFRASTRUCTURES LIMITED (FORMERLY ACTIVE INFRASTRUCTURES PRIVATE LIMITED)**  
**CIN: U45200MH2007PLC174506**  
**Restated Consolidated Statement of changes in equity for the Half Year Ended 30th September 2024**

**Statement of Changes in Equity**

**Equity Share Capital**

<b>(1) 1st April, 2024 to 30th September 2024</b>					<b>(Rs. in lakhs)</b>
<b>Particulars</b>	<b>Opening balance as at 01 April, 2024</b>	<b>Changes in Equity Share Capital due to prior period errors</b>	<b>Restated balance as at 01 April, 2024</b>	<b>Changes in equity share capital during the Period September 2024</b>	<b>Balance at the 30th September, 2024</b>
Equity Shares - 1,07,14,816 No. of shares At Par Value of Re.5/- each (Consolidated from Rs. 1/- each)	535.74	-	535.74	-	535.74
<b>Total</b>	<b>535.74</b>	<b>-</b>	<b>535.74</b>	<b>-</b>	<b>535.74</b>
<b>(2) 1st April, 2023 to 31st March, 2024</b>					
<b>Particulars</b>	<b>Opening balance as at 01 April, 2023</b>	<b>Changes in Equity Share Capital due to prior period errors</b>	<b>Restated balance as at 01 April, 2023</b>	<b>Changes in equity share capital during the year 2023-24</b>	<b>Balance at the 31st March 2024</b>
Equity Shares - 1,07,14,816 No. of shares At Par Value of Re.5/- each (Consolidated from Rs. 1/- each)	66.97	-	66.97	468.77	535.74
<b>Total</b>	<b>66.97</b>	<b>-</b>	<b>66.97</b>	<b>468.77</b>	<b>535.74</b>
<b>(3) 1st April, 2022 to 31st March, 2023</b>					
<b>Particulars</b>	<b>Opening balance as at 01 April, 2022</b>	<b>Changes in Equity Share Capital due to prior period errors</b>	<b>Restated balance as at 01 April, 2022</b>	<b>Changes in equity share capital during the year 2022-23</b>	<b>Balance at the 31st March 2023</b>
Equity Shares - 66,96,760 No. of shares At Par Value of Re.1/- each	66.97	-	66.97	-	66.97
<b>Total</b>	<b>66.97</b>	<b>-</b>	<b>66.97</b>	<b>-</b>	<b>66.97</b>
<b>(4) 1st April, 2021 to 31st March, 2022</b>					
<b>Particulars</b>	<b>Opening balance as at 01 April, 2021</b>	<b>Changes in Equity Share Capital due to prior period errors</b>	<b>Restated balance as at 01 April, 2021</b>	<b>Changes in equity share capital during the year 2021-22</b>	<b>Balance at the 31st March 2022</b>
Equity Shares - 66,96,760 No. of shares At Par Value of Re.1/- each	66.97	-	66.97	-	66.97
<b>Total</b>	<b>66.97</b>	<b>-</b>	<b>66.97</b>	<b>-</b>	<b>66.97</b>



### Other Equity

(1) 1st April, 2024 to 30th September, 2024

Particulars	RESERVES AND SURPLUS			Total Other Equity
	Securities Premium	General Reserve	Retained Earnings	
<b>Balance as at April 1, 2024</b>	<b>913.44</b>	<b>21.09</b>	<b>1,267.87</b>	<b>2,202.40</b>
Changes in accounting policy	-	-	-	-
Prior period errors	-	-	-	-
<b>Restated balance as at April 1, 2024</b>	<b>913.44</b>	<b>21.09</b>	<b>1,267.87</b>	<b>2,202.40</b>
Profit for the period	-	-	466.23	<b>466.23</b>
Dividend paid during the year	-	-	187.51	<b>187.51</b>
Bonus issue during the year	-	-	-	-
<b>Balance as at 30th September, 2024</b>	<b>913.44</b>	<b>21.09</b>	<b>1,546.59</b>	<b>2,481.12</b>

(2) 1st April, 2023 to 31st March, 2024

Particulars	RESERVES AND SURPLUS			Total Other Equity
	Securities Premium	General Reserve	Retained Earnings	
<b>Balance as at April 1, 2023</b>	<b>913.44</b>	<b>21.09</b>	<b>828.56</b>	<b>1,763.09</b>
Changes in accounting policy	-	-	-	-
Prior period errors	-	-	-	-
<b>Restated balance as at April 1, 2023</b>	<b>913.44</b>	<b>21.09</b>	<b>828.56</b>	<b>1,763.09</b>
Profit for the period	-	-	908.25	<b>908.25</b>
Add: Adjustment due to Additional acquisition in Acheivers			-0.17	<b>-0.17</b>
Dividend paid during the year				
Bonus issue during the year			468.77	<b>468.77</b>
<b>Balance as at 31st March, 2024</b>	<b>913.44</b>	<b>21.09</b>	<b>1,267.87</b>	<b>2,202.40</b>

(3) 1st April, 2022 to 31st March, 2023

Particulars	RESERVES AND SURPLUS			Total Other Equity
	Securities Premium	General Reserve	Retained Earnings	
<b>Balance as at April 1, 2022</b>	<b>913.44</b>	<b>21.09</b>	<b>102.49</b>	<b>1,037.03</b>
Changes in accounting policy	-	-	-	-

Prior period errors	-	-	-	-
<b>Restated balance as at April 1, 2022</b>	<b>913.44</b>	<b>21.09</b>	<b>102.49</b>	<b>1,037.03</b>
Profit for the period	-		977.19	<b>977.19</b>
Dividend paid during the year			251.13	<b>251.13</b>
Bonus issue during the year	-	-	-	-
<b>Balance as at 31st March, 2023</b>	<b>913.44</b>	<b>21.09</b>	<b>828.56</b>	<b>1,763.09</b>

**(4) 1st April, 2021 to 31st March, 2022**

Particulars	RESERVES AND SURPLUS			Total Other Equity
	Securities Premium	General Reserve	Retained Earnings	
<b>Balance as at April 1, 2022</b>	<b>913.44</b>	<b>21.09</b>	<b>93.75</b>	<b>1,028.28</b>
Changes in accounting policy	-	-	-	-
Prior period errors	-	-	-	-
<b>Restated balance as at April 1, 2022</b>	<b>913.44</b>	<b>21.09</b>	<b>93.75</b>	<b>1,028.28</b>
Profit for the period	-	-	8.75	<b>8.75</b>
Dividend paid during the year	-	-	-	-
Bonus issue during the year	-	-	-	-
<b>Balance as at 31st March, 2023</b>	<b>913.44</b>	<b>21.09</b>	<b>102.49</b>	<b>1,037.03</b>

Bonus Issue: During the current financial year company has issued bonus shares in the proportion of 1 (one) for every seven (7) existing equity shares held by the members on 25th november,2023.

<b>See accompanying notes forming part of financial statements</b>			<b>1 to 39</b>
As per our report of even date attached			
			<b>For and on behalf of the Board of Directors</b>
<b>For V S Jhakotiya &amp; Co.</b>			
Chartered Accountants	<b>Nitesh Sanklecha</b>	<b>Chandrakant Waman Waikar</b>	
FRN No: 118139W	Managing Director	Director	
	DIN No. 03532145	DIN No. 09533456	
CA Mukesh Anil Zanwar			
<i>Partner</i>	<b>Aanchal Tembhre</b>	<b>Gautam Jain</b>	
Membership No: 158254	Company Secretary	CFO	
UDIN: 24158254BKCSNR7363	M.No: A67916		
Nagpur, 06th December, 2024			Nagpur, 06th December, 2024

## **NOTE 1: Corporate Information**

**Active Infrastructures Limited** (Formerly Active Infrastructures Private Limited) (“the group”) having (CIN-U45200MH2007PLC174506) is a Company registered under the Companies Act, 1956 Now Companies Act, 2013. It was incorporated on 26th September, 2007. The group is primarily engaged in the business of Construction & Sale of Residential/Commercial units and execution of infrastructure projects.

## **NOTE 2: Statement on Significant Material Accounting Policies**

The significant Material accounting policies applied by the Holding company, its subsidiaries and its associates in the preparation of its Consolidated financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these Consolidated financial statements, unless otherwise indicated.

### **1. Statement of Compliance:**

These Consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as “Ind AS”) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.

### **2. Basis of Preparation of Financial Statements:**

These Consolidated financial statements have been prepared in Indian Rupee (Rs. In lakhs) which is the functional currency of the group.

The Consolidated financial statements have been prepared under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair values by Ind AS and inventories at Cost or NRV whichever is lower. 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 orderly transaction between market participants at the measurement date.

### **3. Principles of Consolidation:**

The Consolidated financial Statements relate to Active Infrastructures Limited (formerly known as Active Infrastructures Private Limited) (“The Holding Company”), its subsidiaries and associate (where its ownership is less than 50% but more than 20%). The Consolidated Financial Statements have been prepared on the following basis:

- i) The financial statements of the group, its subsidiaries companies and associate have been combined on a line by line basis by adding together book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with the Indian Accounting Standard (Ind AS) 110 - “Consolidated Financial Statements.”
- ii) The consolidated financial statements have been prepared using uniform accounting policies for the like transactions and other events in similar circumstances and are presented in the same manner as the group’s separate financial statements except revenue recognition. Revenue recognition policy of the Holding company and its subsidiaries Achievers Ventures Private Limited and Digvijay Shradha Infrastructure Private Limited is different and that is set out under this Note 2.5. No adjustments has been done in accounting in order to use uniform revenue accounting policy as it is not practicable in preparing the consolidated financial statements.
- iii) The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the Subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve, as the case may be.

- iv) The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as of the date of disposal is recognized in the consolidated Profit and Loss Statement being the profit or loss on disposal of investment in subsidiary.
- v) The share of non-controlling interest in net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the group.
- vi) Share of non-controlling interest in net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the group's shareholders.
- vii) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in same manner as the group's separate financial statements.

The Subsidiaries and LLPs considered in the preparation of these consolidated financial statement are:

Name of the Components	Type of relation	Proportionate of ownership as on 30 <sup>th</sup> Sep, 2024	Proportionate of ownership as on 31 <sup>st</sup> Mar, 2024	Proportionate of ownership as on 31 <sup>st</sup> Mar, 2023	Proportionate of ownership as on 31 <sup>st</sup> Mar, 2022
Achievers Ventures Private Limited	Subsidiary Company	100%	100%	51%	-
Digvijay Shradha Infrastructure Private Limited	Subsidiary Company	50.50%	50.50%	50.50%	-
Stargate Ventures LLP	More Than 50% share (Of wholly owned subsidiary) in LLP	67%	67%	-	-
Solus Ventures LLP	More Than 50% share (Of wholly owned subsidiary) in LLP	67%	67%	-	-
Devansh Dealtrade LLP	Associate	49.99%	49.99%	49.99%	49.99%
Godhuli Vintrade LLP	Associate	49.99%	49.99%	49.99%	49.99%

#### **4. Use of Estimates:**

In preparation of the Consolidated financial statements, the group makes judgments, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Significant judgments and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, impairment of property, plant and equipment, intangible assets and investments, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

#### **5. Revenue Recognition:**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognized.

##### **i. Recognition of revenue from real estate projects**

Revenue is recognized upon transfer of control of commercial units to customers, in an amount that reflects the consideration the group expects to receive in exchange for those commercial units. The group shall determine the performance obligations associated with the contract with customers at contract inception and also determine whether they satisfy the performance obligation over time or at a point in time. In case of commercial units, the group satisfies the performance obligation and recognizes revenue at a point in time i.e., upon handover of the commercial units.

##### **ii. Dividend income:**

Revenue is recognised when the shareholders' or unit holders' right to receive payment is established, which is generally when shareholder approve the dividend.

##### **iii. Share in profits of partnership firm investments**

The group's share in profits from a firm where the group is a partner, is recognised on the basis of such firm's audited accounts, as per terms of the partnership deed.

##### **iv. Interest income**

Interest income, including income arising from other financial instruments, is recognised using the effective interest rate method.

#### **6. Property, Plant and Equipment:**

Property, plant and equipment are stated at their cost of acquisition/construction, net of accumulated depreciation and impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. This applies mainly to components for machinery. When significant parts of plant and equipment are required to be replaced at intervals, the group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the

future benefits from the existing asset beyond its previously assessed standard of performance. Borrowing costs directly attributable to acquisition of property, plant and equipment which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the property, plant and equipment is derecognized.

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is not related to the construction activity nor is incidental thereto is charged to the statement of profit and loss.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets.

## **7. Depreciation on Property Plant & Equipment:**

Depreciation on property, plant and equipment provided as per cost model on Written down value basis over the estimated useful lives of the asset as follows:

A. Plant and machinery - Civil construction	
(i). Concreting, Crushing, Piling Equipments	: 12 Years
(ii). Earth-moving equipment	: 9 Years
B. Computers	: 3 years
C. Vehicles	: 8 Years
D. Building	: 3 Years
E. Lab Equipments	: 10 Years
F. Furniture	: 10 Years
G. Office Equipments	: 5 Years

Based on technical evaluation, the management believes that the useful lives given above best represents the period over which the management expects to use the asset. Hence the useful lives of the assets are same as prescribed under Part C of schedule II of Companies Act, 2013.

The estimated useful life of the assets is reviewed at the end of each financial year. The residual value of Property, plant and equipment considered as 5% of the original cost of the asset. Depreciation on the assets added / disposed of during the year is provided on pro-rata basis with reference to the month of addition / disposal.

## **8. Impairment (other than Financial Instruments)**

At each balance sheet date, the Group reviews the carrying values of its property, plant and equipment and intangible assets to determine whether there is any indication that the carrying value of those assets may not be recoverable through continuing use. If any such indication exists, the recoverable amount of the asset is reviewed in order to determine the extent of impairment loss (if any).

Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount

of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell 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. An impairment loss is recognized in the statement of profit and loss as and when the carrying value of an asset exceeds its recoverable amount.

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

## **9. Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

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

### ***Effective interest method***

The effective interest method is a method of calculating the amortized cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

#### **(a) Financial Assets:**

##### **Cash and Bank Balances:**

- (i) Cash and cash equivalents - which includes cash in hand, deposits held at call with banks and other short-term deposits which have maturities of less than one year from the date of such deposits.
- (ii) Other bank balances - which includes balances and deposits with banks that are restricted for withdrawal and usage.

##### **Financial assets at amortized cost:**

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

##### **Financial assets at Fair Value:**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Group in respect of equity investments (other than in subsidiaries, associates and joint ventures) which are not held for trading

has made an irrevocable election to presentation other comprehensive income subsequent changes in the fair value of such equity instruments. Such an election is made by the Group on an instrument-by-instrument basis at the time of initial recognition of such equity investments.

Financial asset not measured at amortized cost or at fair value through other comprehensive income is carried at fair value through the statement of profit and loss.

#### **Impairment of financial assets**

Loss allowance for expected credit losses is recognized for financial assets measured at amortized cost and fair value through other comprehensive income. The Group recognizes life time expected credit losses for all trade receivables that do not constitute a financing transaction.

For financial assets whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognized. Loss allowance equal to the lifetime expected credit losses is recognized if the credit risk on the financial instruments has significantly increased since initial recognition.

#### ***De-recognition of financial assets***

The Group de-recognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

#### **(b) Financial Liabilities and Equity Instruments:**

##### ***Classification as debt or equity***

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

##### ***Equity instruments***

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

##### ***Financial Liabilities***

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost, using the effective interest rate method where the time value of money is significant.

Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortized cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognized over the term of the borrowings in the statement of profit and loss.

##### ***De-recognition of financial liabilities***

The group de-recognizes financial liabilities when, and only when, the group's obligations are discharged, cancelled or they expire.



### ***Reclassification of financial assets***

The group determines classification of financial assets and liabilities on initial recognition. After initial recognition of financial assets and financial liabilities, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The group's senior management determines change in the business model as a result of external or internal changes which are significant to the group's operations.

Such changes are evident to external parties. A change in the business model occurs when the group either begins or ceases to perform an activity that is significant to its operations. If the group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The group does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

The following table shows various reclassification and how they are accounted for:

<b>Original classification</b>	<b>Revised classification</b>	<b>Accounting treatment</b>
Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in P&L.
FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified to P&L at the reclassification date.

### ***Offsetting of financial instruments***

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

## **10. Inventory**

Inventories are stated at the lower of cost and net realizable value. Costs comprise direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Net realizable value is the price at which the inventories can be realized in the normal course of business after allowing for the cost of conversion from their existing state to a finished condition and for the cost of marketing, selling and distribution.

## **11. Cash and cash equivalents:**

Cash and cash equivalents comprise cash at bank and in hand and short-term investments with a balance maturity of three months or less.

## **12. Income Taxes:**

### **A. Current Tax**

Current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

### **B. Deferred Tax**

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying values of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences. In contrast, deferred tax assets are only recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized. Current and deferred tax are recognized as an expense or income in the statement of profit and loss, except when they relate to items credited or debited either in other comprehensive income or directly in equity, in which case the tax is also recognized in other comprehensive income or directly in equity.

## **13. Provisions:**

A provision is recognized when the group has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the group. A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or reliable estimate of the amount cannot be made, is also termed as contingent liability. A contingent asset is neither recognized nor disclosed in the financial statements.

## **14. Employee Benefits**

Short term employee benefits are recognized on an accrual basis.

## **15. Earnings per share**

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per shares is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per shares and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

## **16. Abbreviations used:**

a.	FVTOCI	Fair value through Other Comprehensive Income
b.	FVTPL	Fair value through Profit & Loss
c.	GAAP	Generally accepted accounting principal

d.	Ind AS	Indian Accounting Standards
e.	OCI	Other Comprehensive Income
f.	P&L	Profit and Loss
g.	PPE	Property, Plant and Equipment
h.	EIR	Effective Interest Rate

**Note 3 - Property, Plant and Equipment**  
**From 1st April 2024 to 30th September 2024**

(Rs. in lakhs)

Sr. No.	Classification	Gross Carrying Amount				Accumulated Depreciation					Net Carrying Amount	
		As at the beginning of the period	Additions	Deletions / disposals	As at the end of the period	As at the beginning of the period	Charge for the period and debited to Profit and Loss Account	Charge for the period and debited to Capital work in progress	Deletion/ disposals	As at the end of the period	As at the end of the period	As at the beginning of the period
A) Tangible Assets												
1	Plant and Equipment:	1,060.03	67.44	-	1,127.47	321.62	81.98	9.76	-	413.36	714.11	738.42
2	Computer	5.97	0.71	-	6.68	3.17	0.93	-	-	4.10	2.58	2.80
3	FURNITURE & FIXTURE (OFFICE)	60.17	0.12	-	60.29	16.58	5.64	-	-	22.23	38.06	43.58
4	Office Equipment	7.29	0.51	-	7.80	2.41	1.19	-	-	3.60	4.20	4.88
5	Vehicle	609.41	-	-	609.41	144.94	72.26	0.21	-	217.42	392.00	464.47
6	Lab Equipments	19.79	-	-	19.79	4.11	2.03	-	-	6.14	13.65	15.68
7	Building	1.32	-	-	1.32	0.05	0.40	-	-	0.45	0.87	1.27
8	Land	1,854.90		-	1,854.90	-	-	-	-	-	1,854.90	1,854.90
9	Land Under Development	-	81.34	-	81.34	-	-	-	-	-	81.34	-
	Total (A)	3,618.89	150.11	-	3,769.00	492.88	164.43	9.97	-	667.29	3,101.71	3,126.00
B) Intangible Assets												
1	Intangible	-	0.09	-	0.09	-	-	0.04	-	0.04	0.05	-
Total (A+B)		3,618.89	150.20	-	3,769.09	492.88	164.43	10.01	-	667.33	3,101.77	3,126.00

From 1st April 2023 to 31st March 2024

Sr. No.	Classification	Gross Carrying Amount				Accumulated Depreciation					Net Carrying Amount	
		As at the beginning of the period	Additions	Deletions / disposals	As at the end of the period	As at the beginning of the period	Charge for the period and debited to Profit and Loss Account	Charge for the period and debited to Capital work in progress	Deletions / disposals	As at the end of the period	As at the end of the period	As at the beginning of the period
1	<b>Plant and Equipment:</b>	843.50	216.53	-	1,060.03	126.07	171.92	23.63	-	321.62	738.42	717.43
a.	Concrete Mixture Vehicle	71.67	-	-	71.67	28.79	-	9.47	-	38.26	33.41	42.89
b.	Concrete Batching Plant	52.17	-	-	52.17	22.54	-	6.55	-	29.08	23.09	29.63
c.	Earth Moving Equipments - JCB	45.66	-	-	45.66	22.79	-	5.05	-	27.85	17.81	22.86
d.	Concrete Pump Purchase	20.14	-	-	20.14	8.57	-	2.56	-	11.13	9.01	11.57
2	<b>Computer</b>	1.42	4.55	-	5.97	0.95	2.22	-	-	3.17	2.80	0.47
3	<b>FURNITURE &amp; FIXTURE (OFFICE)</b>	58.00	2.17		60.17	1.49	15.09			16.58	43.58	56.51
4	<b>Office Equipment</b>	0.28	7.01		7.29	0.03	2.37			2.41	4.88	0.25
5	<b>Vehicle</b>	30.41	579.01		609.41	2.35	142.57	0.03		144.94	464.47	28.06
6	<b>Lab Equipments</b>	-	19.79		19.79	-	4.11			4.11	15.68	-
7	<b>Building</b>	-	1.32		1.32	-	0.05			0.05	1.27	-
8	<b>Land</b>	-	1,854.90		1,854.90	-	-	-	-	-	1,854.90	-

	<b>Total</b>	<b>933.62</b>	<b>2,685.27</b>	<b>-</b>	<b>3,618.89</b>	<b>130.90</b>	<b>338.33</b>	<b>23.66</b>	<b>-</b>	<b>492.88</b>	<b>3,126.00</b>	<b>802.71</b>
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The carrying value and fair value of financial instruments by categories as at 30th September 2024 were as follows:

From 1st April 2022 to 31st March 2023

Rs. In Lakhs

Sr. No.	Classification	Gross Carrying Amount				Accumulated Depreciation					Net Carrying Amount	
		As at the beginning of the period	Additions	Deletions/ disposals	As at the end of the period	As at the beginning of the period	Charge for the period and debited to Profit and Loss Account	Charge for the period and debited to Capital work in progress	Deletions / disposals	As at the end of the period	As at the end of the period	As at the beginning of the period
1	<b>Plant and Equipment:</b>	189.64	653.86	-	843.50	49.82	-	76.26	-	126.07	717.43	139.83
2	<b>Computer</b>	0.81	0.61	-	1.42	0.78	0.17	-	-	0.95	0.47	0.03
3	<b>FURNITURE &amp; FIXTURE ( OFFICE )</b>		58.00		58.00		1.49			1.49	56.51	-
4	<b>Office Equipment</b>	-	0.28		0.28		0.03			0.03	0.25	-
5	<b>VEHICLE</b>	-	30.41		30.41		2.35			2.35	28.06	-
	<b>Total</b>	<b>190.45</b>	<b>743.16</b>	<b>-</b>	<b>933.62</b>	<b>50.60</b>	<b>4.04</b>	<b>76.26</b>	<b>-</b>	<b>130.90</b>	<b>802.71</b>	<b>139.86</b>

From 1st April 2021 to 31st March 2022

Sr. No.	Classification	Gross Carrying Amount				Accumulated Depreciation					Net Carrying Amount	
		As at the beginning of the period	Additions	Deletions / disposals	As at the end of the period	As at the beginning of the period	Charge for the period and debited to Profit and Loss Account	Charge for the period and debited to Capital work in progress	Deletions / disposals	As at the end of the period	As at the end of the period	As at the beginning of the period
1.	<b><u>Plant and Equipment:</u></b>	<b>167.67</b>	<b>21.97</b>	-	<b>189.64</b>	<b>5.53</b>	-	<b>44.28</b>	-	<b>49.82</b>	<b>139.83</b>	<b>162.14</b>
2.	<b><u>Computer</u></b>	0.81	-	-	0.81	0.75	0.04	-	-	0.78	0.03	0.06
	<b>Total</b>	<b>168.48</b>	<b>21.97</b>	-	<b>190.45</b>	<b>6.28</b>	<b>0.04</b>	<b>44.28</b>	-	<b>50.60</b>	<b>139.86</b>	<b>162.21</b>

**Note 4: Investments**

(Rs. in Lakhs)

Sr. No.	Particulars	As at 30th September, 2024		As at 31st March, 2024		As at 31st March, 2023		As at 31st March, 2022	
		No. of Shares / Units	Amount	No. of Shares / Units	Amount	No. of Shares / Units	Amount	No. of Shares / Units	Amount
(a)	<b>Investment in Limited Liability Partnership (LLP) :</b>								
	<b>Associates</b>								
	<b>Measured at Cost</b>								
	Devansh Dealtrade LLP		7.43		7.43		7.50		7.50
	Godhuli Vintrade LLP		7.45		7.45		7.50		7.52
	Solus Ventures LLP		-		-		-		-
	Stargate Ventures LLP		-		-		-		-
	<b>Sub Total</b>		<b>14.88</b>		<b>14.88</b>		<b>15.00</b>		<b>15.03</b>
(b)	<b>Investments in Equity Instruments Un-quoted:</b>								
	<b>Measured at Cost</b>								
	Tirupati Urban Co-Op Bank Ltd	5985	5.99	5985	5.99			50	0.05
	Jain Engineering Works Pvt Ltd	998000	99.80	998000	99.80	998000	99.80	998000	99.80
	Wardhaman Urban Co-Op Bank Limited	4020	4.02	4020	4.02				
	<b>Sub Total</b>		<b>109.81</b>		<b>109.81</b>		<b>99.80</b>		<b>99.85</b>



<b>Total</b>	<b>124.69</b>	<b>124.69</b>	<b>114.80</b>	<b>114.88</b>
Aggregate amount of quoted investments		-	-	-
Aggregate Market Value of quoted investments		-	-	-
Aggregate amount of unquoted investments	124.69	124.69	114.80	114.88
Aggregate amount of impairment in value of investments		-	-	-

Rs. In Lakhs

Particulars	As on 30 <sup>th</sup> September 2024	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
	Amount Rs.	Amount Rs.	Amount Rs.	Amount Rs.
<b><u>Note 5: Other Financial Asset</u></b>	-			
<b>Advances other than capital advances:</b>				
Security Deposits (Refer Note A)	5.43	4.69	0.96	0.32
<b>Total</b>	<b>5.43</b>	<b>4.69</b>	<b>0.96</b>	<b>0.32</b>

**Note: A) The grouping of deposits have been changed in current year from Other Non-Current Asset to Other Financial Asset under non-current Asset.**

<b><u>Note 6: Deferred Tax Assets</u></b>				
Deferred tax (asset) / liability				
A) on the timing difference created due to difference in written down value as per Income tax and as per books of accounts consequent to change in rate of depreciation.	19.88	39.57	-	0.02
B) on the timing difference created due to carry forward of amalgamation expenses	0.01	0.02	-	-
C) on the timing difference created due to carried forward loss	-	-	-	-
<b>Total Deferred tax (asset) / liability</b>	<b>69.45</b>	<b>0.00</b>	<b>-</b>	<b>0.02</b>
<b>Total</b>	<b>69.45</b>	<b>39.59</b>	<b>-</b>	<b>0.02</b>

<b><u>Note 7: Other Non Current Assets</u></b>				
Capital Advances	-	-	0.04	-
<b><u>Total</u></b>	<b>-</b>	<b>-</b>	<b>0.04</b>	<b>-</b>

<b><u>Note 8: Inventories</u></b>				
<b>Work-in-progress: (valued at lower of Cost or Net realisable value)</b>				
Opening Work in Progress	4,860.50	8,207.32	12,362.49	10,410.71
Addition during the period / year	2,622.39	4,209.17	2,912.45	2,042.08
Deletion during the period/ year (GST on COGS)	71.58	40.53	13.12	1.82
Deletions during the period / year (including GST)	1,614.61	4,837.74	7,054.51	88.47

Deletion during the period Other than COGS	895.06	-	-	
Deletions during the period (COGS)	902.43	2,677.71	-	
<b>Total</b>	<b>3,999.20</b>	<b>4,860.50</b>	<b>8,207.32</b>	<b>12,362.49</b>
<b>Note 9: Trade Receivables</b>				
Trade receivables – Considered Good Unsecured	1,188.12	2,138.01	585.66	-
<b>Total</b>	<b>1,188.12</b>	<b>2,138.01</b>	<b>585.66</b>	<b>-</b>

**Note 9A: Trade Receivables aging schedule**

**(A) As at 30th September 2024:**

Particulars	Outstanding for following periods from date of transaction					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade Receivables						
Considered good	1,184.04	4.08				1,188.12
Considered doubtful						
(ii) Disputed Trade Receivables						
Considered good						
Considered doubtful						
<b>Total</b>	<b>1,184.04</b>	<b>4.08</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,188.12</b>

**(B) As at 31st March 2024:**

Particulars	Outstanding for following periods from date of transaction					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade Receivables						
Considered good	1,912.73	224.29	0.98			2,138.01
Considered doubtful						-
(ii) Disputed Trade Receivables						-
Considered good						-
Considered doubtful						-
<b>Total</b>	<b>1,912.73</b>	<b>224.29</b>	<b>0.98</b>	<b>-</b>	<b>-</b>	<b>2,138.01</b>

**(C) As at 31st March 2023:**

Particulars	Outstanding for following periods from date of transaction
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	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade Receivables						
Considered good	585.66	-	-	-	-	585.66
Considered doubtful	-	-	-	-	-	-
(ii) Disputed Trade Receivables			-	-	-	-
Considered good	-	-	-	-	-	-
Considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>585.66</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>585.66</b>

**(D) As at 31st March 2022:**

Particulars	Outstanding for following periods from date of transaction					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade Receivables						
Considered good		-	-	-	-	-
Considered doubtful	-	-	-	-	-	-
(ii) Disputed Trade Receivables			-	-	-	-
Considered good	-	-	-	-	-	-
Considered doubtful	-	-	-	-	-	-
<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Rs. In Lakhs**

Particulars	As on 30th September 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
<b>Note 10: Cash and cash equivalents</b>	-			
Balances with banks in Current Account	4.97	3.76	2.92	0.38
Cash on hand	16.85	10.80	0.67	0.35
<b>Total</b>	<b>21.82</b>	<b>14.56</b>	<b>3.59</b>	<b>0.73</b>
<b>Note 10 (ii): Bank Balance other than Cash and cash equivalents</b>	-			
Deposit with Co-operative Bank with original maturity period of more than 3 months and remaining maturity period of less than 12 months from the balance sheet date	23.35	122.42	-	

<b>Total</b>	<b>23.35</b>	<b>122.42</b>	<b>-</b>	
<b><u>Note 11: Loans</u></b>				-
<b>Unsecured Considered Good</b>				-
Loan to Related Parties	-	-	-	-
Others	874.69	55.70	-	-
<i>Note: Loan has been given for business purposes.</i>	-	-	-	-
<b>Total</b>	<b>874.69</b>	<b>55.70</b>	<b>-</b>	<b>-</b>

<b><u>Note 12: Other Financial Assets</u></b>				
Receivable from Others		-		0.40
Accured Interest on Fixed Deposit	10.66	5.75		
Security Deposit	12.10	9.60	0.47	
		-		
<b>Total</b>	<b>22.76</b>	<b>15.34</b>	<b>0.47</b>	<b>0.40</b>

<b><u>Note 13: Current Tax Assets (Net)</u></b>				
<b>Income Tax Refund Receivable of earlier years</b>	26.04	1.21	1.21	1.21
<b>2) Income Tax Refund Receivable of current period</b>	-	-	-	-
A) Advance tax and tax deducted at source of Current period	-	-	2.68	-
B) Income tax liability for current period	-	-	-	-
C) Net income tax refund receivable of current period (A-B)	-	-	-	-
<b>Total</b>	<b>26.04</b>	<b>1.21</b>	<b>3.89</b>	<b>1.21</b>

<b><u>Note 14: Other Current Assets</u></b>				
<b>Advances other than capital advances:</b>				
Advance to Creditors	23.51	49.23	2.12	4.98
Balance with Government Authorities	6.94	31.61	144.58	-
Advance against Salary	0.12	-	-	-
Advance against expenses	7.33	-	0.00	-
Advance against Rent	0.42	-	-	-
Advance to Creditors	177.32	-	-	-
Deposit for Tender	-	0.25	-	-
Other Receivable in cash or kind	-	150.71	-	-
Interest Receivable	-	-	-	-
Rent Receivable	18.55	-	-	-
Advance Salary	-	-	-	-
Expenses Capitalize	-	-	-	-
Prepaid Insurance	9.03	18.64	0.05	-
Prepaid Expenses	15.54	4.86	4.22	1.34

<b>Total</b>	<b>258.74</b>	<b>255.28</b>	<b>150.97</b>	<b>6.33</b>
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**Note 15: Equity Share**

**Capital**

**Note 15 (A):**

**(Rs. In lakhs)**

Particulars	As at 30th September, 2024		As at 31st March, 2024		As at 31st March, 2023		As at 31st March, 2022	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
<b><u>Authorised Share Capital</u></b>								
<b><u>Equity</u></b>								
2,48,00,000 (90,00,000) Equity Shares at par value of Rs. 5/- each (Rs. 1)	24800000	1,240.0 0	24800000	1,240.00	9000000	90.00	9000000	90.00
<b><u>Preference Shares</u></b>								
1,50,00,000 (1,50,00,000) 2% Redeemable, Optionally Convertible & Non- Cumulative Preference Shares of Rs. 1/- each (Rs.1)	-	-	-	-	15000000	150.00	15000000	150.00
<b><u>Issued, Subscribed &amp; Fully Paid-up Share Capital</u></b>								
Equity Shares at par value of Re 5/- each (Rs.1)	10714816	535.74	10714816	535.7 4	6696760	66.97	6696760	66.97

**Note 15(B): Reconciliation of the number of Equity shares outstanding at the beginning and at the end of reporting year**

Particulars	As at 30th September, 2024		As at 31st March, 2024		As at 31st March, 2023		As at 31st March, 2022	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
Shares outstanding at the beginning of the period	10714816	535.74	6696760	66.97	669676 0	66.97	669676 0	66.9676
Less: Decrease in the number of shares due to change in face value (From Rs 1 to Rs 5) (refer Note i)	-	-	5357408	-	-	-		
Shares bought back during the period	-	-	-	-	-	-		
Shares (bonus) Issued during the period (Refer note iii)	-	-	9375464	468.7 7	-	-		
Shares outstanding at the end of the period	10714816	535.74	10714816	535.7 4	669676 0	66.97	669676 0	66.97

**Note i: Decrease in Face Value of Shares:** The Consolidation of 5 existing equity share of face value of Rs.1/- each fully paid up into 1 equity share of face value of Rs.5/- (Five) each fully paid up has been approved by the members of the Company at EGM held on 09<sup>th</sup> October 2023.

**Note ii: Increase in Authorised Share Capital:** During the current financial year 2023-24 the company has increased its authorised equity share capital amounting to Rs.12,40,00,000/- by incurring legal expenses of Rs.9,50,000/- on 18.11.2023

**Note iii: Bonus Issue:** The company has issued bonus shares in the proportion of 7 (Seven) for every 1 (one) existing equity shares held by the members on 23<sup>th</sup> November,2023.

**Note iv: Declaration and Distribution of Interim Dividend:** The board of directors approved the interim dividend in the board meeting held on 28<sup>th</sup> December, 2022 and 27<sup>th</sup> March 2023 for Rs.3/- and Rs 0.75 per equity share respectively held totalling to Rs.2,51,12,850/- in accordance with the Sec.123 of the Companies Act, 2013.

**Note v: Securities Premium:** Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision sof the Companies Act, 2013

**Note vi: General Reserve:** The general reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes. As the genral reserve is created by a transfer froom one component of equity to another and is not an item of other comprehensive income, items included in the genral reserve will not be re-classified subsequently to statement of profit and loss.

**Note vii: Reclassification of Preference Shares:** The company has reclassified its authorised share capital and has classified 1,50,00,000 2% Redeemable optionally convertible non Cummulative preference Share having Par value of Rs 1 per share as equity share on 09<sup>th</sup> October 2023.

#### **Rights, restrictions and preferences attached to equity shares**

Each shareholder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. The company declares and pays dividend in Indian Rupees. The dividend proposed by Directors is subject to the approval of shareholders in the ensuing Annual General Meeting.

Note i)

#### **Rights, Restrictions and Preferences attached to Equity Shares**

Each shareholder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. The company declares and pays dividend in Indian Rupees. The dividend proposed by Directors is subject to the approval of shareholders in the ensuing Annual General Meeting.

#### **Note 15(C): Details of shareholders holding more than 5% in the equity shares in the Company**

Name of Shareholder	As at 30th September, 2024		As at 31st March, 2024		As at 31st March, 2023		As at 31st March, 2022	
	Number of Shares	Amount	Number of Shares	% of Holding	Number of Shares	% of Holding	Number of Shares	% of Holding
Shradha Infraprojects Limited	10714804	99.99	10714816	100.00	6696760	100.00	6696760	100.00
<b>Grand Total</b>	<b>10714804</b>	<b>99.99</b>	<b>10714816</b>	<b>100.00</b>	<b>6696760</b>	<b>100.00</b>	<b>6696760</b>	<b>100.00</b>

#### **Note 15(D): Details of shareholders held by the Holding Company**

Name of Holding Company	As at 30th September, 2024		As at 31st March, 2024		As at 31st March, 2023		As at 31st March, 2022	
	Number of Shares	Amount	Number of Shares	% of Holding	Number of Shares	% of Holding	Number of Shares	% of Holding
Shradha Infraprojects Limited	10714804	99.99	10714816	100.00	6696760	100.00	6696760	100.00

<b>Grand Total</b>	<b>10714804</b>	<b>99.99</b>	<b>10714816</b>	<b>100.00</b>	<b>6696760</b>	<b>100.00</b>	<b>6696760</b>	<b>100.00</b>
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**Note 15(E): Shareholding of Promoters**

**(A) As at 30th September 2024:**

Shares held by promoters at the end of the year				% Change during the year
Sr. No	Promoter name	No. of Shares	% of total shares	
1.	Shradha Infraprojects Limited	1,07,14,804.00	99.99%	0.01%
<b>Total</b>		1,07,14,804.00	99.99%	0.01%

**(B) As at 31st March 2024:**

Shares held by promoters at the end of the year				% Change during the year
Sr. No	Promoter name	No. of Shares	% of total shares	
1.	Shradha Infraprojects Limited	1,07,14,816.00	100%	-
<b>Total</b>		1,07,14,816.00	100%	-

**(C) As at 31st March 2023:**

Shares held by promoters at the end of the year				% Change during the year
Sr. No	Promoter name	No. of Shares	% of total shares	
1.	Shradha Infraprojects Limited	1,07,14,816.00	100%	-
<b>Total</b>		1,07,14,816.00	100%	-

**(D) As at 31st March 2022:**

Shares held by promoters at the end of the year				% Change during the year
Sr. No	Promoter name	No. of Shares	% of total shares	
1.	Shradha Infraprojects Limited	1,07,14,816.00	100%	-
<b>Total</b>		1,07,14,816.00	100%	-

**Rs. In Lakhs**

Particulars	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
	Amount Rs.	Amount Rs.	Amount Rs.	Amount Rs.
<b><u>Note 16: Other Equity</u></b>				



<b>Securities Premium Account</b>				
Balance at the beginning of the period/year	913.44	913.44	913.44	913.44
Balance at the end of the period/year	<b>913.44</b>	913.44	913.44	913.44
<b>General Reserve</b>		-		
Balance at the beginning of the period/year	21.09	21.09	21.09	21.09
Balance at the end of the period/year	<b>21.09</b>	21.09	21.09	21.09
<b>Profit &amp; Loss Account</b>		-		
Balance at the beginning of the period/year	1,267.87	828.56	102.49	93.75
Add: Profit for the period/year	466.23	908.25	977.19	8.75
Add: Adjustment due to Additional acquisition in Acheivers	-	-0.17	-	-
Less: Dividend paid during the year	187.51	-	251.13	-
Less: Bonus Issue	-	468.77	-	-
<b>Balance at the end of the period/year</b>	<b>1,546.59</b>	<b>1,267.87</b>	<b>828.56</b>	<b>102.49</b>
<b>Total</b>	<b>2,481.12</b>	<b>2,202.40</b>	<b>1,763.09</b>	<b>1,037.03</b>

<b><u>Note 17: Non-Current Borrowings</u></b>				
Term Loan from Banks	788.24	798.31	503.54	71.58
(Secured Against hyp of Planr and Machiney)	-	-	-	
<b>Total</b>	<b>788.24</b>	<b>798.31</b>	<b>503.54</b>	<b>71.58</b>

<b><u>Note 18: Other Financial Liabilities</u></b>				
Retention Deposit	59.59	47.26	37.61	16.01
<b>Total</b>	<b>59.59</b>	<b>47.26</b>	<b>37.61</b>	<b>16.01</b>

<b><u>Note 19: Non-Current Other Financial Liabilities</u></b>				
Retention Deposit	-	8.15	-	-
<b>Total</b>	<b>-</b>	<b>8.15</b>	<b>-</b>	<b>-</b>

<b><u>Note 20 : Deferred tax Assets / liabilities (Net)</u></b>				
A) on the timing difference created due to difference in written down value as per Income tax and as per books of accounts	-	-	12.68	-
B) on the timing difference created due to carry forward of preliminary expenses	-	-	-0.03	-
C) on the timing difference created due to carried forward loss	-	-	-9.89	-
<b><u>Total Deferred tax (asset) / liability</u></b>	<b>-</b>	<b>-</b>	<b>2.75</b>	<b>-</b>

Rs. In Lakhs

Particulars	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
	Amount Rs.	Amount Rs.	Amount Rs.	Amount Rs.
<b>Note 21: Current Borrowings</b>				
<b><u>Secured Borrowings:</u></b>				
Bank Overdraft	821.22	1,188.29	53.44	356.52
<i>Secured against collateral (Primary Security (Stock and Book debts)</i>	-	-	-	-
<b><u>Unsecured Borrowings:</u></b>	-	-	-	-
<b><u>Loan repayable on Demand:</u></b>	-	-	-	-
Intercompany Loans	3,587.65	4,115.90	6,118.42	10,446.03
<b><u>Current Maturities of Long term borrowings</u></b>	182.64	373.38	254.65	44.85
<b><u>Loan From Holding Company</u></b>	-	-	-	-
<b><u>Loan From Other Related Party</u></b>	229.38	-	-	-
<b>Total</b>	<b>4,820.89</b>	<b>5,677.57</b>	<b>6,426.51</b>	<b>10,847.40</b>

<b><u>Note 22: Trade Payables</u></b>				
Total Outstanding dues of Micro Enterprises & Small Enterprises		-	-	
Total Outstanding dues of Creditors Other than Micro Enterprises & Small Enterprises	311.28	669.90	873.13	528.26
<b>Disclosures under Section 22 of MSMED Act, 2006 under the Chapter on Delayed Payments to Micro, Small and Medium Enterprises:</b>				
(a) the principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year;	-	-	-	-
(b) the amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-	-	-

(c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006);	-	-	-	-
(d) The amount of interest accrued and remaining unpaid at the end of accounting year; and	-	-	-	-
(e) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-	-	-
The terms 'appointed day', 'buyer', 'enterprise', 'micro enterprise', 'small enterprise' and 'supplier', shall have the same meaning as assigned to them under clauses (b), (d), (e), (h), (m) and (n) respectively of section 2 of the Micro, Small and Medium Enterprises Development Act, 2006. Such statutory disclosures should be made by an entity in its Notes to Accounts.	-	-	-	-
<b>TOTAL</b>	<b>311.28</b>	<b>669.90</b>	<b>873.13</b>	<b>528.26</b>

**Note 22A: Trade Payables aging schedule**

(A) As at 30th September 2024:

Rs. In Lakhs

Particulars	Outstanding for following periods from date of transaction				
	Less than 1 Year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	298.67	12.62	-	-	311.28
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total</b>	<b>298.67</b>	<b>12.62</b>	<b>-</b>	<b>-</b>	<b>311.28</b>

(A) As at 31st March 2024:

Particulars	Outstanding for following periods from date of transaction				
	Less than 1 Year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	659.91	9.98	-	-	669.90

(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total</b>	<b>659.91</b>	<b>9.98</b>	<b>-</b>	<b>-</b>	<b>669.90</b>

**(A) As at 31st March 2023:**

Particulars	Outstanding for following periods from date of transaction				
	Less than 1 Year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	861.01	12.12	-	-	873.13
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total</b>	<b>861.01</b>	<b>12.12</b>	<b>-</b>	<b>-</b>	<b>873.13</b>

**(A) As at 31st March 2022:**

Particulars	Outstanding for following periods from date of transaction				
	Less than 1 Year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	528.26	-	-	-	528.26
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total</b>	<b>528.26</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>528.26</b>

Particulars	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
<b>Note 23: Other Financial Liabilities</b>				
Audit Fees Payable	0.01	0.02	0.02	
Credit Balance in current account due to reconciliation	147.44	4.93	4.85	3.08
Expense Payables	158.73	410.18	8.41	0.42
Interest Expense Payable	17.31	8.21	3.80	-
Professional Fees Payable	0.49	0.32	0.30	-
Salary Payable	11.47	-	-	-
<b>Total</b>	<b>335.45</b>	<b>423.66</b>	<b>17.37</b>	<b>3.50</b>

<b>Note 24: Other Current Liabilities</b>				
Statutory dues payable	53.12	162.77	66.79	48.77
Expense Payble	0.76	-	-	-
Revenue received in advance (Advance from customers)	2.44	-	0.69	4.05
<b>Total</b>	<b>56.33</b>	<b>162.81</b>	<b>67.48</b>	<b>52.81</b>

<b>Note 25: Current Tax Liabilities (Net)</b>				
Income tax liability for current period	130.43	398.19	325.53	2.73
Income tax liability for Previous period	374.89	3.36	4.37	-
Less MAT Credit utilised during the current period	-	-	0.00	-
Less Advance tax and tax deducted at source	-412.47	314.96	233.13	0.05
<b>Total</b>	<b>92.85</b>	<b>86.58</b>	<b>96.77</b>	<b>2.68</b>

Rs. In Lakhs

Particulars	For the Half Year ended 30th September, 2024	For the Year ended 31st March, 2024	For the Year ended 31st March, 2023	For the Year ended 31st March, 2022
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
<b>Note 26: Revenue From Operations</b>				
Sale of Office Block/Commercial Space	2,010.01	5,550.00	8,050.00	-
Rent & Maintenance Services	112.06	162.54	177.14	-
Revenue from Trading of Goods	-	-	-	8.35
Contract Receipts	29.29	447.11	590.62	-
Sale of Services (works contract)	1,215.31	3,385.36	-	-
Sale of Product	0.45	173.31	122.07	101.74
<b>Total</b>	<b>3,367.12</b>	<b>9,718.33</b>	<b>8,939.83</b>	<b>110.08</b>
<b>Note 27: Other Income</b>				
Balances written back	-	0.01	-	-
Dividend Received	-	0.00	0.00	0.00
Interest Income on Fixed Deposit Receipts	4.53	8.45	-	0.05
Other Income	-	-	17.55	0.30
Interest Received from Income Tax Refund	0.09	-	-	-
Interest Received From Loans (unsecured)	17.25	16.27	1.33	-
Scrap Sale	0.86			
Profit from Partnership firm	-	-	-	
Profit on Sale Of Shares	-	-	-	0.10
<b>Total</b>	<b>22.72</b>	<b>24.72</b>	<b>18.89</b>	<b>0.46</b>
<b>Note 28: Purchase of Stock-in-Trade</b>			-	
Purchases of Stock-in-Trade	0.37	-	-	8.31

<b>Total</b>	<b>0.37</b>	-	-	<b>8.31</b>
<b><u>Note 29: Cost of Goods Sold and Service Rendered</u></b>				
Opening Balance of WIP	4,860.50	7,955.91	12,362.49	10,410.71
Add: Construction cost during the period (Including Material, Labour Charges etc)	2,622.39	4,437.70	2,661.04	2,042.08
Less: Input GST on Goods Sold	-	17.65	13.12	1.82
Less: Other Deletions	966.64	-	-	
Less Closing Balance of inventories of Commercial units	3,999.20	4,860.50	7,955.91	12,362.49
<b>Cost of Goods Sold (1+2-3)</b>	<b>2,517.05</b>	<b>7,515.45</b>	<b>7,054.51</b>	<b>88.47</b>
<b>Total</b>	<b>2,517.05</b>	<b>7,515.45</b>	<b>7,054.51</b>	<b>88.47</b>
<b><u>Note 30: Direct Expense</u></b>				
Direct Expense	28.43	433.66	<b>573.73</b>	-
<b>Total</b>	<b>28.43</b>	<b>433.66</b>	<b>573.73</b>	-
<b><u>Note 31: Employee benefit expense</u></b>				
Salary Expenses	7.53	7.75	-	-
<b>Total</b>	<b>7.53</b>	<b>7.75</b>	-	-
<b><u>Note 32 : Finance cost</u></b>		-	-	-
Interest on TDS Payment	0.01	0.00	0.60	-
Interest Expense	0.27	1.77	0.45	-
Loan Processing Fees	-	-	0.09	-
Interest on Income Tax Earlier Year	-	11.42	0.25	-
Bank Charges	0.31	0.09	0.09	-
Interest on delayed payment	-	0.00	0.21	-
Interest Paid On Tax	4.74	0.01	-	-
Interest on GST	-	0.02	-	-
<b>Total</b>	<b>5.33</b>	<b>13.31</b>	<b>1.69</b>	-
<b><u>Note 33: Other Expenses</u></b>				
Audit Fees	0.12	0.23	0.21	0.10
Balance Written Off	0.25	0.02	0.00	0.00
Bank Charges & Commission	-	0.02	0.11	0.39
Directors Sitting Fees	0.30	0.80	0.50	0.65
Office Expenses	0.08	-	-	-
Excess Provision for Earlier Year	-	-	-	0.00
Franking Charges	-	-	-	0.01
Interest on GST	0.00	-	0.00	0.00
Loss From LLP	-	-	0.00	-
Legal Charges	0.44	9.86	0.13	0.09
Loan Processing Fees	-	-	-	0.11
Prior Period Expense	0.03	-	-	-
Repairs and Maintenance	-	0.35	0.04	-
Membership Fees	0.05	0.23	0.42	0.19

Advertisement Expenses	0.19	-	-	-
Petrol and diesel	0.18	-	-	-
Preliminary Expenses	-	-	0.00	-
Profession Tax	0.01	0.03	0.62	0.03
Professional Fees	1.39	4.98	2.46	0.77
Postage and Courier	0.00	0.00	-	-
ROC Charges	0.26	2.38	0.16	-
Donation for CSR	11.08	8.75	-	-
Travelling Expenses	-	0.09	0.33	0.10
Telephone Expenses	0.01	-	0.26	0.14
Insurance Expenses	1.44	0.44	-	-
Vehicle Expense	0.06	0.15	-	-
Conveyance expense	-	-	0.01	-
Lic premium expenses	0.02	-	-	-
Miscellaneous expenses	3.99	0.06	-	0.00
Rounding off	0.00	-0.00	0.00	-
Profit/Loss from LLP /Partnership	0.01	-	-	-
<b>Total</b>	<b>19.91</b>	<b>28.40</b>	<b>5.26</b>	<b>2.57</b>

#### **Note 34: Financial risk management**

The Company's activities expose it to the following risks:

Credit risk

Interest risk

Liquidity risk

#### **A Credit risk**

Credit Risk is the risk that counter party will not meet its obligations under a financial instruments or customer contract leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables and unbilled revenue) and from its financing activities including deposits with banks and financial institutions, investments, foreign exchange transactions and other financial instruments.

##### **i Trade receivables**

Credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored.

The impairment analysis is performed at each reporting date on an individual basis for clients. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security.

##### **Credit risk exposure**

The Company's credit period generally ranges from 30 – 60 days are as below.

(Rs. in lakhs)

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Trade receivables	1,188.12	2,138.01	585.66	-
Work in progress	3,999.20	4,860.50	8,207.32	12,362.49

<b>Total</b>	<b>5,187.32</b>	<b>6,998.51</b>	<b>8,792.97</b>	<b>12,362.49</b>
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The Company evaluates the concentration of risk with respect to trade receivables as low as they are spread across multiple geographies and multiple industries.

## ii Financial instruments and deposits with banks

Credit risk is limited as we generally invest in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Counterparty credit limits are reviewed by the Company periodically and the limits are set to minimize the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

## B Interest risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company having non current borrowing in the form of Term Loan. Also, the Company is having current borrowings in the form of working capital facility and Inter Corporate Loans. There is a fixed rate of interest in case of Inter corporate loans and Suppliers Credit hence and term loans there is no interest rate risk associated with these borrowings. The Company is exposed to interest rate risk associated with working capital facility due to floating rate of interest.

The table below illustrates the impact of a 0.5% increase in interest rates on interest on financial liabilities assuming that the changes occur at the reporting date and has been calculated based on risk exposure outstanding as of date. The year end balances are not necessarily representative of the average debt outstanding during the year.

### Interest rate risk Exposure

The exposure of company's borrowing to interest rate changes at the end of reporting period are as follows:

(Rs. in lakhs)

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Variable rate borrowings-non current	-	-		
Variable rate borrowings-current	4,820.89	5,677.57	6,426.51	10,847.40
<b>Total</b>	<b>4,820.89</b>	<b>5,677.57</b>	<b>6,426.51</b>	<b>10,847.40</b>

## C Liquidity risk

Liquidity is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company believes that the cash and cash equivalents is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

The break-up of cash and cash equivalents, deposits and investments is as below.

(Rs. in lakhs)

Particulars	As at 30th September 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Cash and cash equivalent	21.82	14.56	3.59	0.73
Bank balance other than cash and cash equivalent	23.35	122.42	-	-



<b>Total</b>	<b>45.17</b>	<b>136.98</b>	<b>3.59</b>	<b>0.73</b>
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### **Note 35: Financial instruments**

The fair value of the financial assets are included at amounts at which the instruments could be exchanged in a current transaction between willing parties other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair value:

(a) Fair value of cash and short-term deposits, trade and other short-term receivables, trade payables, other current liabilities, approximate their carrying amounts largely due to the short-term maturities of these instruments.

(b) Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, if require, allowances are taken to account for the expected losses of these receivables.

#### **A. Financial instruments by category**

The carrying value and fair value of financial instruments by categories as at 30th September 2024 were as follows:

(Rs. in lakhs)

<b>Particulars</b>	<b>Amortised cost</b>	<b>Financial assets/ liabilities at fair value through profit or loss</b>	<b>Financial assets/ liabilities at fair value through OCI</b>	<b>Total carrying value</b>	<b>Total fair value</b>
<b>Assets:</b>					
Investments	124.69	-	-	124.69	124.69
Trade receivables	1,188.12	-	-	1,188.12	1,188.12
Loans	874.69	-	-	874.69	874.69
Others financial assets	28.19	-	-	28.19	28.19
Cash and cash equivalents	21.82	-	-	21.82	21.82
Other bank balances	23.35	-	-	23.35	23.35
<b>Liabilities:</b>					
Borrowings	5,609.13	-	-	5,609.13	5,609.13
Trade payables	311.28	-	-	311.28	311.28
Other financial liabilities	395.03	-	-	395.03	395.03

The carrying value and fair value of financial instruments by categories as at 31st March 2024 were as follows:

(Rs. in lakhs)

<b>Particulars</b>	<b>Amortised cost</b>	<b>Financial assets/ liabilities at fair value through profit or loss</b>	<b>Financial assets/ liabilities at fair value through OCI</b>	<b>Total carrying value</b>	<b>Total fair value</b>
<b>Assets:</b>					
Investments	124.69	-	-	124.69	124.69

Trade receivables	2,138.01	-	-	2,138.01	2,138.01
Loans	55.70	-	-	55.70	55.70
Others financial assets	20.03	-	-	20.03	20.03
Cash and cash equivalents	14.56	-	-	14.56	14.56
Other bank balances	122.42	-	-	122.42	122.42
<b>Liabilities:</b>					
Borrowings	6,475.88	-	-	6,475.88	6,475.88
Trade payables	669.90	-	-	669.90	669.90
Other financial liabilities	479.07	-	-	479.07	479.07

The carrying value and fair value of financial instruments by categories as at 31st March 2023 were as follows:

(Rs. in lakhs)

Particulars	Amortised cost	Financial assets/ liabilities at fair value through profit or loss	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
<b>Assets:</b>					
Investments	114.80	-	-	114.80	114.80
Trade receivables	585.66	-	-	585.66	585.66
Loans	-	-	-	-	-
Others financial assets	1.43	-	-	1.43	1.43
Cash and cash equivalents	3.59	-	-	3.59	3.59
Other bank balances	-	-	-	-	-
<b>Liabilities:</b>					
Borrowings	6,930.06	-	-	6,930.06	6,930.06
Trade payables	873.13	-	-	873.13	873.13
Other financial liabilities	54.98	-	-	54.98	54.98

The carrying value and fair value of financial instruments by categories as at 31st March 2022 were as follows:

(Rs. in lakhs)

Particulars	Amortised cost	Financial assets/ liabilities at fair value through profit or loss	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
<b>Assets:</b>					
Investments	114.88	-	-	114.88	114.88
Trade receivables	-	-	-	-	-

Loans	-	-	-	-	-
Others financial assets	0.72	-	-	0.72	0.72
Cash and cash equivalents	0.73	-	-	0.73	0.73
Other bank balances	-	-	-	-	-
<b>Liabilities:</b>					
Borrowings	10,918.97	-	-	10,918.97	10,918.97
Trade payables	528.26	-	-	528.26	528.26
Other financial liabilities	19.51	-	-	19.51	19.51

(Rs. in lakhs)

Particulars	For the Period ended 30th September, 2024	For the Year ended 31st March, 2024	For the Year ended 31st March, 2023	For the Year ended 31st March, 2022
<b>Note 36: Tax expense</b>				
a) Current Tax	130.43	401.55	329.69	2.73
b) Deferred Tax	(29.87)	(42.34)	2.80	0.08
c) Earlier year tax	(8.95)	2.30		
<b>Total</b>	<b>91.61</b>	<b>361.50</b>	<b>332.49</b>	<b>2.81</b>

Reconciliation of Tax Expenses and Accounting Profit multiplied by India's Domestic Tax rate	For the Period ended 30th September, 2024	For Year Ended 31st March 2024	For Year Ended 31st March 2023	For Year Ended 31st March 2022
Income Tax Rate	25.17%	25.17%	0.25	0.25
Profit / (Loss) before Tax	646.8	1,406.17	1,319.49	11.16
Tax Expense at domestic Income Tax rates	162.79	353.90	332.09	2.81
Less: Tax on Deductible Expenses	-	-	-	-
Less: Tax Effect of Exempt Income	-	-	-	-
Add: Tax effect on Non-Allowable Expenses	-	-	-	-
Adjustment for Deferred Tax	-	-	-	-
Adjustment for Earlier Years Tax Expense	-	-	-	-
<b>Income Tax Expenses reported in Profit &amp; Loss</b>	<b>91.61</b>	<b>361.50</b>	<b>332.49</b>	<b>2.81</b>
<b>Effective Income Tax Rate</b>	<b>14.16%</b>	<b>25.71%</b>	<b>25.20%</b>	<b>25.19%</b>

#### Note 37: Fair value hierarchy

Level 1: - Quoted price (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 – Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The cost of unquoted investments included in Level 3 of fair value hierarchy approximate their fair value because there is a

wide range of possible fair value measurements and the cost represents estimate of fair value within that range

**The fair value hierarchy of assets and liabilities measured at fair value on a recurring basis September 30, 2024 is as follows:**

Particulars	As at September 30, 2024	Fair value measurement at the end of the year using		
		Level 1	Level 2	Level 3
Investments in Equity Instruments (Unquoted)	109.81	-	-	109.81

**The fair value hierarchy of assets and liabilities measured at fair value on a recurring basis March 31, 2024 is as follows:**

Particulars	As at March 31, 2024	Fair value measurement at the end of the year using		
		Level 1	Level 2	Level 3
Investments in Equity Instruments (Unquoted)	109.81	-	-	109.81

**The fair value hierarchy of assets and liabilities measured at fair value on a recurring basis March 31, 2023 is as follows:**

Particulars	As at March 31, 2023	Fair value measurement at the end of the year using		
		Level 1	Level 2	Level 3
Investments in Equity Instruments (Unquoted)	99.80	-	-	99.80

**The fair value hierarchy of assets and liabilities measured at fair value on a recurring basis March 31, 2022 is as follows**

Particulars	As at March 31, 2022	Fair value measurement at the end of the year using		
		Level 1	Level 2	Level 3
Investments in Equity Instruments (Unquoted)	99.85	-	-	99.85

### **Note 38: Capital Management**

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholder value. The Company's capital management objectives are to maintain equity including all reserves to protect economic viability and to finance any growth opportunities that may be available in future so as to maximise shareholders' value. The management and the board of directors monitors the return on capital as well as the level of dividends to the shareholders. The Company manages its capital structure and makes adjustments in light of changes in economic conditions.

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Net Debt (A)	5,587.31	6,490.44	6,933.64	10,919.71
Equity (B)	3,251.46	2,883.90	1,845.27	1,104.00
<b>Debt / Equity ratio (A/B)</b>	<b>1.73</b>	<b>2.25</b>	<b>3.76</b>	<b>9.89</b>
Particulars	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2024	As at 31st March, 2024
<b>(i) Borrowings</b>				
Non current	788.24	798.31	503.54	71.58
Current	4,820.89	5,677.57	6,426.51	10,847.40
The carrying value and fair value of financial instruments by categories as at 30th September 2024 were as follows:	21.82	14.56	3.59	0.73
<b>Net Debt</b>	<b>5,587.31</b>	<b>6,490.44</b>	<b>6,933.64</b>	<b>10,919.71</b>

**Note 39 : Additional information to the financial statements****1) There is no capital commitment as on the Balance Sheet date.**

As at Sep 30 <sup>th</sup> , 2024	As at March 31 <sup>st</sup> , 2024	As at March 31 <sup>st</sup> , 2023	As at March 31 <sup>st</sup> , 2022
Nil	Nil	Nil	Nil

**2) There are no contingent liabilities as on the Balance Sheet date**

As at Sep 30 <sup>th</sup> , 2024	As at March 31 <sup>st</sup> , 2024	As at March 31 <sup>st</sup> , 2023	As at March 31 <sup>st</sup> , 2022
Nil	Nil	Nil	Nil

**(Rs. In lakhs)****3) Auditors Remuneration:**

Particulars	As at Sep 30 <sup>th</sup> , 2024	As at March 31 <sup>st</sup> , 2024	As at March 31 <sup>st</sup> , 2023	As at March 31 <sup>st</sup> , 2022
For Statutory Audit	0.12	0.1	0.1	0.1

**4) Earnings per share:**

Particulars	Half Year ended	Year ended	Year ended	Year ended
	30 <sup>th</sup> Sep, 2024	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
Net Profit attributable to shareholders	466.23	908.25	977.19	8.75
Equity Shares outstanding as at the end of the year (in nos.)	10,714,816	10,714,816	10,714,816	10,714,816
Nominal Value per Equity Share (in Rs.)	5.00	5.00	5.00	5.00
<b>Earnings Per Equity Share (Basic) (in Rs.)</b>	<b>4.35</b>	<b>8.48</b>	<b>9.12</b>	<b>0.08</b>
<b>Earnings Per Equity Share (Diluted) (in Rs.)</b>	<b>4.35</b>	<b>8.48</b>	<b>9.12</b>	<b>0.08</b>

**5) Micro And Small Enterprises:**

Details of dues to micro and small enterprises as per MSMED Act, 2006 to the extent of information available with the group:

Particulars	As at Sep 30 <sup>th</sup> , 2024	As at March 31 <sup>st</sup> , 2024	As at March 31 <sup>st</sup> , 2023	As at March 31 <sup>st</sup> , 2022
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	NIL	NIL	NIL	NIL
The amount of interest paid by the buyer in terms of section 16, of the micro small and medium enterprise development act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	NIL	NIL	NIL	NIL
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under micro small and medium enterprise development act, 2006.	NIL	NIL	NIL	NIL
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	NIL	NIL	NIL	NIL
The amount of further 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 enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the micro small and medium enterprise development act, 2006	NIL	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**6) Related Party Disclosures:**

**A. Name of related parties and description of relationship:**

<b>Name of Related Party</b>	<b>Nature of relationship</b>
Shradha Infraprojects Limited	Holding Company
Mrugnayani Infrastructures Private Limited	Subsidiary of Holding Company
Suntech Infraestate Nagpur Private Limited	Group Company
Digvijay Shraddha Infrastructure Private Limited	Subsidiary Company (From Apr 22-23)
Achievers Ventures Private Limited	Wholly Owned Subsidiary Company (From Apr22-23)
Jain Engineering Works India Private Limited	Entity where KMP's have Significant Influence
Mr. Nitesh Vinaykumar Sanklecha	Managing Director
Mr. Shreyas Raisonni	Director
Mr. Pravin Pohankar	Director
Mr.Chandrakant Waman Waikar	Director
Ms. Asha Sampath	Independent Director
Mr. Akshay Bharat Thakkar	Independent Director
Mr. Gaurav Balkrishna Sharma	Independent Director
Mr. Sunil Raisonni	Relative of Director
Mrs. Shradha Surana	Relative of Director
Mrs. Shruti Dhadda	Relative of Director
Stargate Ventures LLP	Subsidiary
Solus Ventures LLP	Subsidiary
Devansh Dealtrade LLP	Associate
Godhuli Vintrade LLP	Associate



**B. Transaction during the period with related parties: (Previous year figs. are given in bracket)**

**For Half Year Ended Sep 2024**

**Rs. In Lakhs**

Sr. No.	Nature of Transaction	A) Holding	B) Subsidiary	C) Associate	D) By virtue of control	E) KMP	F) Relatives of KMP	G) Enterprises over which KMP have significant influence	Total
<b>(a) Shradha Infraprojects Limited</b>									
(i)	Loan Taken	38.50 (0.00)	-	-	-	-	-	-	38.50 (0.00)
(ii)	Sale of RMC	0.06 (1.74)	-	-	-	-	-	-	0.06 (1.74)
(ii)	Dividend Paid	168.76 (0.00)	-	-	-	-	-	-	168.76 (0.00)
(iv)	Loan Repaid	38.50 (0.00)	-	-	-	-	-	-	38.50 (0.00)
<b>(b) Suntech Infraestate Nagpur Private Limited</b>									
	Sale of RMC	-	-	0.39 (169.71)	-	-	-	-	0.39 (169.71)
<b>(c) Digvijay Shradha Infrastructure Private Limited</b>									
	Interest on Loan	-	7.48 (11.69)	-	-	-	-	-	7.48 (11.69)
<b>(d) Mr. Sunil Raisoni</b>									
i)	Purchase of Shares	-	-	-	-	-	0.00 (6.37)	-	0.00 (6.37)
<b>(e) Stargate Ventures LLP</b>									
i)	Fixed Capital	-	0.34 (0.34)	-	-	-	-	-	0.34 (0.34)
ii)	Current Capital	-	129.5 (129.5)	-	-	-	-	-	129.5 (129.5)
<b>(f) Solus Ventures LLP</b>									
i)	Fixed Capital		0.34 (0.34)						0.34 (0.34)
ii)	Current Capital		2.51 (-0.42)						2.51 (-0.42)
<b>(g) Nitesh Sanklecha (Managing Director)</b>									
i)	Remuneration					2.18 (0.00)			2.18

Sr. No.	Nature of Transaction	A) Holding	B) Subsidiary	C) Associate	D) By virtue of control	E) KMP	F) Relatives of KMP	G) Enterprises over which KMP have significant influence	Total
(h)	Shradha Surana								
	Loan Taken by Subsidiary LLP	-	-	-	-	-	36.50 (54.00)	-	36.50 (54.00)
	Loan Repaid by Subsidiary LLP						62.00 (0.00)		62.00 (0.00)
(i)	Shruti Daddha								
	Loan Taken by Subsidiary LLP	-	-	-	-	-	21.25 (26.00)	-	21.25 (26.00)
	Loan Repaid by Subsidiary LLP	-	-	-	-	-	15.00 (0.00)	-	15.00 (26.00)
(k)	Jain Engineering Works India Private Limited								
	Sale of Material from Subsidiary							32.81 (0.00)	32.81 (0.00)
	Sale of Material							188.61 (0.00)	188.61 (0.00)

**Transaction during the period with related parties during the year ended March 2024**

Sr. No.	Nature of Transaction	A) Holding	B) Subsidiary	C) Associate	D) By virtue of control	E) KMP	F) Relatives of KMP	G) Enterprises over which director have significant influence	Total
<b>a)</b>	<b>Shradha Infraprojects Limited</b>								
(i)	Sale of RMC	1.74 (10.88)	-	-	-	-	-	-	1.74 (10.88)
(ii)	Dividend paid	0.00 (251.13)	-	-	-	-	-	-	0.00 (251.13)
<b>b)</b>	<b>Suntech Infraestate Nagpur Private Limited</b>								
(i)	Sale of RMC	-	-	169.71 (112.40)	-	-	-	-	169.71 (112.40)
<b>(c)</b>	<b>Digvijay Shradha Infrastructure Private Limited</b>								
(i)	-Interest on Loan	-	11.69 (1.33)	-	-	-	-	-	11.69 (1.33)
<b>(d)</b>	<b>Mr. Sunil Raisoni</b>								
	Purchase of Shares	-	-	-	-	-	6.37 (0.00)	-	6.37 (0.00)
<b>(e)</b>	<b>Stargate Ventures LLP</b>								
(i)	Fixed Capital	-	-	-	0.34 (0.00)	-	-	-	0.34 (0.00)
(ii)	Current Capital	-	-	-	129.5 (0.00)	-	-	-	129.5 (0.00)
<b>(f)</b>	<b>Solus Ventures LLP</b>								
(i)	Fixed Capital	-	-	-	0.34 (0.00)	-	-	-	0.34 (0.00)
(ii)	Current Capital	-	-	-	(-0.42) 0.00	-	-	-	(-0.42) 0.00
<b>(g)</b>	<b>Shradha Surana</b>								
(i)	Loan Taken by Subsidiary LLP						26.00 (0.00)		26.00 (0.00)
(ii)	Interest on Loan						0.07 (0.00)		0.07 (0.00)
<b>(h)</b>	<b>Shruti Daddha</b>								
(i)	Loan Taken by Subsidiary LLP						54.00 (0.00)		54.00 (0.00)
(ii)	Interest on Loan						0.03 (0.00)		0.03 (0.00)

**Transaction during the period with related parties during year ended March 2023**

Sr. No.	Nature of Transaction	A) Holding	B) Subsidiary	C) Associate	D) By virtue of control	E) KMP	F) Relatives of KMP	G) Enterprises over which director have significant influence	Total
<b>a)</b>	<b>Shradha Infraprojects Limited</b>								
(i)	Sale of RMC	10.88	-	-	-	-	-	-	10.88
		(38.26)	-	-	-	-	-	-	(38.26)
(ii)	Dividend paid	251.13	-	-	-	-	-	-	251.13
		(0.00)	-	-	-	-	-	-	(0.00)
<b>b)</b>	<b>Suntech Infraestate Nagpur Private Limited</b>								
(i)	Sale of RMC	-	-	112.40	-	-	-	-	112.4
		-	-	(69.79)	-	-	-	-	(69.79)
<b>(c)</b>	<b>Digvijay Shradha Infrastructures Private Limited</b>								
(i)	-Interest on Loan	-	1.33	-	-	-	-	-	1.33
		-	(0.00)	-	-	-	-	-	(0.00)
<b>(d)</b>	<b>Mr. Sunil Raison</b>								
	Loan taken								
(i)	-During the period loan taken	-	-	-	-	-	0.00 (289.20)	-	0.00 (289.20)
(ii)	-Repayment	-	-	-	-	-	0.00 (299.94)	-	0.00 (299.94)
(iii)	-Interest on Loan	-	-	-	-	-	0.00 (5.27)	-	0.00 (5.27)

**Transaction during the period with related parties during year ended 31<sup>st</sup> March 2022**

Sr. No.	Nature of Transaction	A) Holding Co.	B) Associate	C) By virtue of control	D) KMP	E) Relatives of KMP	F) Enterprises over which director have significant influence	Total
a)	Interest Expenses on Loan taken							
	Mr. Sunil Raisonni	-	-	-	-	5.27	-	5.27
						(5.35 )	-	(5.35 )
	Mrs. Shruti Daddha	-	-	-	-	0.00	-	0.00
						(8.65)	-	(8.65)
	Mrs. Shobha Raisonni	-	-	-	-	0.00	-	0.00
		-	-	-	-	(4.45)	-	(4.45)
	Mrs. Shradha Surana	-	-	-	-	0.00	-	0.00
		-	-	-	-	(2.24)	-	(2.24)
b)	Loan taken							
	Mr. Sunil Raisonni	-	-	-	-	289.20	-	289.20
		-	-	-	-	(552.55)	-	(552.55)
	Mrs. Shruti Daddha	-	-	-	-	0.00	-	0.00
		-	-	-	-	(18.65)	-	(18.65)
	Mrs. Shobha Raisonni	-	-	-	-	0.00	-	0.00
		-	-	-	-	(88.13)	-	(88.13)
	Mrs. Shradha Surana	-	-	-	-	0.00	-	0.00
		-	-	-	-	(71.80)	-	(71.80)
c)	Loan repayment							
	Mr. Sunil Raisonni	-	-	-	-	299.94	-	299.94
						(703.14)		(703.14)
	Mrs. Shruti Daddha	-	-	-	-	0.00	-	0.00
						(158.21)		(158.21)
	Mrs. Shobha Raisonni	-	-	-	-	0.00	-	0.00
						(115.83)		(115.83)
	Mrs. Shradha Surana	-	-	-	-	0.00	-	0.00
						(160.69)		(160.69)
d)	Shradha Infraprojects Limited							
	Sale of RMC	38.26	-	-	-	-	-	38.26
	/TMT BAR material	(0.00)						(0.00)
e)	Suntech Infraestate Nagpur Private Limited							
	Sale of RMC material	-	69.79	-	-	-	-	-
		-	(0.00)					

C. The details of amounts due to or due from related parties as at 30 Sep, 2024 are as follows:

Sr. No.	Nature of Transaction	A) Holding	B) Subsidiary	C) Associate	D) By virtue of control	E) KMP	F) Relatives of KMP	G) Enterprises over which KMP have significant influence	Total
(a)	<b>Shradha Infracore Limited</b>								
	Loan	0.00	-	-	-	-	-	-	0.00
		(0.00)	-	-	-	-	-	-	(0.00)
	Debtor	0.00	-	-	-	-	-	-	0.00
		(0.00)	-	-	-	-	-	-	(0.00)
(b)	<b>Suntech Infraestate Nagpur Private Limited</b>								
	Debtors	-	-	0.00	-	-	-	-	0.00
		-	-	(10.84)	-	-	-	-	(10.84)
d)	<b>Stargate Ventures LLP</b>								
	Fixed Capital	-	0.34	-	-	-	-	-	0.34
		-	(0.34)	-	-	-	-	-	(0.34)
	Current Capital	-	129.47	-	-	-	-	-	129.47
		-	(129.49)	-	-	-	-	-	(129.49)
(e)	<b>Solus Ventures LLP</b>								
	Fixed Capital	-	0.34	-	-	-	-	-	0.34
		-	(0.34)	-	-	-	-	-	(0.34)
	Current Capital	-	2.51	-	-	-	-	-	2.51
		-	(-0.42)	-	-	-	-	-	(-0.42)
(f)	<b>Shradha Surana</b>								
	Loan Outstanding	-	-	-	-	-	28.56	-	28.56
		-	-	-	-	-	(54.06)	-	(54.06)
(g)	<b>Shruti Daddha</b>								
	Loan Outstanding	-	-	-	-	-	32.28	-	32.28
		-	-	-	-	-	(26.03)	-	(26.03)
(h)	<b>Jain Engineering Work India Private Limited</b>								
	Debtors Bal in Subsidiary							33.33 (0.00)	33.33 (0.00)
	Debtors Balance in Company							185.61 (0.00)	185.61 (0.00)

The details of amounts due to or due from related parties as at 31<sup>st</sup> March, 2024 are as follows:

Sr. No.	Nature of Transaction	A) Holding	B) Subsidiary	C) Associate	D) By virtue of control	E) KMP	F) Relatives of KMP	G) Enterprises over which director have significant influence	Total
(a)	<b>Shradha Infraprojects Limited</b>								
	Debtor	0.00	-	-	-	-	-	-	0.00
		(3.33)	-	-	-	-	-	-	(3.33)
(b)	<b>Suntech Infraestate Nagpur Private Limited</b>								
	Debtors	-	-	10.84	-	-	-	-	10.84
		-	-	(34.96)	-	-	-	-	(34.96)
(c)	<b>Stargate Ventures LLP</b>								
	Fixed Capital	-	0.34	-	-	-	-	-	0.34
		-	(0.00)	-	-	-	-	-	(0.00)
	Current Capital	-	129.49	-	-	-	-	-	129.49
		-	(0.00)	-	-	-	-	-	(0.00)
(d)	<b>Solus Ventures LLP</b>								
	Fixed Capital	-	0.34	-	-	-	-	-	0.34
		-	(0.00)	-	-	-	-	-	(0.00)
	Current Capital	-	-0.42	-	-	-	-	-	-0.42
		-	(0.00)	-	-	-	-	-	(0.00)
(e)	<b>Shradha Surana</b>								
	Loan Outstanding taken by Subsidiary LLP	-	-	-	-	-	54.06	-	54.06
		-	-	-	-	-	(0.00)	-	(0.00)
(e)	<b>Shruti Daddha</b>								
	Loan Outstanding taken by Subsidiary LLP	-	-	-	-	-	26.03	-	26.03
		-	-	-	-	-	(0.00)	-	(0.00)

The details of amounts due to or due from related parties **as at 31<sup>st</sup> March, 2023** are as follows:

Sr. No.	Nature of Transaction	A) Holding	B) Subsidiary	C) Associate	D) By virtue of control	E) KMP	F) Relatives of KMP	G) Enterprises over which director have significant influence	Total
a)	<b>Shradha Infraprojects Limited</b>								
	Debtors	3.33	-	-	-	-	-	-	3.33
		(0.00)	-	-	-	-	-	-	(0.00)
b)	<b>Suntech Infraestate Nagpur Private Limited</b>								
	Debtors	-	-	34.96	-	-	-	-	34.96
		-	-	(0.00)	-	-	-	-	(0.00)

The details of amounts due to or due from related parties **as at 31<sup>st</sup> March, 2022** are as follows: NIL

**7) C.I.F. value of Imports, Expenditures and Earnings in Foreign Currencies:**

Particulars	As at Sep 30 <sup>th</sup> , 2024	As at March 31 <sup>st</sup> , 2024	As at March 31 <sup>st</sup> , 2023	As at March 31 <sup>st</sup> , 2022
a) CIF Value of Imports	NIL	NIL	NIL	NIL
b) Expenditure in Foreign Currencies	NIL	NIL	NIL	NIL
c) Earnings in Foreign Currencies	NIL	NIL	NIL	NIL

**8) Analytical Ratios:**

Sr. No	Ratio	Sep ' 24	March ' 24	March ' 23	March ' 22
(a)	Current Ratio	1.14	1.06	1.20	1.08
	(Current Assets / Current Liabilities)				
(b)	Debt-Equity Ratio	1.72	2.25	3.76	9.89
	(Total Debt / Total Equity)				
(c)	Debt Service Coverage Ratio	NA	NA	NA	NA
	(Earning Available for Debt Service / Debt Service)				
(d)	Return on Equity Ratio	0.18	0.44	0.6693	0.80
	(Net Profit After Tax / Average Shareholders' Equity)				
(e)	Inventory turnover ratio	0.76	1.49	0.87	0.01
	(Net Sales / Average inventory)				
(f)	Trade Receivables turnover ratio	2.02	7.14	30.53	12.23
	(Net sales / Average accounts receivable)				
(g)	Trade payables turnover ratio	5.35	5.46	4.16	6.79



Sr. No	Ratio	Sep ' 24	March ' 24	March ' 23	March ' 22
	(Net Credit Purchases/ Average accounts payable)				
(h)	Net capital turnover ratio	4.22	21.96	6.08	0.12
	(Net Sales / Working Capital)				
(i)	Net profit ratio	16.49%	10.75%	11.04%	7.95%
	(Profit After Tax / Net Sales)				
(j)	Return on Capital employed	6.72%	13.77%	14.16%	0.10%
	(EBIT / (Total net worth - Intangible Assets +Total debt - Deferred Tax Asset)				
(k)	Return on investment	0.00	0.00	0.00	0.00
	(Gain on Investment / Total Investment)				

- 9) In the opinion of the Management, the balances shown under Sundry Debtors, Loans and Advances have approximately the same realizable value as shown in Accounts. Party balances are subject to confirmation.
- 10) Previous year figures have been regrouped / re-arranged wherever necessary. Some of the balances are subject to confirmation.
- 11) The group has fulfilled all the three conditions mentioned for exemption from preparing consolidated financial statements under section 129(3) read with rule 6 of Companies (Accounts) Rules, 2014, hence it has not prepared consolidated financial statements for the current financial year.
- 12) The Sitting fees paid to Independent Director is Rs.0.80 Lakhs, Rs. 0.50 lakhs, Rs. 0.65 lakhs as at March 31, 2024, March 31<sup>st</sup> 2023, March 31<sup>st</sup> 2022 respectively.
- 13) **Additional information as required under schedule III to the Companies Act, 2013**
- I) **Statement of Net Assets and Profit and Loss and Other Comprehensive Income attributable to Parent and its Components: For Half Year Ended 30th Sep 2024**

Particulars	Active Infrastructure Private limited	Digvijay Shradha Infrastructure Private Limited	Achievers Ventures Private Limited	Stargate Ventures LLP	Solus Ventures LLP
Relationship	Holding Company	Subsidiary Company	Wholly Owned Subsidiary Company	Subsidiary LLP	Subsidiary LLP
Current assets	5,062.90	1,445.83	159.00	0.36	0.81
Non-Current assets	435.44	1,173.26	-	1936.24	-
Current Liabilities	2,681.62	798.11	36.35	1806.64	1.25
Non-Current Liabilities	49.72	1,345.11	-	-	-
<b>Net Assets</b>	<b>2,766.99</b>	<b>475.87</b>	<b>122.65</b>	<b>129.96</b>	<b>(0.44)</b>
Consolidation Adjustment	(243.60)	-	-	-	-
<b>Net assets after Adjustment</b>	<b>2,523.40</b>	<b>475.87</b>	<b>122.65</b>	<b>129.96</b>	<b>(0.44)</b>

(A) Attributable to NCI	-	235.55	-	0.15	(0.04)
(B) Attributable to Parent	2,523.40	240.32	122.65	129.81	(0.40)
<b>Profit for the period</b>	<b>372.89</b>	<b>181.88</b>	<b>3.67</b>	<b>-</b>	<b>(3.25)</b>
(A) Attributable to NCI	-	90.03	-	-	(1.07)
(B) Attributable to Parent	372.89	91.85	3.67	-	(2.18)
<b>Other Comprehensive Income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
(A) Attributable to NCI	-	-	-	-	-
(B) Attributable to Parent	-	-	-	-	-
<b>Total Comprehensive Income</b>	<b>372.89</b>	<b>181.88</b>	<b>3.67</b>	<b>-</b>	<b>(3.25)</b>
(A) Attributable to NCI	-	90.03	-	-	(1.07)
(B) Attributable to Parent	372.89	91.85	3.67	-	(2.18)

**II) Statement of Net Assets and Profit and Loss and Other Comprehensive Income attributable to Parent and its Components For year Ended 31st March 2024**

Particulars	Active infrastructure Private limited	Digvijay Shradha Infrastructure Private Limited	Achievers Ventures Private Limited	Stargate Ventures LLP	Solus Ventures LLP
Relationship	Holding Company	Subsidiary Company	Wholly Owned Subsidiary Company	Subsidiary LLP	Subsidiary LLP
Current assets	5,142.50	2,121.87	299.74	1.66	150.99
Non Current assets	441.32	1,239.42	-	1,854.90	-
Current Liabilities	2,923.33	2,292.47	180.76	1,726.58	151.11
Non Current Liabilities	78.89	774.83	-	-	-
<b>Net Assets</b>	<b>2,581.60</b>	<b>293.99</b>	<b>118.98</b>	<b>129.98</b>	<b>-0.12</b>
Consolidation Adjustment	-240.65	-	-	-	-
<b>Net assets after Adjustment</b>	<b>2,340.96</b>	<b>293.99</b>	<b>118.98</b>	<b>129.98</b>	<b>-0.12</b>
(A) Attributable to NCI	-	145.52	-	0.16	-0.04
(B) Attributable to					

<b>Parent</b>	<b>2,340.96</b>	<b>148.46</b>	<b>118.98</b>	<b>129.82</b>	<b>-0.08</b>
<b>Profit for the period</b>	<b>762.08</b>	<b>275.77</b>	<b>7.33</b>	<b>-0.02</b>	<b>-0.62</b>
<b>(A) Attributable to NCI</b>	<b>-</b>	<b>136.51</b>	<b>-</b>	<b>-0.01</b>	<b>-0.21</b>
<b>(B) Attributable to Parent</b>	<b>762.08</b>	<b>139.27</b>	<b>7.33</b>	<b>-0.01</b>	<b>-0.42</b>
<b>Other Comprehensive Income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>(A) Attributable to NCI</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>(B) Attributable to Parent</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Comprehensive Income</b>	<b>762.08</b>	<b>275.77</b>	<b>7.33</b>	<b>-0.02</b>	<b>-0.62</b>
<b>(A) Attributable to NCI</b>	<b>-</b>	<b>136.51</b>	<b>-</b>	<b>-0.01</b>	<b>-0.21</b>
<b>(B) Attributable to Parent</b>	<b>762.08</b>	<b>139.27</b>	<b>7.33</b>	<b>-0.01</b>	<b>-0.42</b>

**III) Statement of Net Assets and Profit and Loss and Other Comprehensive Income attributable to Parent and its Components For Year Ended 31st March 2023**

<b>Particulars</b>	<b>Active infrastructure Private limited</b>	<b>Digvijay Shradha Infrastructure Private Limited</b>	<b>Achievers Ventures Private Limited</b>	<b>Stargate Ventures LLP</b>	<b>Solus Ventures LLP</b>
<b>Relationship</b>	<b>Holding Company</b>	<b>Subsidiary Company</b>	<b>Subsidiary Company</b>	<b>Subsidiary LLP</b>	<b>Subsidiary LLP</b>
Current assets	8,217.01	377.56	573.28	-	-
Non Current assets	228.31	695.78	-	-	-
Current Liabilities	6,538.23	598.35	560.63	-	-
-	87.15	456.77	-	-	-
<b>Net Assets</b>	<b>1,819.95</b>	<b>18.21</b>	<b>12.65</b>	<b>-</b>	<b>-</b>
Consolidation Adjustment	-5.53	-	-	-	-
<b>Net assets after Adjustment</b>	<b>1,814.41</b>	<b>18.21</b>	<b>12.65</b>	<b>-</b>	<b>-</b>
<b>(A) Attributable to NCI</b>	<b>-</b>	<b>9.02</b>	<b>6.20</b>	<b>-</b>	<b>-</b>
<b>(B) Attributable to Parent</b>	<b>1,814.41</b>	<b>9.20</b>	<b>6.45</b>		
<b>Profit for the period</b>	<b>967.08</b>	<b>8.21</b>	<b>11.70</b>	<b>-</b>	<b>-</b>
<b>(A) Attributable to NCI</b>				<b>-</b>	<b>-</b>

	-	4.07	5.73		
<b>(B) Attributable to Parent</b>	<b>967.08</b>	<b>4.15</b>	<b>5.97</b>	-	-
<b>Other Comprehensive Income</b>	-	-	-	-	-
<b>(A) Attributable to NCI</b>	-	-	-	-	-
<b>(B) Attributable to Parent</b>	-	-	-	-	-
<b>Total Comprehensive Income</b>	<b>967.08</b>	<b>8.21</b>	<b>11.70</b>	-	-
<b>(A) Attributable to NCI</b>	-	4.07	5.73	-	-
<b>(B) Attributable to Parent</b>	967.08	4.15	5.97	-	-

**IV) Statement of Net Assets and Profit and Loss and Other Comprehensive Income attributable to Parent and its Components for year ended 31st March 2022**

<b>Particulars</b>	<b>Active infrastructure Private limited</b>	<b>Digvijay Shradha Infrastructure Private Limited</b>	<b>Achievers Ventures Private Limited</b>	<b>Stargate Ventures LLP</b>	<b>Solus Ventures LLP</b>
<b>Relationship</b>	<b>Holding Company</b>	<b>Subsidiary Company</b>	<b>Subsidiary Company</b>	<b>Subsidiary LLP</b>	<b>Subsidiary LLP</b>
Current assets	12,371.17	-	-	-	-
Non-Current assets	255.07	-	-	-	-
Current Liabilities	11,434.66	-	-	-	-
Non-Current Liabilities	87.58	-	-	-	-
<b>Net Assets</b>	<b>1,104.00</b>	-	-	-	-
Consolidation Adjustment	-				
<b>Net assets after Adjustment</b>	<b>1,104.00</b>				
<b>(A) Attributable to NCI</b>	-				
<b>(B) Attributable to Parent</b>	<b>1,104.00</b>				
<b>Profit for the period</b>	<b>8.75</b>	-	-		
<b>(A) Attributable to NCI</b>	-				
<b>(B) Attributable to Parent</b>	<b>8.75</b>				
<b>Other Comprehensive Income</b>	-	-	-	-	-

(A) Attributable to NCI	-	-	-	-	-
(B) Attributable to Parent	-	-	-	-	-
Total Comprehensive Income	8.75	-	-	-	-
(A) Attributable to NCI	-	-	-	-	-
(B) Attributable to Parent	8.75	-	-	-	-

**14) Other Statutory Information:**

- i) The group does not have any Benami property, where any proceeding has been initiated or pending against the group for holding any Benami property.
- ii) The group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iii) The group have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- iv) The group have not advanced or loaned or invested funds to any other person or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (Ultimate Beneficiaries) or
  - b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- v) The group have not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the group shall:
  - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vi) The group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

**Signatures to Notes****1 to 39**

As per our report of even date attached

**For V S Jhakotiya & Co.**

Chartered Accountants

FRN No: 118139W

reyash

CA Mukesh Anil Zanwar

*Partner*

Membership No: 158254

UDIN:24158254BKCSNR7363

Nagpur, 06th December, 2024

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

Managing Director

DIN No. 03532145

**Chandrakant Waman  
Waikar**

Director

DIN No. 09533456

**Aanchal Tembhre**

Company Secretary

M.No: A67916

**Gautam Jain**

CFO

Nagpur, 06th December, 2024

### CONSOLIDATED FINANCIAL INDEBTNESS

Sr. No.	Name of Company	As on 07 <sup>th</sup> December 2024		
		Secured	Un-Secured	Total
1.	Achievers Ventures Private Limited	-	-	-
2.	Stargate Ventures LLP	-	1847.15	1847.15
3.	Solus Ventures LLP	-	-	-
4.	Active Infrastructures Limited	498.63	1866.00	2364.63
5.	Digvijay Shradha Infrastructures Private Limited	2072.95	231.25	2304.20
<b>Total</b>		<b>2571.58</b>	<b>3944.40</b>	<b>6515.98</b>

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

*The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Consolidated Financial Statements for the six month period ended September 30, 2024 and for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with the Companies Act, 2013 (to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification and Indian GAAP and restated in accordance with the SEBI ICDR Regulations, including the schedules, annexure and notes thereto and the reports thereon, include in "Financial Information" beginning on page no. 189 of this Red Herring Prospectus.*

*There are significant differences between Indian GAAP and IND (AS). The Company has not attempted to quantify their impact in the restated consolidated financial statements position included herein and urges you to consult your own advisors regarding such differences and their impact on the Company's financial position. Accordingly, to what extent, the financial statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited.*

*This Red Herring prospectus 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 "Risk Factors" and "Forward-Looking statement" beginning on page no. 29 and page no. 20, of this Red Herring Prospectus.*

### COMPANY OVERVIEW

Our Company was incorporated as a Private Limited Company under the name of "Active Infrastructures Private Limited" as per the provisions of Part II of the Companies Act, 1956, and a certificate of incorporation was issued by Registrar of Companies, Mumbai, Maharashtra on September 26, 2007. Subsequently, our Company has been converted into a public limited company and the name of our Company has been changed to "Active Infrastructures Limited" pursuant to a special resolution passed at the Extra-Ordinary General Meeting of our Company held on June 12, 2024, and a fresh certificate of incorporation dated August 09, 2024 has been issued by the Registrar of Companies, Mumbai. The Corporate Identity Number of our Company is U45200MH2007PLC174506. For further details on incorporation and registered office of our Company, see "History and Certain Corporate Matters" beginning on page 148 of this Red Herring Prospectus.

### BUSINESS OVERVIEW

Our Company operates primarily in two key segments: Infrastructure and Construction of Commercial Projects. Within the Infrastructure segment, our focus encompasses the construction of roads (including bridges), flyovers, water supply systems, irrigation projects, and other related infrastructure activities and in our Construction of commercial projects segment, we build various spaces such as, office complexes, retail centers, exhibition halls, retail outlets, private educational institutions, and other facilities.

We operate on a pan-India scale, with our completed, ongoing and upcoming projects being in the state of Maharashtra, Madhya Pradesh, Uttar Pradesh and Tripura. We strive for achieving customer satisfaction in all our projects, without compromising on quality and safety. Our manpower, resources, machinery and equipment, together with our engineering capabilities, strategically positions us to meet the market demands. We are committed to achieving industry standards in quality, environmental sustainability, and occupational health & safety requirements across all our projects. This helps in ensuring that our Company upholds innovation, quality, and client-centered values.

For further details please refer chapter "Our Business" beginning on page 117 of this Red Herring Prospectus.

### SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED PERIOD

In the opinion of the Board of Directors of our Company, since the date of the last audited period i.e., September 30, 2024 as disclosed in this Red Herring Prospectus, there have not arisen any circumstances that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

1. Company has been converted into a public limited company and the name of our Company has been changed to "Active Infrastructures Limited" pursuant to a special resolution passed at the Extra-Ordinary General Meeting of our Company held on June 12, 2024, and a fresh certificate of incorporation dated August 09, 2024 has been issued by the Registrar of



Companies, Mumbai.

2. The Board of our Company has approved to raise funds through Initial Public Offering in the board meeting held on September 2, 2024.
3. The members of our Company approved proposal of Board of Directors to raise funds through initial public offering in the EOGM held on September 10784796, 2024.

## FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risk and uncertainties, including those discussed in the section titled “*Risk Factor*” beginning on page no. 29 of this Red Herring Prospectus.

Our results of operations and financial conditions are affected by numerous factors including the following:

- Uncertainty in relation to continuing effect of any pandemic on our business and operations;
- Our dependence on our key personnel, including our Directors and senior management;
- Our ability to successfully implement our business strategy and plans;
- General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- Changes in government policies and regulatory actions that apply to or affect our business;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The performance of the financial markets in India and globally;
- The occurrence of natural disasters or calamities;
- Other factors beyond our control;
- Our ability to manage risks that arise from these factors.

## DISCUSSION ON RESULT OF OPERATION

The following discussion on results of operations should be read in conjunction with the Restated Consolidated Financial Statements of our Company for period ended September 30, 2024 and financial years ended March 31, 2024, 2023 and 2022.

All figures are in lakhs, except stated otherwise.

## OVERVIEW OF REVENUE & EXPENDITURE

### Revenue

#### *Our Company's Revenue*

(Figures in (Rs.) lakhs)

Particulars	As at March 31		
	2024	2023	2022
Income			
Total Revenue from Operations	9,718.33	8,939.83	110.08
Increase/(Decrease) in %	8.71%	8,021.21%	-
Other Income	24.72	18.89	0.46
Increase (Decrease) in %	30.86%	2,096.51%	-
Total Revenue	9,743.06	8,958.72	110.54

The following is the Total Revenue from Operations mix in terms of value of Total Revenue from Operations of our Company from Business:

(Figures in (Rs.) lakhs)

Particulars	As at September 30, 2024	As at March 31		
		2024	2023	2022
Revenue from Operation				
Sale of Office Block/Commercial Space	2010.01	5,550.00	8,050.00	-
Rent & Maintenance Services	112.06	162.54	177.14	-
Revenue from Trading of Goods	-	-	-	8.35
Contract Receipts	29.29	447.11	590.62	-
Sale of Services (Works Contract)	1215.31	3,385.36	-	-
Sale of Product	0.45	173.31	122.07	101.74
<b>Total Revenue from Operations</b>	<b>3367.12</b>	<b>9,718.33</b>	<b>8,939.83</b>	<b>110.08</b>

The following is the Total Revenue from Operations mix in terms of percentage of Total Revenue from Operations of our Company from Business.

Particulars	As at September 30, 2024	As at March 31		
		2024	2023	2022
Revenue from Operation				
Sale of Office Block/Commercial Space	59.70%	57.11%	90.05%	-
Rent & Maintenance Services	3.33%	1.67%	1.98%	-
Revenue from Trading of Goods	-	-	-	7.58%
Contract Receipts	0.87%	4.60%	6.61%	-
Sale of Services (Works Contract)	36.09%	34.84%	-	-
Sale of Product	0.01%	1.78%	1.37%	92.42%
<b>Total Revenue</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

### Other Income

#### Our company's Other Income mix

(Figures in (Rs.) lakhs)

Particulars	As at September 30, 2024	As at March 31		
		2024	2023	2022
Balances Written Back	-	0.01	-	-
Dividend Received	-	0.00	0.00	0.00
Interest Income on Fixed Deposit Receipts	4.53	8.45	-	0.05
Other Income	-	-	17.55	0.30
Interest Received from Income Tax Refund	0.09	-	-	-
Interest Received from Loans (unsecured)	17.25	16.27	1.33	-
Profit on Sale of Shares	-	-	-	0.10
Scrap Sale	0.86	-	-	-
<b>Total Other Income</b>	<b>22.72</b>	<b>24.72</b>	<b>18.89</b>	<b>0.46</b>

**The following is the other income mix in terms of percentage of other income of our Company:**

Particulars	As at September 30, 2024	As at March 31		
		2024	2023	2022
Balances Written Back	-	0.02%	-	-
Dividend Received	-	0.00%	0.02%	0.87%
Interest Income on Fixed Deposit Receipts	19.94%	34.16%	-	11.88%
Other Income	-	-	92.91%	65.54%
Interest Received from Income Tax Refund	0.39%	-	-	-
Interest Received from Loans (unsecured)	75.92%	65.81%	7.06%	-
Profit on Sale of Shares	-	-	-	21.71%
Scrap Sale	3.77%	-	-	-
<b>Total Other Income</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

## MAIN COMPONENTS OF OUR REVENUES

### Total Income

Our total income comprises of total revenue from operations and other income.

#### Total Revenue from Operations:

Revenue from Operations as a percentage of total income accounted for 99.33%, 99.75%, 99.79% and 99.58% for the period ended as on September 30, 2024 and March 31, 2024, 2023 and 2022 respectively.

#### Other Income

Our other income majorly includes Interest income on fixed deposits, from loans (unsecured) and other income. It accounted for 0.67%, 0.25%, 0.21% and 0.42% of our Total income for the period ended as on September 30, 2024 and March 31, 2024, 2023 and 2022 respectively.

#### Expenditure

Our total expenditure consists of (i) Finance Cost (ii) Depreciation and Amortization and (iii) Purchase of Stock- in-trade, Cost of Goods Sold, Cost of Service Rendered, and Direct Expenses (iv) Employee Benefit Expenses (v) Other Expenses.

The following table sets forth our expenditure in Rupees in Lakhs and as a percentage of our total revenue for the periods indicated:

### Main Components of our Expenditure

(Figures in Rs. Lakhs)

Particulars	As at September 30, 2024	As at March 31		
		2024	2023	2022
Finance costs	5.33	13.31	1.69	-
<i>As a % of Total Revenue from Operations</i>	0.16%	0.14 %	0.02 %	-
Depreciation and Amortization	164.43	338.33	4.04	0.04
<i>As a % of Total Revenue from Operations</i>	4.88%	3.48 %	0.05 %	0.03%
Purchase of Stock-in-trade, Cost of Goods Sold, Cost of Services Rendered, and Direct Expenses	2,545.85	7,949.11	7,628.24	96.78

<i>As a % of Total Revenue from Operations</i>	75.61%	81.79 %	85.33 %	87.92%
Employee Benefit Expenses	7.53	7.75	-	-
<i>As a % of Total Revenue from Operations</i>	0.22%	0.08 %	-	-
Other expenses	19.91	28.40	5.26	2.57
<i>As a % of Total Revenue from Operations</i>	0.59%	0.29 %	0.06 %	2.34%
Total Expenditure	2,743.04	8,336.89	7,639.23	99.39
<i>As a % of Total Revenue from Operations</i>	81.47%	85.79 %	85.45%	90.28%

#### Finance Cost

Finance Cost primarily consists of Interest Expenses on borrowings, Interest on income tax of earlier years, and interest on TDS Payment. Our finance costs accounted for 0.01%, 0.14%, 0.02% and 0% of our Total Revenue from Operations for the period ended as on September 30, 2024, March 31, 2024, 2023 and 2022 respectively.

#### Depreciation & Amortization

Depreciation consists of depreciation on the tangible assets of our Company which primarily includes Plant and Equipment, Furniture & Fixture (Office), and vehicles. Depreciation on Plant and Equipment is provided on Written down Value Method over the useful life of the assets at the rates prescribed under part “C” of Schedule II of the Companies Act, 2013. Our depreciation expense accounted for 3.06%, 3.48%, 0.05% and 0.03% of our Total Revenue from Operation for the period ended as on September 30, 2024, March 31, 2024, 2023 and 2022 respectively.

#### Purchase of Stock-in-trade, Cost of Goods Sold, Cost of Service, and Direct Expenses

Purchase of Stock-in-trade, Cost of Goods Sold, Cost of Services Rendered, and Direct Expenses. It accounted for 75.61%, 81.79%, 85.33% and 87.92% of our Total Revenue from Operation for the period ended as on September 30, 2024, March 31, 2024, 2023 and 2022 respectively.

#### Employee Benefit Expenses

Employee Benefit Expenses consist of Salary Expenses, which constitute 0.22%, 0.08%, 0% and 0% of our Total Revenue from Operation for the period ended as on September 30, 2024, March 31, 2024, 2023 and 2022 respectively.

#### Other Expenses

Other expenses primarily include Donation for CSR, Legal Charges, Professional Fess, Profession tax, ROC Charges, Director’s Sitting Fees etc. Other expenses accounted for 0.59%, 0.29%, 0.06% and 2.34% of Total Revenue from Operation for the period ended as on September 30, 2024, March 31, 2024, 2023 and 2022 respectively.

### **STATEMENT OF PROFITS AND LOSSES**

The following set forth, for the fiscal years indicated, certain items derived from our company’s restated consolidated draft summary financial statements, in each case stated in absolute terms and as a percentage of total sales and/or total revenue.

(Figures in Rs. Lakhs)

Particulars	September 30, 2024	For The Year Ended March 31		
		2024	2023	2022
INCOME				
Revenue from Operations	3367.12	9,718.33	8,939.83	110.08
As a % of Total Revenue	99.93%	99.75%	99.79%	99.58%
Increase/(Decrease) in %	N/A	8.71%	8020.99%	-

Other Income	22.72	24.72	18.89	0.46
As a % of Total Revenue	0.67%	0.25%	0.21%	0.42%
Increase/(Decrease) in %	N/A	30.90%	2088.18%	-

(Figures in Rs. Lakhs)

Particulars	September 30, 2024	For The Year Ended March 31		
		2024	2023	2022
Total Revenue	3389.85	9,743.06	8,958.72	110.54
EXPENDITURE				
Finance costs	5.33	13.31	1.69	-
As a % of Total Revenue	0.16%	0.14 %	0.02%	-
Depreciation and Amortization Expenses	164.43	338.33	4.04	0.04
As a % of Total Revenue	4.85%	3.47 %	0.05%	0.03%
Purchase of Stock-in-trade, Cost of Goods Sold, Cost of Service, and Direct Expenses	2545.85	7,949.11	7,628.24	96.78
As a % of Total Revenue	75.10%	81.59 %	85.15 %	87.55%
Employee Benefit Expenses	7.53	7.75	-	-
As a % of Total Revenue	0.22%	0.08 %	-	-
Other expenses	19.91	28.40	5.26	2.57

As a % of Total Revenue	0.59%	0.29 %	0.06%	2.33%
Total Expenditure	2743.04	8,336.89	7,639.23	99.39
As a % of Total Revenue	80.92%	85.57 %	85.27%	89.91%
Profit Before Tax	646.80	1,406.17	1,319.49	11.16
As a % of Total Revenue (PBT Margin %)	19.08%	14.43 %	14.73%	10.10%
Tax expense:				
(a) Net Current tax	130.43	401.55	329.69	2.73
(b) Deferred Tax	-29.87	- 42.34	2.8	0.08
(c) Tax of Earlier Years	-8.95	2.30	-	-
Total Tax Expense	91.61	361.50	332.49	2.81
As a % of Total Revenue	2.70%	3.71%	3.71%	2.54%
Share in the Profit/Loss of Associate	-	(0.12)	-	0.40
As a % of Total Revenue	-	0.00%	-	0.36%
Profit for the year	555.19	1,044.55	986.99	8.75
PAT Margin (%)	16.38%	10.72%	11.02%	7.89%
Other Comprehensive Income	-	-	-	-

<b>Total comprehensive Income for the year</b>	<b>555.19</b>	<b>1044.55</b>	<b>986.99</b>	<b>8.75</b>
<b>As a % of Total Revenue</b>	<b>16.38%</b>	<b>10.72%</b>	<b>11.02%</b>	<b>7.89%</b>

#### Current Tax

Current income tax is recognized based on the estimated tax liability computed after taking credit for allowance and exemption in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the tax authorities.

#### Deferred Tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying values of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences. In contrast, deferred tax assets are only recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized. Current and deferred tax are recognized as an expense or income in the statement of profit and loss except when they relate to items credited or debited either in other comprehensive income or directly in equity, in which case the tax is also recognized in other comprehensive income or directly in equity.

### **DISCLOSURE FOR PERIOD ENDED SEPTEMBER 30, 2024**

#### Revenue from Operations

The total income from April 01, 2024 to September 30, 2024 was Rs. 3389.85 Lakhs which includes revenue from operations amounting to Rs 3367.12 Lakhs.

Revenue from Operations mainly includes revenue from Sale of Office Block/Commercial Space, Sale of Services (Works Contract), and Rent & Maintenance services.

#### Other Income

Other income from April 01, 2024 to September 30, 2024 was Rs. 22.72 Lakhs. It is 0.67% of Total Revenue from operations. The other Income mainly includes Interest Income on Fixed Deposits, and Interest Received from Loans (unsecured).

#### Expenditure

Total Expenditure from April 01, 2024 to September 30, 2024 was Rs 2,743.03 lakhs. It is 81.46% of Total Revenue from Operations.

#### Employee Benefit Expenses

Employee Benefit Expenses from April 01, 2024 to September 30, 2024 was Rs 7.53 Lakhs. It consists of Salary Expenses. It is 0.22 % of Total Revenue from Operations.

#### Finance Costs

Finance Costs from April 01, 2024 to September 30, 2024 was Rs. 5.33 Lakhs. It mainly consists of Interest paid on taxes. It is 0.16% of Total Revenue from Operations.

#### Depreciation and Amortization

Depreciation and Amortization from April 01, 2024 to September 30, 2024 was Rs. 164.43 Lakhs. It mainly Depreciation consists of depreciation on the tangible assets of our Company which primarily includes Plant and Equipment, Furniture and Fixture (Office), and vehicles. It is 4.88 % of Total Revenue from Operations.

#### Other Expenses

Other Expenses from April 01, 2024 to September 30, 2024 was Rs. 19.90 Lakhs. It is 0.59% of Total Revenue from Operations.

### Net Profit before Tax

Net Profit before tax from April 01, 2024 to September 30, 2024 was Rs. 646.80 Lakhs. It is 19.21% of Total Revenue from operations

### Net Profit after Tax

Net Profit after tax from April 01, 2024 to September 30, 2024 was Rs. 555.19 Lakhs. It is 16.49 % of Total Revenue from operations.

### Profit Margin

We hereby state that there is an increase in Profit Margin of the Company for stub period. The PAT margin of the Company in Stub Period is 16.38% as compared to 10.72% for the fiscal year ended 31 March, 2024. The increase in profit margin of the Company is a direct result of the decrease in expenses. The expenses that have majorly reduced are Cost of Goods Sold ("COGS"), Cost of Services Rendered ("COSR") and Direct Expenses, which have in turn contributed to the increase in profit margin of Active Infrastructures Limited. The COGS has reduced by Rs 2320. 69 lakhs that is a reduction of 48% to Rs. 2517.05 Lakhs in the stub period from Rs. 4837.74 Lakhs in fiscal year ended March 31, 2024. COGS has reduced as another additional floor got sanctioned leading to reduced land share in each floor ultimately resulting in reduced COGS.

The COSR has reduced by Rs.2103.9 lakhs that is a reduction of 78.57% to Rs. 573.81 Lakhs in the stub period from Rs. 2677.71 Lakhs in fiscal year end

d March 31, 2024. The Direct Expenses has reduced to NIL in the stub period from Rs. 433.66 Lakhs in fiscal year ended March 31, 2024. Direct Expenses have reduced due to the Contract Receipts against which such expenses occurred have also become NIL in stub period therefore no revenue and no related direct expense.

There is also an increase in Purchase of Stock in Trade which has increased to Rs. 0.37 Lakhs in the stub period from NIL in fiscal year ended March 31, 2024.

The net effect of these four items has led to decrease in cumulative value of these four expenses in the stub period as compare to the previous year which has led to an increase in the profit margin of Active Infrastructures Limited in the stub period.

The four items namely – COGS, COSR, Direct Expenses and Purchase of Stock in Trade – were together forming 81.59% of the Total Revenue in the fiscal year ended 31 March, 2024 which has reduced to 75.10% of the Total Revenue in the stub period which is a cumulative reduction of 6.4%. Due to this, in the same period the PAT margin (profit margin) of Active Infrastructures Limited has increased to 16.38% in the stub period from 10.72% in the fiscal year ended 31 March, 2024 which is an increase of 5.66%. Therefore, the aforementioned four items have been the major contributor to increase in profit margin in stub period.

### **Fiscal Year Ended March 31, 2024 Compared with the Fiscal Year Ended March 31, 2023**

#### Revenue from Operations

Revenue from operations has increased by Rs 778.50 Lakhs that is an increase of 8.71% from the previous year. Revenue from Operations was Rs. 9,718.33 in the fiscal year ended March 31, 2024 and Rs. 8,939.83 in the fiscal year ended March 31, 2023. The increase in revenue in the fiscal year ending March 31, 2024 from fiscal year ending March 31, 2023, was primarily due to sale of services (works contract) which essentially includes the revenue towards Highway Project (this project includes construction of the major bridges, flyovers, culverts, VUP and ancillary road works) which has been realised. This revenue is realized by Digvijay Shradha Infrastructure Private Limited (DSIPL) which is a material subsidiary of the Company. This stream of revenue was non-existent in the fiscal year ending March 31, 2023 and as a result the revenue in fiscal year ended March 31,2024 has increased.

#### Other Income

- Other income has increased by Rs. 5.84 Lakhs, which is an increase of 30.90%, to Rs. 24.72 Lakhs in the fiscal year ended March 31, 2024 from Rs. 18.89 Lakhs in the fiscal year ended March 31, 2023, mainly due to increase of interest received from unsecured loans (from Rs 1.33 lakhs in the fiscal 2023 to 16.27 lakhs in fiscal 2024) and interest income on FD (from NIL in the fiscal 2023 to Rs 8.45 lakhs in fiscal 2024). Overall Overall increase in other income is therefore due to combined effect of the following –Increase in interest received from unsecured loan by Rs. 14.94 Lakhs
- Increase in interest income on FD by Rs. 8.45 Lakhs.
- Decrease in other income by Rs. 17.55 Lakhs

The net effect of above three points has led to increase of Other Income by Rs. 5.84 Lakhs.

Total Income has increased due to the combined effect of increase in Revenue from operations and increase in other income.

#### Expenditure

Total Expenditure increased by Rs 697.65 lakhs which is an increase of 9.13%. The total expenditure increased to Rs. 8,336.89 lakhs in the fiscal year ended March 31, 2024 from Rs. 7,639.23 in the fiscal year ended March 31, 2023. Overall expenditure increased mainly due to increase in cost of service rendered (from NIL in the fiscal 2023 to Rs 2677.71 lakhs in fiscal 2024) and depreciation and amortization (from Rs 4.04 lakhs in the fiscal 2023 to Rs 338.33 lakhs in fiscal 2024).

#### Employee Benefit Expenses

Employee Benefit Expenses (“EBE”) which consists of Salary Expenses increased by Rs. 7.75 lakhs. EBE increased to rupees 7.75 lakhs in the fiscal year ended March 31, 2024 from NIL in the fiscal year ended March 31, 2023. As the company’s projects were under construction in the fiscal year 2023 all employee-related expenses were also booked under inventory as Work-In-Progress (WIP). Consecutively, in fiscal year 2024 all EBE were booked as a separate item and no longer in WIP.

#### Finance Costs

Finance Costs has increased by Rs. 11.62 lakhs which is an increase of 687.16%. It has increased to Rs. 13.31 lakhs in the fiscal year ended March 31, 2024 from Rs. 1.69 lakhs in the fiscal year ended March 31, 2023. Finance cost has been increased due to increase in interest expense on borrowings and interest on income tax of earlier year.

#### Depreciation and Amortization

Depreciation and Amortization has increased by Rs 334.28 lakhs which is an increase of 8264.66%. It has increased to Rs. 338.33 lakhs in the fiscal year ended March 31, 2024 from Rs. 4.04 in the fiscal year ended March 31, 2023 due to additions in block of Plant and Equipment.

#### Other Expenses

Other Expenses has increased by Rs 23.13 lakhs which is an increase of 449.80%. It has increased to Rs. 28.40 lakhs in the fiscal year ended March 31, 2024 from Rs. 5.26 in the fiscal year ended March 31, 2023. Other Expenses have increased primarily due to increase in legal charges (from Rs 0.13 lakhs in the fiscal 2023 to Rs 9.86 lakhs in fiscal 2024), donation to CSR (from NIL in the fiscal 2023 to Rs 8.75 lakhs in fiscal 2024), professional fees (from Rs 2.46 lakhs in the fiscal 2023 to Rs 4.98 lakhs in fiscal 2024) and ROC charges (from Rs 0.16 lakhs in the fiscal 2023 to Rs 2.38 lakhs in fiscal 2024).

#### Net Profit before Tax

Net Profit before tax has increased by Rs. 86.68 lakhs which is an increase of 6.57%. It has increased to Rs. 1,406.17 in the fiscal year ended March 31, 2024 from Rs. 1,319.49 in the fiscal year ended March 31, 2023. Net profit before tax has increased due to increase in revenue from sale of services (works contracts) (from NIL in the fiscal 2023 to Rs 3,385.36 lakhs in fiscal 2024), and sale of product (from Rs 122.07 lakhs in the fiscal 2023 to Rs 173.31 lakhs in fiscal 2024).

#### Net Profit after Tax

Net Profit after tax has increased by Rs. 57.55 lakhs which is an increase of 5.83 %. It has increased to Rs. 1,044.55 lakhs in the fiscal year ended March 31, 2024 from Rs. 986.99 lakhs in the fiscal year ended March 31, 2023. Net profit after tax has been increased due to the changes in net profit before tax. The increase in net profit after tax was primarily due to Sale of Services (Works Contract) which essentially includes the revenue towards Highway Project (this project includes construction of the major bridges, flyovers, culverts, VUP and ancillary road works) which has been realised. The difference between net profit before tax and net profit after tax is only because of tax component.

#### Profit Margin

We hereby state that there is a slight decrease in Profit Margin of the Company for fiscal year ended 31 March, 2024. The PAT margin of the Company in fiscal year ended 31 March, 2024 is 10.72% as compared to 11.02% for the fiscal year ended 31 March, 2023. The profit margin has decreased due to the fact that there is an increase in the overall expense which includes Cost of Services Rendered (“COSR”), Employee Benefit Expense, Finance Cost, Depreciation and Other Expenses, which has contributed to the decrease in profit margin of Active Infrastructures Limited. The COSR has increased to Rs. 2,677.71 Lakhs in the fiscal year ended 31 March, 2024 from NIL in fiscal year ended March 31, 2023. The Employee Benefit Expense has increased to Rs. 7.75 Lakhs in fiscal year ended 31 March, 2024 from NIL in fiscal year ended March 31, 2023. This is a result of addition of employees.



Finance Cost has increased by Rs. 11.62 lakhs that is an increase of 687.57% to Rs. 13.31 Lakhs in the fiscal year ended 31 March, 2024 from Rs. 1.69 Lakhs in fiscal year ended March 31, 2023. This is due to increase in non-current borrowings in FY 2023-24.

Depreciation has increased by Rs. 334.29 lakhs that is an increase of 8,274.50% to Rs. 338.33 Lakhs in the fiscal year ended 31 March, 2024 from Rs. 4.04 Lakhs in fiscal year ended March 31, 2023. This is due to addition in the Property Plant and Equipment in FY 2023-24 by Rs. 2323.29 Lakhs.

Other Expenses has increased by Rs. 23.13 lakhs that is an increase of 439.73% to Rs. 28.39 Lakhs in the fiscal year ended 31 March, 2024 from Rs. 5.25 Lakhs in fiscal year ended March 31, 2023. This is majorly due to increase in expenses under the heads – Legal Charges (Rs. 9.86 Lakhs), Donation for CSR (Rs. 8.75 Lakhs), Professional Fees (Rs. 4.98 Lakhs), ROC Charges (Rs. 2.38 Lakhs).

There is also a decrease in Cost of Goods Sold (“COGS”) which has decreased by Rs. 2,216.77 that is a decrease of 31.42% to Rs. 4837.74 Lakhs in the fiscal year ended 31 March, 2024 from Rs. 7,054.51 Lakhs in fiscal year ended March 31, 2023. Also, there is a decrease in Direct Expenses which has decreased by Rs. 140.07 Lakhs that is a decrease of 24.41% to Rs. 28.39 Lakhs in the fiscal year ended 31 March, 2024 from Rs. 5.26 Lakhs in fiscal year ended March 31, 2023

The net effect of all the above items has led to an increase in cumulative value of the total company expenditure in the fiscal year ended March 31, 2024 as compare to the fiscal year ended March 31, 2023 which has led to a decrease in the profit margin of Active Infrastructures Limited in the fiscal year ended March 31, 2024.

The total expenses form 85.27% of the Total Revenue in the fiscal year ended 31 March, 2023 which has increased to 85.57% of the Total Revenue in the fiscal year ended March 31, 2024 which is a cumulative increase of 0.30%. Due to this, in the same period the PAT margin (profit margin) of Active Infrastructures Limited has decreased to 10.72% in the fiscal year ended March 31, 2024 from 11.02% in the fiscal year ended 31 March, 2023 which is a decrease of 0.30%. Therefore, the aforementioned total expenses have been the contributor in decrease in profit margin in fiscal year ended March 31, 2024.

### **Fiscal Year Ended March 31, 2023 Compared with the Fiscal Year Ended March 31, 2022 Income**

#### **Revenue from Operations**

Revenue from operation increased by Rs 8,829.75 lakhs which is an increase of 8020.99%. Revenue from Operations has increased to Rs. 8,939.83 lakhs in the fiscal year ended March 31, 2023 from Rs. 110.08 lakhs in the fiscal year ended March 31, 2022. The reason of this increase is primarily due to sale of the Office Block/Commercial Space (from NIL in fiscal 2022 to Rs 8,050.00 lakhs in fiscal 2023). This is the primary activity of the Company under the Construction of Commercial projects segment wherein the Company has built and sold office block/ commercial space. In the fiscal year 2023 the Company made sales of Rs.8050 Lakhs whereas in the fiscal year 2022 no revenue was realized from this activity which is a major contributor towards increase in revenue in the fiscal year ended 31 March, 2023.

#### **Other Income**

Other income has increased by Rs. 18.42 lakhs which is an increase of 4000.32%. It has increased to Rs. 18.89 in the fiscal year ended March 31, 2023 from Rs. 0.46 in the fiscal year ended March 31, 2022. The reason of this increase is primarily due increase in Other Income (from Rs 0.30 lakhs in fiscal 2022 to Rs 17.55 lakhs in fiscal 2023). Overall increase in other income is therefore due to combined effect of the following –

- Increase in other income by Rs. 17.25 Lakhs
- Increase in interest received from unsecured loans by Rs. 1.33 Lakhs.

The net effect of above two points has led to increase of Other Income by Rs. 18.42 Lakhs.

Total Income has increased due to the combined effect of increase in Revenue from operations and increase in Other Income.

#### **Expenditure**

Total Expenditure increased by Rs. 7,539.84 Lakhs which is an increase of 7586.25%. It has increased to Rs. 7,639.23 Lakhs in the fiscal year ended March 31, 2023 from Rs. 99.39 in the fiscal year ended March 31, 2022. Overall expenditure primarily increased due to increase in costs of goods sold (from Rs 88.47 lakhs in fiscal 2022 to Rs 7,054.51 lakhs in fiscal 2023) and direct expense (from NIL in fiscal 2022 to Rs 573.73 lakhs in fiscal 2023).

#### **Finance Costs**

Finance Costs increased by Rs. 1.69. It has increased to Rs. 1.69 lakhs in the fiscal year ended March 31, 2023 from NIL in the fiscal year ended March 31, 2022. Finance cost has been increased primarily due to increase in interest on TDS payment (from

NIL in fiscal 2022 to Rs 0.60 lakhs in fiscal 2023), interest expense on borrowings (from NIL in fiscal 2022 to Rs 0.45 lakhs in fiscal 2023) and interest on income of tax earlier year (from NIL in fiscal 2022 to Rs 0.25 lakhs in fiscal 2023).

#### Depreciation and Amortization

Depreciation and Amortization has increased by Rs 4.01 which is an increase of 11074.26%. It has increased to Rs. 4.04 lakhs in the fiscal year ended March 31, 2023 from Rs. 0.04 in the fiscal year ended March 31, 2022, due to additions in block of Plant and Equipment.

#### Other Expenses

Other Expenses have increased by Rs. 2.69 lakhs which is an increase of 104.26%. It has increased to Rs. 5.26 lakhs in the fiscal year ended March 31, 2023 from Rs. 2.57 lakhs in the fiscal year ended March 31, 2022. Other expenses has increased mainly due to increase in profession fees (from Rs 0.77 lakhs in fiscal 2022 to Rs 2.46 lakhs in fiscal 2023), profession tax (from Rs 0.03 lakhs in fiscal 2022 to Rs 0.62 lakhs in fiscal 2023), and membership fees (from Rs 0.19 lakhs in fiscal 2022 to Rs 0.42 lakhs in fiscal 2023).

#### Net Profit before Tax

Net Profit Before tax has increased by Rs. 1,308.32 which is an increase of 11721.53%. It has increased to Rs. 1,319.49 lakhs in the fiscal year ended March 31, 2023 from profit of Rs. 11.16 lakhs in the fiscal year ended March 31, 2022. The reason of this increase is primarily due to sale of the Office Block/ Commercial Space (from NIL in fiscal 2022 to Rs 8,050.00 lakhs in fiscal 2023).

#### Net Profit after Tax

Net Profit after tax has increased by Rs. 978.24 which is an increase of 11177.41%. It has increased to Rs. 986.99 in the fiscal year ended March 31, 2023 from profit of Rs. 8.75 in the fiscal year ended March 31, 2022. Net profit after tax has been increased due to the changes in net profit before tax. The increase in net profit after tax is primarily due to sale of the Office Block/Commercial Space (from NIL in fiscal 2022 to Rs 8,050.00 lakhs in fiscal 2023). This is the primary activity of the Company under the Construction of Commercial projects segment wherein the Company has built and sold office block/ commercial space. The difference between net profit before tax and net profit after tax is only because of tax component.

### **CASH FLOWS**

Particulars	September 30, 2024	(Figures in lakhs)		
		Year ended March 31,		
		2024	2023	2022
Net Cash from Operating Activities	1293.21	3,188.29	1,821.54	(248.68)
Net Cash from Investing Activities	-937.33	(2,702.66)	(724.29)	(122.30)
Net Cash from Financial Activities	-348.62	(474.66)	(1,094.40)	(370.71)

#### Cash Flows from Operating Activities

Net Cash Generated from Operating Activities as at September 30, 2024 was Rs 1293.21 lakhs.

Net Cash Generated from Operating Activities in financial year 2024 was Rs 3,188.29 lakhs as compared to Rs. 1,821.54 lakhs in financial year 2023. This increase in the cash flow is due to changes in working capital.

In the financial year 2023, it was Rs 1,821.54 lakhs as compared to Rs (248.68) lakhs in financial year 2022. This increase in Net Cash Generated from Operating Activities is mainly due to changes in working capital.

In the financial year 2022, Net Cash Generated from Operating Activities was Rs. (248.68) lakhs.

#### Cash Flows from Investment Activities.

As at September 30, 2024 the Net Cash Invested in Investing Activities was Rs (937.33) lakhs due to investment made in property, plant and equipment of Rs 140.20 lakhs and loan given to subsidiary amounting to Rs 818.99 lakhs.

In financial year 2024, the Net Cash Invested in Investing Activities was Rs. (2,702.66) lakhs. This was mainly on account of purchase of property, plant and equipment amounting to Rs 2,661.61 lakhs.

In financial year 2023, the Net Cash Invested in Investing Activities was of Rs (724.29) lakhs. This was mainly on account of purchase of property, plant and equipment amounting to Rs 743.16.

In financial year 2022, the Net Cash Invested in Investing Activities was Rs. (122.30) lakhs. This was mainly on account of purchase of property, plant and equipment amounting to Rs 21.97 lakhs and due to investment Rs 100.20 lakhs.

#### **Cash Flows from Financing Activities.**

As at September 30, 2024 the Net Cash from Financing Activities was negative to the extent of Rs. (348.62) lakhs. It was majorly due to dividend paid during the year of Rs 187.51 lakhs and finance cost of Rs. 142.88 lakhs.

In financial year 2024, the Net Cash from Financing Activities was Rs (474.66) lakhs. This was majorly due to Finance cost-interest and other charges of Rs 773.21 lakhs and proceeds from non-current borrowings of Rs 294.77 lakhs.

In financial year 2023, the Net Cash from Financing Activities was of Rs. (1,094.40) lakhs. This was majorly due to Finance cost-interest and other charges of Rs 1,280.65 lakhs and proceeds from non-current borrowings of Rs 431.97 lakhs.

In financial year 2022, the Net Cash from Financing Activities was of Rs. 370.71 lakhs. This was majorly due to Finance cost-interest and other charges of Rs 1,193.33 lakhs and proceeds from non-current borrowings of Rs 1,517.31 lakhs.

#### **Revenue Bifurcation**

For revenue bifurcation of two segments please refer to the heading “Revenue Bifurcation (Product-Wise)” on page no. 132 under chapter Our Business begning on page 117 of this Red Herring Prospectus

#### **Competition**

We operate in a competitive atmosphere. Some of our competitors may have greater resources than those available to us. While service quality, brand value, etc. are key factors in client decisions among competitors, reliability and business logic contribution is the deciding factor in most cases. We face fair competition from both organized and unorganized players in the market. We believe that our experience, and reliability record with our customers will be key to overcome competition posed by such organized and unorganized players. Although, a competitive market, there are not enough competitors offering end-to-end solutions like us. We believe that we are able to compete effectively in the market with our quality of services and our reputation. We believe that the principal factors affecting competition in our business include client relationships, reputation and the relative quality and price of the services.

Extent to which Material Increases in Net Sales or Revenue are due to Increased Sales Volume, Introduction of New Products or Services or Increased Sales Prices

Changes in revenue in the last three financial years are as explained in the part “Financial Year 2023-24 compared with financial year 2022-23 Compared with Financial Year 2021-22”

#### **Unusual or Infrequent Events or Transactions**

As on date there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual item of income, change of accounting policy and discretionary reduction of expenses.

Known Trends or Uncertainties that have had or are expected to have a Material Adverse Impact on Sales, Revenue or Income from Continuing Operations.

Other than as described in the section titled “Risk Factors” beginning on page 29 of this Red Herring Prospectus and in this chapter, to our knowledge there are no known trends or uncertainties that are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

Future Changes in Relationship between Costs and Revenues, in Case of Events Such as Future Increase in Labour or Service Costs or Prices that will Cause a Material Change are known

Other than as described in chapter titled “*Risk Factors*” beginning on page 29 of this Red Herring Prospectus and in this section, to our knowledge there are no known factors that might affect the future relationship between cost and revenue.

#### **Significant Economic Changes that Materially Affected or are Likely to Affect Income from Continuing Operations**

Indian rules and regulations as well as the overall growth of the Indian economy have a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

There are no significant economic changes that materially affected our Company’s operations or are likely to affect income from continuing operations except as described under chapter titled “*Risk Factors*” beginning on page 29 of this Red Herring Prospectus.

#### **Significant dependence on a single or few suppliers or customers**

Given the nature of our business operations, we do not believe our business is dependent on any single or a few suppliers.

#### **Seasonality of Business**

The nature of our business is not seasonal.

#### **Status of any Publicly Announced New Business Segments**

Except as disclosed elsewhere in the Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new business segments.

## STATEMENT OF CAPITALIZATION

**Statement of Capitalization as on September 30, 2024 on consolidated basis**

(Figures in Lakhs)

Particulars	Pre-Issue as on September 30, 2024	Post Issue
<b>Borrowings</b>		
Short Term Borrowings (Current)*	4820.89	4820.89
Long Term Borrowings (Non-Current) (A)*	788.24	788.24
Total Borrowings (B)	5609.13	5609.13
<b>Shareholder's fund</b>		
Share capital	535.74	[•]
Reserve and surplus, as restated	2481.12	[•]
Total Shareholder's fund (C)	3016.86	[•]
Long- term borrowings / equity ratio {(A)/(C)}	0.26	[•]
Total borrowings / equity ratio {(B)/(C)}	1.86	[•]

\* The amounts are considered outstanding as on **September 30, 2024**

## SECTION VIII - LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Our Company, our Directors, and our Promoters are subject to various legal proceedings from time to time, mostly arising in the ordinary course of our business. Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) disciplinary action including penalty imposed by SEBI or stock exchanges in the last five financial years including outstanding action; (iv) claims relating to direct and indirect taxes; and (v) Material Litigation (as defined below); involving our Company, Directors, or Promoters.*

#### LITIGATIONS

*Our Board of Directors, in its meeting held on September 2, 2024 approved the policy on materiality which states that the Company shall disclose all the litigations involving the issuer / its directors / promoters / group companies / subsidiaries related to: -*

- (i) All criminal proceedings;*
- (ii) All actions by statutory / regulatory authorities;*
- (iii) Taxation - Separate disclosures regarding claims related to direct and indirect taxes, in a consolidated manner giving details of number of cases and total amount;*
- (iv) All other pending litigations filed or pending against the Company where the amount claimed by or against the Company / Promoter / Group Company / Subsidiary exceeds an amount of Rs. 10,00,000/- [Rupees Ten Lakh];*

*The above shall be considered as material for the company for the purpose of disclosure in Red Herring Prospectus. (“**Material Litigation**”).*

#### OUTSTANDING DUES TO CREDITORS

*Further Our Board of Directors, in its meeting held on September 2, 2024 approved the policy on materiality which states that the Company shall make relevant disclosures in the offer document for such creditors as referred hereunder: -*

- (i) Consolidated information on outstanding dues to small scale undertakings (SSI) and Micro Small & Medium Enterprises (MSME), separately giving details of number of cases and amount involved if the same exceeds the threshold limit of Rs. 1,00,000/- [Rupees One Lakh] and the credit period of forty-five [45] days as applicable in the law;*
- (ii) Complete details about outstanding dues to other creditors if the amount due to any one of them exceeds 10% of the total outstanding towards creditors of the Company as per the last audited financial statements of the Company.*

*The above shall be considered as material dues for the company for the purpose of disclosure in Red Herring Prospectus. (“**Material Dues**”).*

*Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006), as required under the SEBI (ICDR) Regulations, have been disclosed on our website at <https://activeinfra.in/>*

*Our Company, our Promoters and/or our Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoter or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.*

#### A. LITIGATION INVOLVING OUR COMPANY

##### Litigation Against Our Company

- 1. All criminal proceedings: Nil**
- 2. All actions by regulatory authorities and statutory authorities: Nil**
- 3. Disciplinary action including penalty imposed by SEBI or stock exchanges against our Company in the last five financial years including outstanding action: Nil**

**4. Wilful Defaulter:** Our Company does not appear on the Wilful Defaulters' list as per the Reserve Bank of India Circular on Wilful Defaulters'.

**5. Claims related to direct and indirect taxes:**

• **E Proceedings:**

As per the website of Income Tax, the following e-proceedings are shown as pending with "open" or "pending" status. However, where the amount has not been mentioned the same cannot be crystallized:

Assessment Year	Proceeding Name and Description	Amount	Proceeding Status
<b>Active Infrastructures Limited (Formerly known as Active Infrastructures Private Limited)</b>			
2019-20	Our Company received a notice under Section 148 of the Income Tax Act 1961, vide reference no. ITBA/AST/S/148_1/2023-24/1051924783(1).	Not ascertainable	Open The company has filed the return in response to the notice wide acknowledgement number 395060171091023 without any change in income or any additional claims.

• **Outstanding Tax Demand: Nil**

• **Tax Deducted at Source (TDS):**

As per details available on the TRACES an aggregate outstanding amount of Rs. 41,090 is pending against our Company. Although no action in respect of recovery of same has been taken by the department till date, except for issue of communication notices, the department may at any time issue recovery notices in which event the same shall become payable.

Sr. No.	Financial Year	Processed Demand
1.	2017-18	260.00
2.	2008-09	34860.00
3.	2018-19	260.00
4.	2010-11	650.00
5.	2024-25	5060.00
<b>Total</b>		<b>41,090.00</b>

**6. Other Matters based on the Materiality Policy of our Company: Nil**

**Litigation by Our Company**

- 1. All criminal proceedings: Nil**
- 2. All actions by regulatory authorities and statutory authorities: Nil**
- 3. Disciplinary action including penalty imposed by SEBI or stock exchanges against our Company in the last five financial years including outstanding action: Nil**
- 4. Claims related to Direct and Indirect Taxes: Nil**
- 5. Other pending litigations - As per the policy of materiality defined by the Board of Directors of our Company: Nil**

**B. LITIGATION INVOLVING OUR PROMOTERS:**

As on the date of this Red Herring Prospectus, our Company has four Promoters: Mr. Sunil Gyanchand Raisonni, Mr. Shreyas Sunil Raisonni, Riaan Diagnostic Private Limited and Shradha Infraprojects Limited.

### **Litigations Against Our Promoters**

1. All criminal proceedings: Nil
2. All actions by regulatory authorities and statutory authorities: Nil
3. Disciplinary action including penalty imposed by SEBI or stock exchanges against our Company in the last five financial years including outstanding action: Nil
4. **Wilful Defaulter:** Our Company does not appear on the Wilful Defaulters' list as per the Reserve Bank of India Circular on Wilful Defaulters'.
5. Claims related to direct and indirect taxes:
  - **E Proceedings:**

As per the website of Income Tax, the following e-proceedings are shown as pending with "open" or "pending" status. However, where the amount has not been mentioned the same cannot be crystallized:

Assessment Year	Proceeding Name and Description	Amount	Proceeding Status
<b>Sunil Gyanchand Raisoni</b>			
2012-13	First appeal proceedings is pending for assessment 2012-13 and financial year	Not ascertainable	Open
NA	An issue letter has been received, however there are no further details to ascertain.	Not ascertainable	Open
<b>Shradha Infraprojects Limited</b>			
2016-17	Shradha Infraprojects Limited has received a show cause notice vide reference no. ITBA/PNL/S/271(1)(c)/2021-22/1042202756(1), under Section 274 read with Section 271(1)(c) of the Income-tax Act, 1961, for concealment of particulars of income.  The company is required to show cause as to why an order imposing penalty under Section 271(c) should not be passed.	Not ascertainable	Pending



2016-17	<p>Shradha Infraprojects Limited received an assessment order vide reference no. ITBA/AST/S/147/2021- 22/1042202565(1), under Section 147 read with Section 144B of the Income Tax Act 1961.</p> <p>As per the information available to the income tax department, an amount of Rs 51,71,500/- has escaped assessment.</p> <p>Proceedings are initiated under Section 147 of the Income Tax Act, 1961 by way of a notice under Section 148 of the Income Tax Act, 1961.</p> <p>Further, notices have been issued to the company on various dates and in response to the notices, the company has furnished replies as required.</p> <p>Based on the details available on record, a show cause notice was issued vide Draft assessment order. A reply was filed by the company in response.</p> <p>After consideration of the reply, penalty proceedings under Section 271(1)(c) of the Income Tax Act 1961 is initiated for concealment of income.</p>	Rs. 51,71,500	Appeal is filed with the CIT (Appeals).
2016-17	<p>Shradha Infraprojects Limited received a notice of demand under Section 156 of the Income-Tax Act, 1961, vide reference no. ITBA/AST/S/156/2021 22/1042202672(1).</p> <p>A sum of Rs. 30,60,740, is determined to be paid to the Manager, authorized bank/State Bank of India within 30 days of the service of the notice.</p>	Rs. 30,60,740,	Appeal is filed with the CIT (Appeals).

- **Outstanding Tax Demand:** Nil
- **Tax Deducted at Source (TDS):**

As per details available on the TRACES an aggregate outstanding amount of Rs. 2000 is pending against Shradha Infraprojects Limited. Although no action in respect of recovery of same has been taken by the department till date, except for issue of communication notices, the department may at any time issue recovery notices in which event the same shall become payable.

Sr. No.	Financial Year	Processed Demand
1.	2007-08	1970.00
2.	2016-17	30.00
<b>Total</b>		<b>2000.00</b>

#### 6. Other Matters based on the Materiality Policy of our Company

One of Customer of Shradha Infraprojects Limited who had purchased property in our developed project Mangalam shradha has filed case in consumer forum for the delay in work/possession of the property. Matter is pending before the forum decision the company has already deposited with the forum under protest the amount claimed by the customer. This matter is not material as per the material policy of the company.

### **Litigation Filed by Our Promoters**

1. All criminal proceedings: Nil
2. All actions by regulatory authorities and statutory authorities: Nil
3. Disciplinary action including penalty imposed by SEBI or stock exchanges against our Company in the last five financial years including outstanding action: Nil
4. Claims related to Direct and Indirect Taxes: Nil
5. Other pending litigations - As per the policy of materiality defined by the Board of Directors of our Company: Nil
6. Other Matters based on the Materiality Policy of our Company: Nil

### **C. LITIGATION INVOLVING OUR DIRECTORS**

#### **Litigations Against Our Directors**

1. All criminal proceedings: NIL
2. All actions by regulatory authorities and statutory authorities: NIL
3. Disciplinary action including penalty imposed by SEBI or stock exchanges against our Company in the last five financial years including outstanding action: Nil
4. **Wilful Defaulter:** Our Company does not appear on the Wilful Defaulters' list as per the Reserve Bank of India Circular on Wilful Defaulters'.
5. Claims related to direct and indirect taxes:
  - E Proceedings: Nil
  - Outstanding Tax Demand: Nil
  - Tax Deducted at Source (TDS): Nil
6. Other Matters based on the Materiality Policy of our Company: Nil

#### **Litigation Filed by Our Directors**

1. All criminal proceedings: Nil
2. All actions by regulatory authorities and statutory authorities: Nil
3. Disciplinary action including penalty imposed by SEBI or stock exchanges against our Company in the last five financial years including outstanding action: Nil
4. Claims related to Direct and Indirect Taxes: Nil
5. Other pending litigations - As per the policy of materiality defined by the Board of Directors of our Company: Nil

### **D. LITIGATION INVOLVING OUR SUBSIDIARY COMPANY**

As on the date of this Red Herring Prospectus, our Company has two subsidiary companies: Achievers Ventures Private Limited, Digvijay Shradha Infrastructure Private Limited, Stargate Ventures LLP & Solus Ventures LLP

#### **Litigations Against Our Subsidiary companies**

1. All criminal proceedings: Nil

2. **All actions by regulatory authorities and statutory authorities:** Nil
3. **Disciplinary action including penalty imposed by SEBI or stock exchanges against our Company in the last five financial years including outstanding action:** Nil
4. **Wilful Defaulter:** Our Company does not appear on the Wilful Defaulters' list as per the Reserve Bank of India Circular on Wilful Defaulters'.
5. **Claims related to direct and indirect taxes:**
  - **E Proceedings:** Nil
  - **Outstanding Tax Demand:** Nil
  - **Tax Deducted at Source (TDS):** Nil
6. **Other Matters based on the Materiality Policy of our Company:** Nil

**Litigation Filed by Our Subsidiary companies**

1. **All criminal proceedings:** Nil
2. **All actions by regulatory authorities and statutory authorities:** Nil
3. **Disciplinary action including penalty imposed by SEBI or stock exchanges against our Company in the last five financial years including outstanding action:** Nil
4. **Claims related to Direct and Indirect Taxes:** Nil
5. **Other pending litigations - As per the policy of materiality defined by the Board of Directors of our Company:** Nil
6. **Other Matters based on the Materiality Policy of our Company:** Nil

**E. LITIGATION INVOLVING OUR GROUP COMPANY**

As on date of this Red Herring Prospectus, our Company has one Group company: Suntech Infraestate Private Limited.

**Litigations Against Our Group Company**

1. **All criminal proceedings:** Nil
2. **All actions by regulatory authorities and statutory authorities:** Nil
3. **Disciplinary action including penalty imposed by SEBI or stock exchanges against our Company in the last five financial years including outstanding action:** Nil
4. **Wilful Defaulter:** Our Company does not appear on the Wilful Defaulters' list as per the Reserve Bank of India Circular on Wilful Defaulters'.
5. **Claims related to direct and indirect taxes:**
  - **E Proceedings:** Nil
  - **Outstanding Tax Demand:** Nil
  - **Tax Deducted at Source (TDS):** Nil
6. **Other Matters based on the Materiality Policy of our Company:** Nil

**Litigation Filed by Our Group company**

1. **All criminal proceedings:** Nil

2. All actions by regulatory authorities and statutory authorities: Nil
3. Disciplinary action including penalty imposed by SEBI or stock exchanges against our Company in the last five financial years including outstanding action: Nil
4. Claims related to Direct and Indirect Taxes: Nil
5. Other pending litigations- As per the policy of materiality defined by the Board of Directors of our Company: Nil
6. Other Matters based on the Materiality Policy of our Company: Nil

**F. OUTSTANDINGS DUE TO MICRO, SMALL, AND MEDIUM ENTERPRISES OR ANY OTHER CREDITORS**

In accordance with our Company's materiality policy dated September 2 ,2024 below are the details of the Creditors where there are outstanding amounts as on 30.09.2024:

Creditors	Number of Cases	Amount due (Rs. in lakhs)
MSMEs	0	0
Other Creditors	130	311.28
<b>Total Creditors</b>	<b>130</b>	<b>311.28</b>

**G. MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET**

Except as mentioned under the chapter - “*Management Discussion and Analysis of Financial Condition and Result of Operation*” on page 275 of this Red Herring Prospectus, there have been no material developments, since the date of the last audited balance sheet.

## GOVERNMENT AND OTHER STATUTORY APPROVALS

*We have received the necessary licenses, registrations, permissions and approvals from the Central Government and the appropriate State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the issue or continue our Company's and its Material Subsidiaries' current business activities and operations.*

*In view of the approvals listed below, we can undertake this issue and our current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the issue or to continue current business activities of our company and its material subsidiary. It must, however, be distinctly understood that in granting the approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.*

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities. Following statements set out the details of licenses, registrations, permissions and approvals obtained by the Company under various Central and State legislations for carrying out its business activities.

The Company has its business located at the following locations:

### **Registered Office:**

Riaan Tower 10<sup>th</sup> Floor, Mangalwari Road, Sadar, Sadar Bazar, Nagpur - 440001, Maharashtra, India.

## APPROVALS OBTAINED IN RELATION TO THE ISSUE

### **A. CORPORATE APPROVALS:**

The following approvals have been obtained or will be obtained in connection with the Issue:

- (a) The Board of Directors has, pursuant to a resolution passed at its meeting held on September 02, 2024 authorized the Issue, subject to the approval of the shareholders of the Company under 62(1)(c) of the Companies Act, 2013.
- (b) The shareholders of the Company have, pursuant to a special resolution passed in the Extra Ordinary General Meeting held on September 10, 2024, authorized the Issue under Section 62(1)(c) of the Companies Act, 2013.
- (c) The Red Herring Prospectus has been approved and adopted by the Board of Directors of our Company in their meeting held on March 13, 2025.

### **B. STOCK EXCHANGE:**

In-Principle approval letter dated February 17, 2025 from NSE Emerge for using the name of the Exchange in the offer documents for listing of the Equity Shares on Emerge Platform of NSE, issued by our Company pursuant to the Issue.

## AGREEMENTS WITH NSDL AND CSDL

- (a) The Company has entered into an agreement dated April 29, 2024 with the Central Depository Services (India) Limited ("CDSL") and the Registrar and Transfer Agent, who in this case is, Bigshare Services Private Limited for the dematerialization of its shares.
- (b) Similarly, the Company has also entered into an agreement dated February 04, 2022 with the National Securities Depository Limited ("NSDL") and the Registrar and Transfer Agent, who in this case is Bigshare Financial Services Private Limited for the dematerialization of its shares.
- (c) The Company's International Securities Identification Number ("ISIN") is INE0KLO01025.

**MATERIAL LICENSES/ APPROVALS OBTAINED BY OUR COMPANY****A. INCORPORATION RELATED APPROVALS:**

Sr. No.	Nature of License/Approval	Registration/ License No.	Issuing Authority	Date of Grant	Validity
1	Certificate of Incorporation in the name of Active Infrastructures Private Limited	U45200MH2007PTC174506	Registrar of Companies, Mumbai	September 26, 2007	One Time Registration
2	Certificate of Incorporation in the name of Active Infrastructures Limited	U45200MH2007PLC174506	Registrar of Companies, Mumbai	August 09, 2024	One Time Registration

**B. TAX RELATED APPROVALS:**

Sr. No.	Nature of License/Approval	Registration/ License No.	Issuing Authority	Date of Grant	Validity
1.	Permanent Account Number (“PAN”)	AAGCA5935M	Income Tax Department, Government of India	September 26, 2007	One Time Registration
2.	Tax Deduction Account Number (“TAN”)	MUMA33343C	Income Tax Department, Government of India	September 10, 2023	One Time Registration
3.	GST Registration Certificate under the Maharashtra Goods and Services Tax Act, 2017*	27AAGCA5935M1Z9	Goods and Services Tax department	January 19, 2018	One Time Registration
4.	GST Registration Certificate under the Madhya Pradesh Goods and Services Tax Act, 2017	23AAGCA5935M1ZH	Goods and Services Tax department	July 31, 2024	One Time Registration

*\*The Registrations/Licenses are in the name of ‘Active Infrastructures Private Limited’ our Company is in the process of obtaining the Registrations/Licenses under the present name i.e. Active Infrastructures Limited.*

**C. LABOUR RELATED APPROVALS:**

Sr. No.	Nature of License/Approval	Registration/ License No.	Issuing Authority	Date of Grant	Validity
1.	Registration Certificate issued under the Employees Provident Funds and Miscellaneous Provisions Act, 1952*	NGNAG3339890000	Employees Provident Fund Organisation, Ministry of Labour, Government of India.	July 22, 2024	One Time Registration
2.	Registration Certificate under the Employee State Insurance Act, 1948*	23000364450000699	Employee State Insurance Corporation	July 22, 2024	One Time Registration
3.	Certificate of Registration under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975, Professional Tax Enrolment Certificate (P.T.E.C) *	99511792446P	Sales Tax Department, Government of Maharashtra	April 01, 2010	One Time Registration
4.	Certificate of Registration under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975, Professional Tax Registration Certificate (PTRC)	27335308916P	Sales Tax Department, Government of Maharashtra	December 01, 2015	One Time Registration

\* The Registrations/Licenses are in the name of 'Active Infrastructures Private Limited' our Company is in the process of obtaining the Registrations/Licenses under the present name i.e. Active Infrastructures Limited.

**D. CERTIFICATE OF REGISTRATION UNDER SHOPS AND ESTABLISHMENTS ACT:**

Sr. No.	Nature of License/Approval	Registration/ License No.	Issuing Authority	Date of Application	Date of Grant	Validity
1.	Certificate of Registration under Maharashtra Shop and Establishments (Regulations of Employment and Conditions of Service) Act, 2017	2452300319305766	Office of the Chief Facilitator, Mumbai	September 16, 2024	October 10, 2024	One Time Registration
2.	Certificate of Registration under Madhya Pradesh Shops and Establishments Act, 1958 [Note 1]	INDO240907SE003674	District Labour Office, Indore	September 09, 2024	September 24, 2024	One Time Registration

**Note 1:** We hereby mention that invoices are required to be generated for our Water Supply Systems project in Madhya Pradesh.

To issue these invoices, GST registration is needed and to obtain GST registration Shops and Establishments license is mandatory. While our registered office is in Nagpur, we are required to obtain a Certificate of Registration under the Shops and Establishments Act based on the present project's location at Madhya Pradesh to obtain GST Registration.

**E. BUSINESS RELATED APPROVALS:**

Sr. No.	Nature of License/Approval	Registration/ Certificate No.	Issuing Authority	Date of Grant	Validity
1	Udyam Registration Certificate*	UDYAM-MH-19-0010804	Government of India, Ministry of Micro, Small and Medium Enterprises	September 22, 2020	One Time Registration

\*The Registrations/Licenses are in the name of 'Active Infrastructures Private Limited' our Company is in the process of obtaining the Registrations/Licenses under the present name i.e. Active Infrastructures Limited.

**F. REGISTRATIONS RELATED TO COMPLETED PROJECTS:**

Sr. No.	Project Name	Nature of License/ Approval	Registration/ License No.	Issuing Authority	Date of Grant	Validity
1.	Riaan Towers	Registration Certificate of Project under the Real Estate (Regulation and Development) Act, 2016	P50500026615	Maharashtra Real Estate Regulatory Authority	October 08, 2020	December 31, 2025
2.	Riaan Towers	Sanction of Building Permission and Commencement Certificate for Riaan Tower	NMO/RB/2023/APL/00104	Nagpur Municipal Corporation	June 26, 2023	One Time Registration
3.	Riaan Towers	Part Occupancy Certificate for Riaan Tower for ground floor to third floor	NMO/PO/2022/APL/00013	Nagpur Municipal Corporation	October 31, 2022	One Time Registration
4.	Riaan Towers	Part Occupancy Certificate for Riaan Tower for fourth to seventh floor and basement	NMO/PO/2023/APL/00024	Nagpur Municipal Corporation	March 02, 2023	One Time Registration
5.	Riaan Towers	Part Occupancy Certificate for Riaan Tower for eighth and ninth Floor	NMO/PO/2023/APL/00036	Nagpur Municipal Corporation	September 08, 2023	One Time Registration
6.	Riaan Towers	Part Occupancy Certificate for Riaan Tower for tenth and eleventh floor.	NMO/PO/2024/APL/00046	Nagpur Municipal Corporation	May 22, 2024	One Time Registration



7.	Riaan Towers	No-Object Certificate for Height Clearance for Riaan Tower	NAGP/WEST/B /041523/752618	Airports Authority of India	May 10, 2023	May 09, 2031
8.	Riaan Towers (Lift No. 1)	License for Working of the Lift under the Bombay Lifts Act, 1939	MU.VI.NI/505/16012023/75138	Electrical Inspector (Secretary Licensing Board & Lift Inspector) Mumbai	January 26, 2023	One Time Registration
9.	Riaan Towers (Lift No. 2)	License for Working of the Lift under the Bombay Lifts Act, 1939	MU.VI.NI/505/16012023/75137	Electrical Inspector (Secretary Licensing Board & Lift Inspector) Mumbai	January 26, 2023	One Time Registration
10.	Riaan Towers (Lift No. 3)	License for Working of the Lift under the Bombay Lifts Act, 1939	MU.VI.NI/505/11022024/092075	Electrical Inspector (Secretary Licensing Board & Lift Inspector) Mumbai	February 15, 2024	One Time Registration
11.	Riaan Towers (Lift No. 4)	License for Working of the Lift under the Bombay Lifts Act, 1939.	MU.VI.NI/505/20032024/094434	Electrical Inspector (Secretary Licensing Board & Lift Inspector) Mumbai	March 20, 2024	One Time Registration
12.	Riaan Towers (Lift No. 5)	License for Working of the Lift under the Bombay Lifts Act, 1939	MU.VI.NI/505/04032024/093216	Electrical Inspector (Secretary Licensing Board & Lift Inspector) Mumbai	March 07, 2024	One Time Registration
13	Riaan Towers (Lift No.6)	License for Working of the Lift under the Bombay Lifts Act, 1939	MU.VI.NI/505/15062024/098695	Electrical Inspector (Secretary Licensing Board & Lift Inspector) Mumbai	24 June 2024	One Time Registration

**G. APPROVALS OBTAINED/APPLIED IN RELATION TO INTELLECTUAL PROPERTY RIGHTS:**

Sr. No.	Brand Name/ Logo Trademark/ Wordmark	Class	Applicant	Application No/ Temp Ref. No	Issuing Authority	Date of Application	Status
1.	<b>active</b>	37	Active Infrastructures Limited	6279979	Trade Marks Registry	06/09/2024	Application filed with the Trademark Registry and is under Process

**H. THE DETAILS OF DOMAIN NAME REGISTERED IN THE NAME OF THE COMPANY:**

Sr. No.	Domian Name	Domian ID	IANA ID	Creation Date	Expiry Name
1.	activeinfra.in	D365B89CAC56C4E188F1E75D3D652E194-IN	146	August 01,2024	August 01,2025

**MATERIAL LICENSES/ APPROVALS OBTAINED BY OUR MATERIAL SUBSIDIARY (DIGVIJAY SHRADHA INFRASTRUCTURE PRIVATE LIMITED)\*****INCORPORATION RELATED APPROVALS:**

Sr. No.	Nature of License/ Approval	Registration/ License No.	Issuing Authority	Date of Grant	Validity
1	Certificate of Incorporation in the name of Digvijay Shradha Infrastructure Private Limited	U45309MH2022PTC384273	Registrar of Companies, Mumbai	June 09, 2022	One Time Registration

*\*Digvijay Shradha Infrastructure Private Limited is designated as the material subsidiary of the Company. The other three subsidiaries, are not classified as material subsidiaries. Consequently, the details of licenses for the other subsidiaries were not included as per 12(B) of ICDR 2018 which requires licenses of only material subsidiary to be disclosed.*

**TAX RELATED APPROVALS**

Sr. No.	Nature of License/ Approval	Registration/ License No.	Issuing Authority	Date of Grant	Validity
1.	Permanent Account Number ("PAN")	AAJCD3457G	Income Tax Department, Government of India	June 09, 2022	One Time Registration
2.	Tax Deduction Account Number ("TAN")	MUMD31103C	Income Tax Department, Government of India	June 10, 2022	One Time Registration
3.	GST Registration Certificate under the Uttar Pradesh Goods and Services Tax Act, 2017	09AAJCD3457G1ZH	Goods and Services Tax department	July 22, 2022	One Time Registration

**LABOUR RELATED APPROVALS**

Sr. No.	Nature of License/ Approval	Registration/ License No.	Issuing Authority	Date of Grant	Validity
1	Certificate of Registration under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975, Professional Tax Enrolment Certificate (P.T.E.C)	99484326733P	Sales Tax Department, Government of Maharashtra	April 1, 2022	One Time Registration

**MATERIAL LICENSES/ APPROVALS PENDING TO BE APPLIED BY THE COMPANY/ PENDING TO BE APPROVED**

We hereby confirm that there are no licenses pending to be applied by our Company. Further, we confirm that there are no licenses applied by our company that are pending for approval except name change applications with any concerned authority.

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

Our Board of Directors have vide resolution dated September 02, 2024 authorized the Issue, subject to the approval by the shareholders of our Company under 62(1) (c) of the Companies Act, 2013.

The shareholders have authorized the Issue, by passing a Special Resolution at the Extra Ordinary Meeting held on September 10, 2024 in accordance with the provisions of Section 62 (1)(c) of the Companies Act, 2013.

The Company has obtained approval from NSE vide letter dated February 17, 2025 to use the name of NSE in this Red Herring Prospectus for listing of equity shares on the Emerge Platform of NSE. NSE is the designated stock exchange.

Our Board has approved the Red Herring Prospectus through its resolution dated March 13, 2025.

We have also obtained all necessary contractual approvals required for this Issue. For further details, refer to the chapter titled “Government and Other Statutory Approvals” beginning on page number 296 of this Red Herring Prospectus.

### PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, Promoters, members of the promoter group, directors are not debarred or prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court as on the date of this Red Herring Prospectus.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

### INSPECTIONS BY SEBI OR ANY OTHER REGULATOR

There are no prior inspections by SEBI or any other regulator as on the date of this Red Herring Prospectus (RHP).

There are no findings/observations of any of the inspections by SEBI or any other regulator which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision.

### PROHIBITION BY RBI

Neither our Company, nor our Promoters or directors, nor the relatives (as defined under the Companies Act) of our Promoter, nor Group Companies/Entities have been identified as willful defaulters or Fraudulent Borrowers by the RBI or any other governmental authority.

### DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

None of our Directors are associated with the securities market and there has been no outstanding action initiated by SEBI against them in the five years preceding the date of this Red Herring Prospectus.

### COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, our Promoters and members of our Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (“SBO Rules”), to the extent applicable, as on the date of this Red Herring Prospectus.

### ELIGIBILITY FOR THE OFFER

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, 2018; and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations, 2018.

This Issue is being made in terms of Regulation 229(1) of Chapter IX of the SEBI ICDR Regulations, as amended from time to time, whereby, an issuer whose post-issue paid-up capital does not exceed ten crores’ rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”) in this case being the SME Platform of NSE i.e NSE Emerge.

As per Regulation 229(3) of the SEBI (ICDR) Regulations, our Company satisfies track record and/or other eligibility conditions of SME platform of the NSE i.e NSE Emerge in accordance with the Restated Consolidated Financial Statements, prepared in

accordance with the Companies Act and restated in accordance with the SEBI (ICDR) Regulations as below:

1. Our Company was incorporated on September 26, 2007, with the Registrar of Companies, Mumbai, under the Companies Act, 1956, in Mumbai, Maharashtra, India.
2. The Post-Offer Paid-Up Capital of the Company shall not be more than ₹ 2500 Lakhs. The Post-Offer Capital of our Company shall be up to ₹ 7,50,75,080.
3. Our Company has a track record of three years as on date of filing of this Red Herring Prospectus.
4. The Company confirms that it has operating profit (earnings before interest, depreciation and tax) from operations for atleast any 2 out of 3 financial years preceding the application and its net-worth for financial years ended September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 is positive.

Particulars	For the financial year ended on			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Networth	3,251.46	2883.78	1845.27	1104.00
Operating Profit (EBITDA)	816.57	1,733.08	1306.33	10.73

5. Our company confirms that it has positive Free cash flow to Equity (FCFE)\* for at least 2 out of 3 financial years preceding the application as given below:

Particulars	Consolidated (Rs. In Lakhs)		
	Year 1 (2023-24)	Year 2 (2022-23)	Year 3 (2021-22)
Net Cash flow from Operations	3,188.29	6,242.43	(248.68)
Less- Purchase of Fixed Assets (net of sale proceeds of Fixed Assets)	(2,685.27)	(743.16)	(21.97)
Add- Net Total Borrowings (net of repayment)	294.77	(3,988.93)	1,517.32
Less- Interest expense x (1-T)	(3.42)	(0.43)	0.00
<b>Free cash flow to Equity (FCFE)</b>	<b>794.37</b>	<b>1,509.91</b>	<b>1,246.67</b>

*\*Note: The methodology for computing FCFE is available as per circular (Introduction of additional eligibility criteria for listing on NSE EMERGE) dated August 22, 2024 issued by the National Stock Exchange of India limited.*

6. The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.
7. There is no winding up petition against the company, which has been admitted by a Court of competent jurisdiction or a liquidator has not been appointed.
8. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our company.
9. We ensure that the merchant banker involved in the IPO does not have instances of any of its IPO draft offer document filed with the Exchange being returned in the past 6 months from the date of application.
10. Our company has a website: <https://activeinfra.in/>
11. We confirm that:
  - i. There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) of the applicant company.
  - ii. There is no default in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the company, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years.

- iii. There are no litigations record against the company, promoters/promoting company(ies), group companies, Subsidiaries, companies promoted by the promoters/promoting company(ies) except as stated in the section titled “*Outstanding Litigation and Material Developments*” beginning on page 289 of this Red Herring Prospectus.
- iv. There are no criminal cases/investigation/offences filed against the director of the company except as stated in the section titled “*Outstanding Litigation and Material Developments*” beginning on page 289 of this Red Herring Prospectus.

We further confirm that we comply with all the above requirements/ conditions so as to be eligible to be listed on the SME Platform of NSE.

**The application of the applicant company should not have been rejected by the Exchange in last 6 complete months.**

The Company had filed the Draft Red Herring Prospectus dated September 16, 2024 vide application bearing Number NSE/LIST/4569 with the EMERGE platform of National Stock Exchange of India Limited (“NSE EMERGE”) seeking in-principle approval for listing on NSE EMERGE platform and the said application was later withdrawn by the Company on December 04, 2024.

The Company is therefore making a fresh application with EMERGE platform of National Stock Exchange of India Limited (“NSE EMERGE”) seeking in-principle approval for listing on NSE EMERGE.

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

1. The Red Herring Prospectus shall be filed with NSE and our Company shall make an application to NSE for listing of its Equity Shares on the SME Platform of NSE (“NSE Emerge”). NSE is the Designated Stock Exchange.
2. Our company has facilitated trading in demat securities and has entered into an agreement with both the depositories. Our Company has entered into an agreement dated 04 February, 2022 with NSDL and agreement dated 29 April, 2024 with CDSL for dematerialization of its Equity Shares already issued and proposed to be issued.
3. The entire pre-Issue capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be Issued pursuant to this IPO will be fully paid-up.
4. The entire Equity Shares held by the Promoter are in dematerialized form.
5. Since the entire fund requirement are to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Offer.

For details, please refer the heading “*Means of Finance*” on page no. 80 under chapter “*Objects of the Issue*” on page no 78 of this Red Herring Prospectus.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230(2) of the SEBI (ICDR) Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI (ICDR) Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI (ICDR) Regulations are as follows:

1. Neither our Company nor our Promoters, members of our Promoter Group or our Directors is debarred from accessing the capital markets by the SEBI.
2. None of our Promoters or Directors is promoter or director of any other companies which are debarred from accessing the capital markets by the SEBI.
3. Neither our Company nor our Promoters or Directors is a willful defaulter or a fraudulent borrower.
4. None of our Promoters or Directors is a fugitive economic offender.

We further confirm that we shall be complying with all other requirements as laid down for such Issue under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

**We further confirm that:**

1. In accordance with Regulation 246 of the SEBI (ICDR) Regulations, we shall also ensure that we submit the soft copy of Issue Document through BRLM immediately up on filing of the Issue Document with the Registrar of Companies along with a Due Diligence Certificate including additional confirmations. However, SEBI shall not issue any observation on our Red Herring Prospectus.
2. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue has been one hundred percent (100%) underwritten by the Book Running Lead Manager to the Issue in compliance of Regulations 260(1) and 260(2) of the SEBI (ICDR) Regulations. For further details, pertaining to said underwriting please refer “General Information” beginning on page 56 of this Red Herring Prospectus.
3. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, the Book Running Lead Manager will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares Issue in the Initial Public Issue.
4. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If our Company fails to unblock application amount then our Company and every officer in default shall, be liable to unblock such application money with interest as prescribed under the SEBI (ICDR) Regulations, the Companies Act 2013 and applicable laws.

**COMPLIANCE WITH PART A OF SCHEDULE VI OF THE SEBI (ICDR) REGULATIONS**

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI (ICDR) Regulations. No exemption from eligibility norms has been sought under Regulation 300 of the SEBI ICDR Regulations, with respect to the Offer.

**DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS OFFER DOCUMENT AND THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, KREO CAPITAL PRIVATE LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED MARCH 13, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND 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 BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THIS OFFER DOCUMENT.**

*Note:* All legal requirements pertaining to the Offer will be complied with at the time of filing of this Red Herring Prospectus with the ROC in terms of section 26, 30 and 32 of the Companies Act, 2013.

**DISCLAIMER CLAUSE OF THE NSE**

The copy of the Red Herring Prospectus is submitted to NSE. Post scrutiny of the Red Herring Prospectus, the Disclaimer Clause as intimated by NSE to us is read as under:

**“As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/4954 dated February 17, 2025 permission to the Issuer to use the Exchange’s name in this Offer Document as one of the stock exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized this red herring prospectus for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer’s securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its Promoters, its management or any scheme or project of this Issuer.**

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.”

#### **DISCLAIMER FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER**

Our Company, Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at our Company’s instance and anyone placing reliance on any other source of information, including our Company’s website <https://activeinfra.in/> or the website of any affiliate of our Company, would be doing so at his or her own risk.

#### **CAUTION**

The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the Issue Agreement between Book Running Lead Manager and our Company and the Underwriting Agreement to be entered into between the Underwriter and our Company and Market Maker Agreement entered into among Market Maker and our Company.

All information shall be made available by our Company and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers, etc.

The Book Running Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and our Promoters Group, affiliates or associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future, receive compensation. Kreo Capital Private Limited is not an associate of the Company and is eligible to be appointed as the Book Running Lead Manager in this Issue, under SEBI (MB) Regulations, 1992.

*Note:*

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Book Running Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Neither our Company nor Book Running Lead Manager is liable for any failure in (i) uploading the Applications due to faults in any software/ hardware system or otherwise, or (ii) the blocking of the Application Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on the account of any errors, omissions or non-compliance by various parties involved, or any other fault, malfunctioning, breakdown or otherwise, in the UPI Mechanism

#### **DISCLAIMER IN RESPECT OF JURISDICTION**

This Offer is being made in India to persons resident in India including Indian nationals resident in India (who are not minors, except through their legal guardian), Hindu Undivided Families (HUFs), companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Trusts registered under the Indian Trusts Act, 1882, as amended from time to time, or any other trust law and who are authorized under their constitution to hold and invest in shares, public financial



institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, permitted insurance companies and pension funds and to non-residents including NRIs and FIIs. This Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Nagpur, Maharashtra only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and the Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

#### **LISTING**

Application have been made to SME Platform of NSE (NSE EMERGE) for obtaining permission for listing of the Equity Shares being offered and sold in the Issue on its NSE EMERGE after the allotment in the Offer. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our Company has obtained In-principle approval from NSE vide letter dated February 17, 2025 to use name of NSE in the Red Herring Prospectus for listing of equity shares on NSE.

NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by NSE, our Company shall forthwith repay, all moneys received from the applicants in pursuance of the Red Herring Prospectus. If such money is not repaid within the prescribed time, then our Company becomes liable to repay it, then our Company and every officer in default shall, shall be liable to repay such application money, with interest, as prescribed under the applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE Emerge mentioned above are taken within Three (3) Working Days of the Issue Closing Date. If Equity Shares are not Allotted pursuant to the Offer within Three (3) Working Days from the Issue Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period Subject to applicable law.

#### **IMPERSONATION**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

- i. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- ii. 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
- iii. 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 to action under section 447 of the Companies, Act 2013.

## **CONSENT**

Consents in writing of: (a) the Directors, Promoters, the Chief Financial Officer, Company Secretary & Compliance Officer, the Statutory Auditors and Peer Review Auditors; and (b) the Book Running Lead Manager, Registrar to the Issue, the Legal Advisors to the Issue, Bankers to the Issue, Bankers to the Company, Market Maker, Monitoring Agency and Underwriter to act in their respective capacities, have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Section 26 and 32 of the Companies Act, 2013.

Our Auditor has given their written consent to the inclusion of their report in the form and context in which it appears in the Red Herring Prospectus/Prospectus and such consent shall not be withdrawn up to the time of filing of the Red Herring Prospectus/Prospectus for filing with the ROC.

## **EXPERT OPINION**

Except the report of the Statutory Auditor on statement of tax benefits and report of the peer review auditor on restated financial statements as included in this Red Herring Prospectus, our Company has not obtained any other expert opinion.

## **PREVIOUS PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE YEARS**

Except as stated under Section titled “Capital Structure” beginning on page no. 65 of this Red Herring Prospectus our Company has not undertaken any previous public or rights issue. For details, please refer chapter titled “Capital Structure” beginning on page no. 65 of this Red Herring Prospectus.

Further, we are an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time and the Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time.

## **COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES IN THE LAST FIVE YEARS**

Since this is an Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

## **CAPITAL OFFERS DURING THE LAST THREE YEARS BY OUR COMPANY, LISTED GROUP COMPANIES, SUBSIDIARIES & ASSOCIATES OF OUR COMPANY**

Except as disclosed in Chapter titled “Capital Structure” on page 65 of Red Herring Prospectus, our Company has not made any Capital offer during the previous three years. Neither our Group Company nor any Subsidiaries & Associates of our Company are listed on any stock exchange.

## **PERFORMANCE VIS-À-VIS OBJECTS PUBLIC/RIGHTS ISSUE OF OUR COMPANY**

Except as stated in the chapter titled “Capital Structure” beginning on page 65 of this Red Herring Prospectus, we have not made any previous rights and/or public issues during the last five (5) years and our Company is an “Unlisted Issuer” in terms of SEBI (ICDR) Regulations and this Offer is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

## **PERFORMANCE VIS-À-VIS OBJECTS - PUBLIC/RIGHTS ISSUE OF LISTED SUBSIDIARIES/LISTED PROMOTERS**

Our Company does not have any listed Subsidiaries and our Promoter has not undertaken any public issue or rights issue (as defined under the SEBI (ICDR) Regulations) in the five years preceding the date of this Red Herring Prospectus.

## **PRICE INFORMATION OF THE PAST ISSUES HANDLES BY THE BOOK RUNNING LEAD MANAGER**

For details regarding the price information and track record of the past issue handled by Kreo Capital Private Limited, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI is as follows:



4. In case 30<sup>th</sup>/90<sup>th</sup>/180<sup>th</sup> day is not a trading day, closing price on BSE/NSE of the previous trading day for the respective Scripts has been considered, however, if scripts are not traded on that previous trading day then last trading price has been considered.

## SUMMARY STATEMENT OF DISCLOSURE

**TABLE 2**

### SME IPO:

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPO trading at discount as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at discount as on 180 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 180 <sup>th</sup> calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2023-24			N.A.											
2023-22			N.A.											
2022-21			N.A.											

### MAIN BOARD IPO:

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPO trading at discount as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at discount as on 180 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 180 <sup>th</sup> calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2023-24			NIL											
2022-23			NIL											
2021-22			N.A.											

### **Notes:**

- Issue opening date is considered for calculation of total number of IPOs in the respective financial year.
- In the event any day falls on a holiday, the price/index of the immediate preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.
- Source: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

## TRACK RECORD OF PAST ISSUES HANDLED BY LEAD MANAGER

For details regarding track record of the Lead Manager to the Offer as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Lead Manager at: <https://www.kreocapital.com/>

## STOCK MARKET DATA OF EQUITY SHARES

This being an initial public Offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

## MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Registrar Agreement provides for the retention of records with the Registrar to the Issue for a minimum period of three years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

In terms of SEBI Master Circular, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2021 and SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹100 per day or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for nonallotted/partially allotted applications for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Manager shall compensate the investors at the rate higher of ₹100 per day or 15% per annum of the application amount. SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days). 'T' being issue closing date. In partial modification to circulars dated March 16, 2021 and April 20, 2022, the compensation to investors for delay in unblocking of ASBA application monies (if any) shall be computed from T+3 day. The provisions of this circular shall be applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 1, 2023. Our Company shall follow the timeline prescribed under the SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023. The timelines prescribed for public issues as mentioned in SEBI circulars dated November 1, 2018, June 28, 2019, November 8, 2019, March 30, 2020, March 16, 2021, June 2, 2021, and April 20, 2022 shall stand modified to the extent stated in this Circular.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, Bid application number, number of Equity Shares Bid for, amount paid on Bid application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities) or the Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Bidder or through UPI Mechanism, giving full details such as name, address of the Bidder, Bid application number, UPI Id, number of Equity Shares applied for, amount blocked on application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Bidder or Sponsor Bank.

Our Company has obtained authentication on the SCORES in terms of SEBI circular no. CIR/OIAE/1/2013 dated April 17, 2013 and complied with the SEBI circular (CIR/OIAE/1/2014/CIR/OIAE/1/2013) dated December 18, 2014 in relation to redressal of investor grievances through SCORES. Our Company has not received any complaints as on the date of this Red Herring Prospectus.

#### **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB (in case of ASBA Bidders) or Sponsor Bank (in case of UPI Mechanism) or for the redressal of routine investor grievances including through SEBI Complaint Redress System (SCORES) shall be 15 Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Aanchal Tembhre, Company Secretary and Compliance Officer who may be contacted in case of any pre-issue or post-issue related problems.

Contact details of Company Secretary and Compliance Officer are as under:

**Name:** Aanchal Tembhre

**Address:** Riaan Tower, 10th Floor, Mangalwari Road,  
Sadar, Sadar Bazar, Nagpur 440001, Maharashtra, India.

**Email:** companysecretary@activeinfra.in

**Contact No:** 7030002842

**Website:** <https://activeinfra.in/>

SEBI has launched a centralized web-based complaints redress system “SCORES”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in).

Our Board by a resolution on constituted a Stakeholders Relationship Committee. For further details, please refer to section titled “Our Management” beginning on page no 157 of this Red Herring Prospectus.

#### **STATUS OF INVESTOR COMPLAINTS**

We confirm that we have not received any investor complaints during the three years preceding the date of this Red Herring Prospectus hence there are no pending investor complaints as on the date of this Red Herring Prospectus.

#### **EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI**

Our Company has not applied for or received any exemption from complying with any provisions of securities laws by SEBI.

## SECTION IX- ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being issued are subject to the provisions of the Companies Act, SEBI (ICDR) Regulations, SCRA, SCRR, our Memorandum and Articles of Association, SEBI (LODR) Regulations, the terms of this Red Herring Prospectus, Red Herring Prospectus, Abridged Prospectus, the Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note, Allotment advice and other terms and conditions as may be incorporated in the allotment advice and other documents/certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the Issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the NSE EMERGE, the RBI, ROC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Issue.*

*Please note that, in terms of Regulation 256 of the SEBI ICDR Regulations read with SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the applicants have to compulsorily apply through the ASBA Process and further in terms of SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and as modified through its circular SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 and the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 (together, the “UPI Circular”) in relation to clarifications on streamlining the process of public Issue of equity shares and convertibles it has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. Currently, for application by RIIs through Designated Intermediaries, the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds is discontinued and RIIs submitting their Application Forms through Designated Intermediaries (other than SCSBs) can only use the UPI mechanism with existing timeline of T+3 days. Further, pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the final reduced timeline of T+3 days using the UPI Mechanism for applications by UPI Bidders (“UPI Phase III”), has been notified and made effective on a voluntary basis for public issues opening on or after September 1, 2023, and on a mandatory basis for public issues opening on or after December 1, 2023. Accordingly, the Issue will be undertaken under UPI Phase III.*

*Further vide the said circular Registrar to the Issue and Depository Participants have also been authorized to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.*

The Issue comprises of a Fresh Issue of Equity shares.

### AUTHORITY FOR THE ISSUE

This Issue has been authorized by a resolution of the Board passed at their meeting held on September 2, 2024 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the EOGM of the Company held on September 10, 2024.

### RANKING OF EQUITY SHARES

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum of Associations and Articles of Association, SEBI ICDR Regulations and shall rank pari passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to the section titled

“Main Provisions of the Articles of Association” beginning on page 357 of this Red Herring Prospectus.

### MODE OF PAYMENT OF DIVIDEND

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association and provisions of the SEBI (LODR) Regulations and any other guidelines or directions

which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment will be payable to the Applicants who have been Allotted Equity Shares in the Issue, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see “*Dividend Policy*” and “*Main Provisions of the Articles of Association*” beginning on pages 188 and 357, respectively of this Red Herring Prospectus.

#### **FACE VALUE, ISSUE PRICE, FLOOR PRICE AND PRICE BAND**

The face value of each Equity Share is ₹5 and the Issue Price at the lower end of the Price Band is ₹ 178 per Equity Share and at the higher end of the Price Band is ₹ 181 per Equity Share. The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Price Band and the Bid Lot have been decided by our Company, in consultation with the BRLM, and published by our Company in all editions of the English national newspaper, all editions of the Hindi national newspaper, and regional newspaper each with wide circulation at the place where registered office of the issuer is situated, at least two Working Days prior to the Bid/Issue Opening Date, and shall be made available to the Stock Exchange for the purpose of uploading the same on their website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the website of the Stock Exchange. The Issue Price shall be determined by our Company, in consultation with the BRLM, after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares issued by way of the Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares, unless otherwise permitted by law.

#### **COMPLIANCE WITH SEBI (ICDR) REGULATIONS**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, as amended time to time.

#### **COMPLIANCE WITH DISCLOSURE AND ACCOUNTING NORMS**

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

#### **RIGHTS OF THE EQUITY SHAREHOLDERS**

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

1. Right to receive dividends, if declared;
2. Right to receive Annual Reports and notices to members;
3. Right to attend general meetings and exercise voting rights, unless prohibited by law;
4. Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
5. Right to receive Issue for rights shares and be allotted bonus shares, if announced;
6. Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
7. Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations and Articles of Association of our Company; and
8. Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI (LODR) Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, see “*Main Provisions of the Articles of Association*” beginning on page 357 of this Red Herring Prospectus.

#### **ALLOTMENT ONLY IN DEMATERIALIZED FORM**

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI (ICDR) Regulations, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories, and the Registrar to the Issue:



1. Tripartite agreement dated April 29, 2024 amongst our Company, CDSL and Registrar to the Issue.
2. Tripartite agreement dated February 04, 2022 between our Company, NSDL and Registrar to the Issue.
3. The ISIN of the company is INE0KLO01025.

#### **MINIMUM APPLICATION VALUE, MARKET LOT, AND TRADING LOT**

Trading of the Equity Shares will happen in the minimum contract size of 600 Equity Shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012, and the same may be modified by SME platform of NSE (NSE EMERGE) from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of 600 Equity Shares subject to a minimum allotment of 600 Equity Shares to the successful Applicants.

Further, in accordance with Regulation 267 (2) SEBI (ICDR) Regulations, the minimum application size in terms of the number of specified securities shall not be less than Rupees One Lakh per application.

#### **MINIMUM NUMBER OF ALLOTTEES**

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of Allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective Allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by the SCSBs or Sponsor Bank shall be unblocked within Working two (2) days of closure of issue.

#### **JOINT HOLDERS**

Where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

#### **JURISDICTION**

The courts of Nagpur, Maharashtra, India will have exclusive jurisdiction in relation to this Issue.

The Equity Shares have not been and will not be, registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be issued and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those Issued and sales occur.

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

#### **NOMINATION FACILITY TO INVESTORS**

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be titled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- (a) To register himself or herself as the holder of the Equity Shares; or
- (b) To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board of Directors may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board of Directors may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

## **WITHDRAWAL OF THE ISSUE**

Our Company in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-issue advertisements were published, within two days of the issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants and the Escrow Collection Bank to release the Application Amounts to the Anchor Investors, if applicable within one (1) working day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with the public issue of the Equity shares, our Company shall be required to file a fresh Red Herring Prospectus with Stock Exchange.

## **BID/ISSUE PROGRAM**

An indicative timetable in respect of the Issue is set out below:

<b>Event</b>	<b>Indicative Date</b>
<b>Bid/Issue Opening Date</b>	Friday, March 21, 2025 <sup>(1)</sup>
<b>Bid/Issue Closing Date</b>	Tuesday, March 25, 2025 <sup>(2)</sup>
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	On or before Wednesday, March 26, 2025
<b>Initiation of Allotment/ Refunds/unblocking of funds from ASBA Account* or UPI ID linked bank account</b>	On or before Thursday, March 27, 2025
<b>Credit of Equity Shares to demat account of the Allottees</b>	On or before Thursday, March 27, 2025
<b>Commencement of Trading of the Equity Shares on the Stock Exchange</b>	On or before Friday, March 28, 2025

1. Our Company in consultation with the BRLM, may consider participation by Anchor Investors. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/ Issue Opening Date in accordance with the SEBI ICDR Regulations.

2. Our Company in consultation with the BRLM, may consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

*\*In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation / withdrawal / deletion is placed in the Stock Exchanges Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted / partially allotted Application, exceeding two*

Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 and SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

In terms of Regulation 265 of SEBI ICDR Regulations, the Issue shall be open after at least three (3) working days from the date of filing the Prospectus with the Registrar of Companies.

The above timetable other than the Bid/Issue Closing Date, is indicative and does not constitute any obligation or liability on our Company or the BRLM.

Any circulars or notifications from the SEBI after the date of this Red Herring Prospectus may result in changes to the timelines. Further, the issue procedure is subject to change to any revised circulars issued by the SEBI to this effect. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within three working days from the Bid/Issue closing date or such other period as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Issue Period by our Company in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges.

In terms of the UPI Circulars, in relation to the Issue, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/ Issue Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

#### **Submission of Bids (other than Bids from Anchor Investors)**

<b>Bid Period (except the Bid/Issue Closing Date)</b>	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time “IST”)
<b>Bid/Issue Closing Date</b>	
Submission and Revision in Bids*	Only between 10.00 a.m. and 3.00 p.m. IST

\* UPI mandate end time and date shall be at 5.00 pm IST on Bid/Issue Closing Date

#### **On the Bid/Issue Closing Date, the Bids shall be uploaded until:**

- 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- Until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders.

On Bid/Issue Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders, after taking into account the total number of Bids received and as reported by the Book Running Lead Manager to the Stock Exchanges.

**It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.**

Due to the limitation of time available for uploading the Bid-Cum-Application Forms on the Bid/Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not later than 3.00 p.m.

(IST) on the Bid/ Issue Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid-Cum-Application Forms are received on the Bid/ Issue Closing Date, as is typically experienced in public Issue, some Bid-Cum- Application Forms may not get uploaded due to the lack of sufficient time. Such Bid-Cum-Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid-Cum-Application Forms due to faults in any software/hardware system or otherwise; or blocking of application amount by SCSBs on receipt of instructions from the Sponsor Bank due to any errors, omissions, or otherwise non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in the UPI Mechanism.

Our Company in consultation with the Book Running Lead Manager, reserves the right to revise the Price Band during the Bid Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e., the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, but the Floor Price shall not be less than the Face Value of the Equity Shares. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Bidders can revise or withdraw their Bid-Cum- Application Forms prior to the Bid/ Issue Closing Date.

Allocation to Retail Individual Bidders, in this Issue will be on a proportionate basis. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid-Cum Application Form, for a particular Bidder, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid-Cum- Application Form, for a particular ASBA Bidder, the Registrar to the Issue shall ask the relevant SCSBs /RTAs / DPs / stock brokers, as the case may be, for the rectified data. In case of revision in the Price Band, the Bid/ Issue Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/ Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company in consultation with the BRLMs, for reasons to be recorded in writing, may extend the Bid/ Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/ Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public announcement and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

## **MINIMUM SUBSCRIPTION**

This Issue is not restricted to any minimum subscription level. In accordance with Regulation 260 (1) of ICDR Regulations, this Issue is 100% underwritten. For details of underwriting arrangement, kindly refer to the chapter titled “General Information” beginning on page 56 of this Red Herring Prospectus.

As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond fifteen days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four (4) days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

Further, in accordance with Regulation 268 of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

In accordance with Regulation 260 (1) of the SEBI ICDR Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Issue through this Red Herring Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹1.00 Lakhs (Rupees One Lakh) per application.

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

#### **APPLICATION BY EIGIBLE NRIS, FIIS REGISTERED WITH SEBI, VCFs REGISTERED WITH SEBI AND QFIS**

It is to be understood that there is no reservation for Eligible NRIs or FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment (“FDI”) Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

#### **ARRANGEMENTS FOR DISPOSAL OF ODD LOTS**

The trading of the equity shares will happen in the minimum contract size of 600 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by Emerge Platform of NSE from time to time by giving prior notice to investors at large.

However, in terms of Regulation 261(5) of the SEBI ICDR Regulations, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the Emerge Platform of NSE.

#### **RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES**

Except for lock-in of the pre-Issue Equity Shares and Minimum Promoters’ Contribution in the Issue as detailed in the chapter “Capital Structure” beginning on page 65 of this Red Herring Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. Further there are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details, please refer to the chapter titled “Main Provision of the Articles of Association” beginning on page 357 of this Red Herring Prospectus.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.*

#### **ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM**

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

**Furnishing the details depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.**

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

#### **MIGRATION TO MAIN BOARD**

In accordance with the NSE Circular dated March 10, 2014, our Company will have to be mandatorily listed and traded on the NSE EMERGE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the NSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations.

As per the provisions of the Chapter IX of the SEBI ICDR Regulation, our Company may migrate to the main board of NSE from the NSE EMERGE on a later date subject to the following:

- If the Paid up Capital of the Company is likely to increase above ₹ 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoters shareholders against the proposal and for which the Company has obtained in-principle approval from the main board), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.
- If the Paid-up Capital of the Company is more than ₹ 10 crores but below ₹ 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

#### **NEW FINANCIAL INSTRUMENTS**

The Issuer Company is not issuing any new financial instruments through this Issue.

#### **MARKET MAKING**

The shares issued through this issue are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited with compulsory market making through the registered Market Maker of the Emerge Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the Emerge Platform of NSE. For further details of the market making arrangement please refer the chapter titled “*General Information*” beginning on page 56 of this Red Herring Prospectus.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (1) of the Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our post Offer paid-up capital does not exceed ten crore rupees. The Company shall issue equity shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the Emerge Platform of NSE). For further details regarding the salient features and terms of such an issue, please refer chapter titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on page no. 314 and 326 respectively of this Red Herring Prospectus.

### ISSUE STRUCTURE

The Initial Public Issue comprises of up to 43,00,200 Equity shares of face value of ₹5/- each for cash at a price of ₹ [●] per equity share including a share premium of ₹ [●] per equity share (the “Issue Price”) aggregating to ₹ [●] Lakh (“The Issue”) by our Company. The Issue comprises a reservation of 2,16,000 Equity Shares of face value of ₹5/- each for cash at a price of ₹ [●] per equity share including a share premium of ₹ [●] per equity share aggregating to ₹ [●] Lakhs which will be reserved for subscription by Market Maker to the issue (the “Market Maker Reservation Portion”).

The Issue less the Market Maker Reservation Portion i.e., Net Issue to Public of 40,84,200 Equity Shares of face value of ₹5.00/- each at a price of ₹ [●] per equity share including a share premium of ₹ [●] per equity share aggregating to ₹ [●] lakhs (“the Net Issue”). The Issue and the Net Issue will constitute 28.64 % and 27.57 %, respectively of the post Issue paid up equity share capital of the Company.

The Issue is being made through the Book Building Process.

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors/Bidders	Retail Individual Investors/Bidders
<b>Number of Equity Shares available for allocation*</b>	Up to 2,16,000 Equity Shares.	Not more than 4,08,600 Equity Shares.	Not less than 16,33,200 Equity Shares available for allocation	Not less than 20,42,400 Equity Shares available for allocation
<b>Percentage of Issue Size available for allocation</b>	5.02% of the Issue Size	Size Not more than 10.00 % of the Net Issue being available for allocation to QIB Bidders. However, up to 5.13 % of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion.	Not less than 39.99% of the Net Issue shall be available for allocation.	Not less than 50.01% of Net Issue shall be available for allocation.

Basis of Allotment <sup>(3)</sup>	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to 8,400 Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to 1,63,800 Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. (c) Up to 59.91% of QIB Portion (of upto 2,44,800 Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Domestic Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	The allotment of specified securities to each Non-Institutional Bidder shall not be less than the minimum application size, subject to availability in the Non-Institutional Portion, and the remainder, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.	The allotment to each RII shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details, please see <b>“Issue Procedure”</b> beginning on page 326.
Mode of Bid	Through ASBA Process Only	ASBA only except for Anchor Investors <sup>(4)</sup>	Only through ASBA Process	Through ASBA Process, Through Banks or by using UPI ID for payment
Mode of Allotment	Compulsorily in dematerialized form			
Minimum Bid Size	2,16,000 Equity Shares in multiple of 600 Equity shares	Such number of Equity Shares and in multiples of 600 Equity Shares that the Bid Amount exceeds ₹ 2.00 Lakhs	Such number of Equity shares in multiple of 600 Equity shares that Bid size exceeds ₹ 2.00 Lakhs	600 Equity Shares in multiple of 600 Equity shares so that the Bid Amount does not exceed ₹ 2.00 Lakhs



Maximum Bid Size	2,16,000 Equity Shares	Such number of Equity Shares in multiples of 600 Equity Shares not exceeding the size of the Net Issue, (excluding the Anchor portion), subject to limits applicable to each Bidder	Such number of Equity Shares in multiples of 600 Equity Shares not exceeding the size of the Net Issue (excluding the QIB portion), subject	Such number of Equity Shares in multiples of 600 Equity Shares so that the Bid Amount does not exceed ₹2.00 Lakhs.
Bid Lot	600 Equity Shares and in multiples of 600 Equity Shares thereafter			
Trading Lot	600 Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	600 Equity Shares and in multiples thereof	600 Equity Shares and in multiples thereof	600 Equity Shares and in multiples thereof
Who can apply?(5)	Market Maker	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, multilateral and bilateral development financial institutions, mutual funds registered with SEBI, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs, registered with SEBI, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹2500 lakhs, pension fund with minimum corpus of ₹2500 lakhs, National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs, in accordance with applicable laws including FEMA Rules	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, family offices, trusts, FPIs who are individuals, corporate bodies and family offices which are re-categorised as Category II FPIs and registered with SEBI	Resident Indian individuals, HUFs (in the name of Karta) and Eligible NRIs applying for Equity Shares such that the Bid amount does not exceed ₹2.00 Lakhs in value.

<b>Terms of Payment</b>	<p><b>In case of Anchor Investors:</b> Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids. <sup>(6)</sup></p> <p><b>In case of all other Bidders:</b> Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.</p>
<b>Mode of Bid</b>	Only through the ASBA process (except for Anchor Investors)

**\* Assuming full subscription in the Issue**

1. *Our Company in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Issue Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹200.00 Lakhs, (ii) minimum of two and maximum of fifteen Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but up to ₹2,500.00 Lakhs under the Anchor Investor Portion, subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor, and (iii) in case of allocation above ₹2,500.00 Lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of fifteen Anchor Investors for allocation up to ₹2,500.00 Lakhs, and an additional ten Anchor Investors for every additional ₹2,500.00 Lakhs or part thereof will be permitted, subject to minimum allotment of ₹100.00 Lakhs per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹200.00 Lakhs. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors.*
2. *In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI ICDR Regulations, this is an Issue for at least 25% of the post Issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI ICDR Regulations.*
3. *Subject to valid Bids being received at or above the Issue Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws. For further details, please refer to the chapter titled "Issue Procedure" on page 326 of this Red Herring Prospectus.*
4. *Anchor Investors are not permitted to use the ASBA process.*
5. *In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.*
6. *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.*
7. *SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the Bidders. Accordingly, Stock Exchanges shall, for all categories of Bidders viz. QIBs, NIBs and RIBs and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.*

## ISSUE PROCEDURE

All Bidders should review the General Information Document for Investing in Public Issue, prepared and issued in accordance with the SEBI circular no CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (the “General Information Document”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of Stock Exchange, the Company and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Issue size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of CAN and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

SEBI through its UPI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (**UPI**) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days (“**UPI Phase I**”). The UPI Phase I was effective till June 30, 2019.

Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later (“**UPI Phase II**”), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors (“**UPI Phase III**”), as may be prescribed by SEBI. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular is effective for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and the provisions of this circular are deemed to form part of this Red Herring Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual Investors in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 500,000 shall use the UPI Mechanism.

Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public issue from existing 6 working days to 3 working days from the date of the closure of the issue. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public issue to three Working Days. Accordingly, the Issue will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stockbrokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by SME Platform of National Stock Exchange of India Limited (“NSE EMERGE”) to act as intermediaries for submitting Application Forms are provided on [www.nseindia.com/emerge](http://www.nseindia.com/emerge). For details on their designated branches for submitting Application Forms, please see the above mentioned website of Platform of National Stock Exchange of India Limited (“NSE EMERGE”).

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Book Running Lead Manager would

not be able to include any amendment, modification or change in applicable law, which may occur after the date of Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that their application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and this Prospectus.

Further, the Company and the BRLM are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in this Issue.

## **BOOK BUILDING PROCEDURE**

This Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Issue shall be allocated on a proportionate basis to QIBs. Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15.00% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

**Investors should note that the Equity Shares will be allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, the PAN and UPI ID, for RIBs Bidding in the Retail Portion using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to allotment of the Equity Shares in the Issue, subject to applicable laws.**

**Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification dated February 13, 2020 issued by the Central Board of Direct Taxes and the press release dated June 25, 2021.**

## **AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS**

The Memorandum containing the salient features of the Prospectus together with the Application Forms and copies of the Draft Red Herring Prospectus/ Red Herring Prospectus/ Abridged Prospectus/ Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the BRLM to the Issue, Registrar to the Issue as mentioned in the Application form. The application forms may also be downloaded from the website of NSE i.e. [www.nseindia.com](http://www.nseindia.com). Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Red Herring Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Red Herring Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

### **Phased implementation of Unified Payments Interface**

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase was applicable from January 01, 2019 and lasted till June 30, 2019. Under this phase, a Retail Individual Bidder, besides the modes of Bidding available prior to the UPI Circulars, also had the option to submit the Bid cum Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

**Phase II:** This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs)

to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public Issue closure to listing would continue to be six Working Days during this phase.

**Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Issue is being made under Phase III of the UPI (on a mandatory basis).

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and National Payments Corporation of India (NPCI) in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI Mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Book Running Lead Manager.

### **Bid cum Application Form**

Copies of the Bid cum Application Form and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE ([www.nseindia.com](http://www.nseindia.com)) at least one day prior to the Bid/Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (except Anchor Investor) shall mandatorily participate in the Issue only through the ASBA process. The RIBs Bidding in the Retail Portion can additionally Bid through the UPI Mechanism.

RIBs Bidding in the Retail Portion using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected.

ASBA Bidders (other than RIBs using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs Bidding in the Retail Portion using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	White

Category	Colour of Application Form*
Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis	Blue
Anchor Investors**	White

\*Excluding Electronic Bid cum Application Form

\*\* Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.



Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of this Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called “Designated Intermediaries”):

Sr. No	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’)
4.	A depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Issue and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

*Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.*

*The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.*

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by Investors to intermediaries other than SCSBs:</b>	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository’s records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus and/or Prospectus, without prior or subsequent notice of such changes to the Bidders.

## WHO CAN BID?

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to this Red Herring Prospectus for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- a) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals; Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- c) Mutual Funds registered with SEBI;
- d) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- e) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- f) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- g) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- h) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non- Institutional Bidder 's category;
- i) Venture Capital Funds and Alternative Investment Fund registered with SEBI; State Industrial Development Corporations;
- j) Foreign Venture Capital Investors registered with the SEBI;
- k) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating Trusts and who are authorized under their constitution to hold and invest in equity shares;
- l) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- m) Insurance Companies registered with Insurance Regulatory and Development Authority India;
- n) Provident Funds with minimum corpus of Rs.25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- o) Pension Funds and Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- q) Multilateral and bilateral development financial institution;
- r) Eligible QFIs;
- s) Insurance funds set up and managed by army, navy or air force of the Union of India;
- t) Insurance funds set up and managed by the Department of Posts, India;
- u) Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them

## APPLICATIONS NOT TO BE MADE BY

- 1. Minors (except through their Guardians)
- 2. Partnership firms or their nominations
- 3. Foreign Nationals (except NRIs)

#### 4. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non- resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

### MAXIMUM AND MINIMUM APPLICATION SIZE

#### 1. For Retail Individual Bidders

The Application must be for a minimum of 600 Equity Shares and in multiples of 600 Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed Rs.2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed Rs. 2,00,000.

#### 2. For Other Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs. 2,00,000 and in multiples of 600 Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Red Herring Prospectus.**

**The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders 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.**

### METHOD OF BIDDING PROCESS

Our Company, in consultation with the BRLM has decided the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the English national newspaper, all editions of Hindi national newspaper and in Regional newspaper where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid / Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Issue Period.

- a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be published in all editions of the English national newspaper The Indian Express, all editions of Hindi national newspaper Navbharat and in Regional newspaper Loksatta where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.
- b) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- c) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However,



the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.

- d) Except in relation to the Bids received from the Anchor Investors, The BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
- e) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
- f) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- g) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- h) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

#### **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a) Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. Provided that the Cap of the Price band shall be at least one hundred and five percent of the Floor Price. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b) Our Company in consultation with the BRLM will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d) Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.
- e) The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

#### **Participation by Associates /Affiliates of BRLM and the Syndicate Members:**

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

#### **Option to Subscribe in the Issue:**

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

#### **Information for the Bidders:**

1. Our Company and the Book Running Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) working days before the Issue Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus will be available with the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Red Herring Prospectus and/or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

#### **BIDS BY HUFs**

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

#### **BIDS BY MUTUAL FUNDS**

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10 % of its net asset value in equity shares or equity related instruments of any

single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

#### **BIDS BY ELIGIBLE NRIS**

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") Accounts, and eligible NRI Bidders bidding on a non- repatriation basis by using Resident Forms should authorize their SCSB (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Issue shall be subject to the FEMA Rules.

In accordance with the Consolidated FDI Policy, the total holding by any individual NRI, on a repatriation or non- repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall 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, on a repatriation or non- repatriation basis, shall 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 warrant. Provided that 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.

NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the UPI Circular). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circular) to apply in the Issue, provided the UPI facility is enabled for their NRE/ NRO accounts.

NRIs applying in the Issue using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application. For details of investment by NRIs, please refer chapter titled "*Restrictions on Foreign Ownership of Indian Securities*" beginning on Page No. 355 of this Red Herring Prospectus. Participation of eligible NRIs shall be subject to FEMA NDI Rules.

#### **BIDS BY FPIs**

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA NDI Rules, with effect from April 1, 2020, the aggregate FPI investment limit is the sectoral cap applicable to an Indian company as prescribed in the FEMA NDI Rules with respect to its paid-up equity capital on a fully diluted basis. Currently, the sectoral cap for retail trading of food products manufactured and/ or produced in India is 100% under automatic route.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents.

In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

The FEMA NDI Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 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 a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing off-shore derivative instruments is also required to ensure that any transfer of off-shore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

- i. such offshore derivative instruments are transferred to person subject to fulfilment of SEBI FPI Regulations; and
- ii. prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

Bids by FPIs which utilise the multi-investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI FPI Regulations (“Operational FPI Guidelines”), submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids (“MIM Bids”). It is hereby clarified that FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that utilise the multi-investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as “MIM Structure”). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

#### **BIDS BY SEBI-REGISTERED AIFS, VCFs AND FVCIS**

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, inter alia, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs. AIFs which are authorized under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Issue) until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding Equity Shares prior to Issue, shall be locked-in for a period of at least one year from the date of purchase of such Equity Shares.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

The Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

#### **BIDS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

#### **BIDS BY BANKING COMPANIES**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company’s investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated July 01, 2014, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank’s own paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company, subject to prior approval of the RBI if (i) the investee company is engaged in non- financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company’s interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate

investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid-up share capital engaged in non- financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above. The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in financial services and non- financial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves.

In terms of the Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended (i) a bank's investment in the capital instruments issued by banking, financial and insurance entities should not exceed 10% of its capital funds; (ii) banks should not acquire any fresh stake in a bank's equity shares, if by such acquisition, the investing bank's holding exceeds 5% of the investee bank's equity capital; (iii) equity investment by a bank in a subsidiary company, financial services company, financial institution, stock and other exchanges should not exceed 10% of the bank's paid-up share capital and reserves; (iv) equity investment by a bank in companies engaged in non-financial services activities would be subject to a limit of 10% of the investee company's paid-up share capital or 10% of the bank's paid-up share capital and reserves, whichever is less; and (v) a banking company is restricted from holding shares in any company, whether as pledgee, mortgagee or absolute owner, of an amount exceeding 30% of the paid-up share capital of that company or 30% of its own paid-up share capital and reserves, whichever is less. For details in relation to the investment limits under

Master Direction – Ownership in Private Sector Banks, Directions, 2016, please refer chapter titled “Key Industry Regulations” beginning on Page No. 140 of this Red Herring Prospectus.

#### **BIDS BY SCSBS**

SCSBS participating in the Issue are required to comply with the terms of the circulars issued by the SEBI dated September 13, 2012 and January 2, 2013. Such SCSBS are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBS. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

#### **BIDS BY SYSTEMICALLY IMPORTANT NBFCs**

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) the last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, directions, guidelines and circulars issued by the RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

#### **BIDS BY INSURANCE COMPANIES**

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Issue are advised to refer to the IRDAI Investment Regulations 2016, as amended, which are broadly set forth below:

- a) Equity Shares of a company: the lower of 10%\* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

\*The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 25,000,000 lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 5,000,000 lakhs or more but less than ₹ 25,000,000 lakhs.

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

#### **BIDS BY PROVIDENT FUNDS/PENSION FUNDS**

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 2,500 lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

#### **BIDS UNDER POWER OF ATTORNEY**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, Systemically Important NBFCs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, or the National

Investment Fund and provident funds with a minimum corpus of Rs. 2,500 lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our, in consultation with the BRLM, reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason therefor.

Our Company, in consultation with the BRLM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company, in consultation with the BRLM may deem fit.

#### **BIDS BY ANCHOR INVESTORS**

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- 1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least 200.00 Lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of 200.00 Lakhs
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and be completed on the same day.
- 5) Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
  - where allocation in the Anchor Investor Portion is up to 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
  - where the allocation under the Anchor Investor Portion is more than 200.00 Lakhs but upto 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor; and
  - where the allocation under the Anchor Investor portion is more than 2500.00 Lakhs: (i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/ Issue Opening Date, through intimation to the Stock Exchange.

- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Issue Closing Date. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
- 9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
- 10) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.
- 11) The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.
- 12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
- 13) Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

#### **ISSUANCE OF A CONFIRMATION NOTE (“CAN”) AND ALLOTMENT IN THE ISSUE**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

#### **Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

#### **Terms of payment**

The entire Issue price of Rs. [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

#### **Payment mechanism**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be. Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No.

SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01 2018; Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

#### **Payment into Escrow Account for Anchor Investors**

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- a. In case of resident Anchor Investors: — **Active Infrastructures Limited- Anchor Investor- R Account**
- b. In case of Non-Resident Anchor Investors: — **Active Infrastructures Limited- Anchor Investor- NR Account**

Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors

#### **Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - a) the applications accepted by them,
  - b) the applications uploaded by them
  - c) the applications accepted but not uploaded by them or
  - d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
  - (i) The applications accepted by any Designated Intermediaries
  - (ii) The applications uploaded by any Designated Intermediaries or
  - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will Issue an electronic facility for registering applications for the Issue. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bankers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

Sr. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category



6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:
  - Name of the Bidder;
  - IPO Name;
  - Bid Cum Application Form Number;
  - Investor Category;
  - PAN (of First Bidder, if more than one Bidder);
  - DP ID of the demat account of the Bidder;
  - Client Identification Number of the demat account of the Bidder;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by Bidder through the Electronic Mode, the Bidder shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/ Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Bid/ Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for

applications.

### **Build of the Book**

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Issue Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centers during the Bid/ Issue Period.

### **Withdrawal of Bids**

- a) RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

### **Price Discovery and Allocation**

- a) Based on the demand generated at various price levels, our Company in consultation with the BRLM shall finalize the Issue Price.
- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under subscription applicable to the Issuer, Bidders may refer to the RHP.
- e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

### **Illustration of the Book Building and Price Discovery Process:**

Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of Rs. 20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (Rs.)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below Rs. 22. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

## GENERAL INSTRUCTIONS

### *Do's:*

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;
4. Ensure that you have mentioned the correct ASBA Account number if you are not an RIB bidding using the UPI Mechanism in the Bid cum Application Form and if you are an RIB using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except electronic Bids) within the prescribed time;
6. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;
7. If you are an ASBA Bidder and the first applicant is not the ASBA Account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
9. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
10. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
11. RIBs bidding in the Issue to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for RIBs using the UPI Mechanism) to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;
12. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form or have otherwise provided an authorization to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of RIBs submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorize the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
15. Investors to ensure that their PAN is linked with Aadhar and are in compliance with Central Board of Direct Taxes ("CBDT") notification dated February 13, 2020 and press release dated June 25, 2021.
16. Ensure that the Demographic Details are updated, true and correct in all respects;
17. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
18. Ensure that the category and the investor status is indicated;

19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
20. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
21. Ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;
22. Ensure that when applying in the Issue using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;
23. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
24. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12.00 of the Working Day immediately after the Bid/ Issue Closing Date;
25. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;
26. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (RIBs bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in)); and
27. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.
28. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

***Don'ts:***

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid for a Bid Amount exceeding Rs. 2,00,000 (for Bids by RIBs);
3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
7. Do not submit the Bid for an amount more than funds available in your ASBA account.
8. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
9. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
10. If you are a RIB and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
12. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
13. Do not submit the General Index Register (GIR) number instead of the PAN;

14. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
15. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
16. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
17. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
18. Do not submit a Bid using UPI ID, if you are not a RIB;
19. Do not Bid on another ASBA Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
20. Do not Bid for Equity Shares in excess of what is specified for each category;
21. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;
22. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. RIBs can revise or withdraw their Bids on or before the Bid/Issue Closing Date;
23. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;
24. If you are an RIB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;
25. Do not Bid if you are an OCB; and
26. If you are a QIB, do not submit your Bid after 03.00 pm on the Bid/Issue Closing Date.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Issue or post-Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, please refer the section entitled “*General Information*” and “*Our Management*” beginning on Page No. 56 and 157 of this Red Herring Prospectus, respectively.

For helpline details of the BRLM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please refer the section titled “*General Information*” beginning on Page No. 56 of this Red Herring Prospectus.

## **GROUNDS FOR REFUND**

### **Non-Receipt of Listing Permission**

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

### **Minimum Subscription**

This offer is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the offer through the Offer Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the offer, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond 15 days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

### **Minimum Number of Allottees**

In accordance with the Regulation 268 of ICDR Regulations, the minimum number of Allottees in this Offer shall be 50.

## **MODE OF MAKING REFUNDS**

In case of ASBA applications:

Within the time prescribed under applicable law, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

Mode of making refunds for Applicants other than ASBA Applicants

The payment of refund, if any, may be done through various modes as mentioned below:

- i. NECS - Payment of refund may be done through NECS for Applicants having an account at any of the centres specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the applicant as obtained from the Depository;
- ii. NEFT - Payment of refund may be undertaken through NEFT wherever the branch of the Applicants' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Applicants through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;
- iii. Direct Credit - Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;
- iv. RTGS - Applicants having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS. The IFSC code shall be obtained from the demographic details. Investors should note that on the basis of PAN of the applicant, DP ID and beneficiary account number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants account details, IFSC code, MICR code and occupation (hereinafter referred to as "Demographic Details"). The bank account details for would be used giving refunds. Hence, Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at their sole risk and neither the Lead Manager or the Registrar to the Issue or the Escrow Collection Banks nor the Company shall have any responsibility and undertake any liability for the same; and

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres etc. Applicants may refer to Red Herring Prospectus.

## **INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND**

The Issuer shall make the Allotment within the period prescribed by SEBI. The Issuer shall pay interest at the rate of 15% per annum if Allotment is not made and refund instructions have not been given to the clearing system in the disclosed manner/instructions for unblocking of funds in the ASBA Account are not dispatched within such times as maybe specified by SEBI.

## **GROUND FOR TECHNICAL REJECTION**

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by RIBs using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in

terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

10. GIR number furnished instead of PAN;
11. Bids by RIBs with Bid Amount of a value of more than Rs. 2,00,000;
12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Bids accompanied by stock invest, money order, postal order or cash; and
14. Bids uploaded by QIBs after 4.00 p.m. on the QIB Bid/ Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchange.

Further, in case of any pre-Issue or post Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, please refer section titled “General Information” beginning on Page No. 56 of this Red Herring Prospectus.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of Rs. 100/- per day for the entire duration of delay exceeding two Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

#### **Names of entities responsible for finalising the basis of allotment in a fair and proper manner**

The authorized employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **OTHER INSTRUCTION FOR BIDDERS**

##### **Joint Applications in the case of Individuals**

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form/Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

##### **Multiple Applications**

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- a) All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications.
- b) Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of

data entry error to determine if they are multiple applications.

- c) Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of know your client's norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple applications and are liable to be rejected. The Company, in consultation with the BRLM reserves the right to reject, in its absolute discretion, all or any multiple applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple applications is given below:

- i. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII subaccounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
- ii. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

#### **PERMANENT ACCOUNT NUMBER OR PAN**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (PAN) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 02, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Bid submitted without this information will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

#### **BASIS OF ALLOCATION**

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the Issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

#### **ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The Allotment of Equity Shares to Bidders other than Retail Individual Investors may be on proportionate basis. No Retail Individual Investor will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Issue for Sale only, then minimum subscription may not be applicable.



## **BASIS OF ALLOTMENT**

### **a. For Retail Individual Bidders**

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to 20,42,400 Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than 20,42,400 Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of 600 Equity Shares and in multiples of 600 Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

### **b. For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to 16,33,200 Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than 16,33,200 Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of 600 Equity Shares and in multiples of 600 Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

### **c. For QIBs**

Bids received from QIBs Bidding in the QIB Category at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- i. In the first instance allocation to Mutual Funds for 5.13% of the QIB Portion shall be determined as follows:
  - In the event that Bids by Mutual Fund exceeds 5.13% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 5.13% of the QIB Portion.
  - In the event that the aggregate demand from Mutual Funds is less than 5.13% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
  - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b)below;
- ii. In the second instance Allotment to all QIBs shall be determined as follows:
  - In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, up to a minimum of 600 Equity Shares and in multiples of 600 Equity Shares thereafter for 5% of the QIB Portion.
  - Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, up to a minimum of 600 Equity Shares and in multiples of 600 Equity Shares thereafter, along with other QIB Bidders.
  - Under-subscription below 5% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than 600 Equity Shares.
- iii. Basis of Allotment for QIBs and NIIs in case of Over Subscribed Issue:

In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the NSE Emerge (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set for there under:

  - The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e.

the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).

- The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- For Bids where the proportionate allotment works out to less than 600 Equity Shares the allotment will be made as follows:
  - Each successful Bidder shall be allotted 600 equity shares; and
  - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- If the proportionate allotment to a Bidder works out to a number that is not a multiple of 600 equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of 600 equity shares subject to a minimum allotment of 600 Equity Shares.
- If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 600 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this Red herring Prospectus.

**d. ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)**

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:
- i. not more than 59.91 % of the QIB Portion will be allocated to Anchor Investors;
  - ii. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
  - iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:
    - a maximum number of two Anchor Investors for allocation up to ₹2 crores;
    - a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and
    - in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.
- b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

**e. In the event that the Issue Price is higher than the Anchor Investor Allocation Price:**

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors

**f. In the event the Issue Price is lower than the Anchor Investor Allocation Price:**

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/-. Investors may note

that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

#### **Issuance of Allotment Advice**

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue.

The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within two (2) working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

#### **Designated Date**

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will Issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of two (2) working days of the Bid/ Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

#### **Instructions for Completing the Bid Cum Application Form**

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com). With a view to broaden the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect from January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com).

#### **Bidder's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

#### **Submission of Bid Cum Application Form**

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the

application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

### **Communications**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre- Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE Emerge where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (three) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (two) working days of the Issue Closing Date, would be ensured and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

## **BASIS OF ALLOTMENT**

Allotment will be made in consultation NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than 600 equity shares the allotment will be made as follows:
  - a) Each successful applicant shall be allotted 600 equity shares; and
  - b) The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 600 equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 600 equity shares subject to a minimum allotment of 600 equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

## **BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION**

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100.00% of the Issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange. The Executive Director/Managing Director of the NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

**As per the RBI regulations, OCBs are not permitted to participate in the Issue. There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.**

## **DEPOSITORY ARRANGEMENTS**

### **Equity Shares in Dematerialised Form with NSDL/CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in process of entering following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) We have entered into a tripartite agreement between NSDL, the Company and the Registrar to the Issue on February 04, 2022
- b) We have entered into a tripartite agreement between CDSL, the Company and the Registrar to the Issue on April 29, 2024
- c) The Company's Equity shares bear an ("ISIN") is INE0KLO01025.

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

## **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a Pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation.

In the Pre-Issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/Issue Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

## **SIGNING OF THE UNDERWRITING AGREEMENT AND THE ROC FILING**

- a) Our Company and the Underwriter entered into an Underwriting Agreement on November 11, 2024.
- b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects.

## **INVESTOR GRIEVANCE**

In case of any pre-Offer or post-Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc.,

investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, please refer to the chapter titled “General Information” on page 56 of this Red Herring Prospectus.

## **IMPERSONATION**

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

*“Any person who:*

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least Rs.10/- Lakhs or 1.00% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years). Further, where the fraud involves an amount less than Rs. 10/- lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to Rs. 50/- Lakhs or with both.

## **UNDERTAKINGS BY OUR COMPANY**

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;
- the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/Issue Closing Date or such other time as may be prescribed by the SEBI or under any applicable law;
- if Allotment is not made within the prescribed time period under applicable law, the entire Bid amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- No further issue of the Equity Shares shall be made until the Equity Shares issued through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under- subscription, etc.
- Our Company, in consultation with the BRLM, reserves the right not to proceed with the Fresh Issue, in whole or in part thereof, to the extent of the Issued Shares, after the Bid/ Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/ Issue Closing Date or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Issue and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed; and
- if our Company, in consultation with the BRLM withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh Red Herring Prospectus with the SEBI.

## **UTILIZATION OF ISSUE PROCEEDS**

Our Board certifies that:

- all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the

Issue proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and

- Details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991, has prescribed the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on FDI through press notes and press releases.

The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, GoI, earlier known as Department of Industrial Policy and Promotion ("DPIIT") has issued, the Consolidated FDI Policy Circular of 2020 ("FDI Policy"), by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020, which consolidates and supersedes all press notes, press releases, clarifications, circulars issued by the DPIIT, which were in force as on October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and the transfer does not attract the provisions of the SEBI (SAST) Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

On October 17, 2019, the Ministry of Finance, Department of Economic Affairs, notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Issue shall be based on the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of a transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Applicant should seek independent legal advice about its ability to participate in the issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Applicant shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Issue Period.

As per the FDI policy, the sector in which our Company operates is permitted up to 100% of the paid-up share capital of such company under the automatic route. For further details, see "*Issue Procedure*" on page 326 of this Red Herring Prospectus.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

**The Equity Shares issued in the Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("U.S. Securities Act") or any state securities laws of the United States and, unless so registered, may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws of the United States. Accordingly, the Equity Shares are only being issued and sold outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where those issues and sales occur.**

**Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorized. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Red Herring Prospectus.**



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

**The above information is given for the benefit of the Bidders. Our Company and the Book Running Lead Manager are not liable for any amendments or modifications or changes in applicable laws or regulations, that may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations, seek independent legal advice about their ability to participate in the issue and ensure that the number of Equity Shares applied for does not exceed the applicable limits under laws or regulations.**

## SECTION X - MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

### THE COMPANIES ACT, 2013<sup>1</sup>

#### COMPANY LIMITED BY SHARES

#### ARTICLES OF ASSOCIATION OF ACTIVE INFRASTRUCTURES LIMITED\*

Pursuant to Schedule I of the Companies Act, and the SEBI (ICDR) Regulations, the Main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and Transmission of equity shares or debentures, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the Articles of Association and defined terms herein have the meaning given to them in the Articles of Association.

We confirm that no material clause of Article of Association has been left out from disclosure having bearing on the IPO/disclosure.

The following regulations comprised in these Articles of Association were adopted pursuant to the members' resolution passed at the Extra-Ordinary General Meeting held on June 12, 2024, in substitution for and to the entire exclusion of, the regulations contained in the existing Articles of Association of the Company.

#### *Interpretation*

1. In these Articles unless there be something in the subject matter or context inconsistent therewith:-

- (i) **"The Act"** means the Companies Act, 2013 and the applicable provisions of the Companies Act, 1956 and includes any statutory modification or re-enactment thereof for the time being in force;
- (ii) **Articles"** means Articles of Association of the Company as originally framed or altered from time to time.
- (iii) **"Beneficial Owner"** shall have the meaning assigned thereto by Section 2(1)(a) of the Depositories Act, 1996;
- (iv) **"Board or Board of Directors"** means the collective body of the Board of Directors of the Company.
- (v) **"Chairman"** means the Chairman of the Board of the Directors of the Company;
- (vi) **"The Company"** means **ACTIVE INFRASTRUCTURES LIMITED**;
- (vii) **"Depositories Act, 1996"** shall mean the Depositories Act, 1996 and include any Statutory modification or re- enactment thereof for the time being in force;
- (viii) **"Depository"** shall have the meaning assigned thereto by Section 2(1)(c) of the Depositories Act, 1996;
- (ix) **"Directors"** mean the Directors appointed to the board for the time being of the Company;
- (x) **"Dividend"** includes any interim dividend;
- (xi) **"Document"** means a document as defined in Section 2(36) of the Companies Act, 2013;
- (xii) **"Equity Share Capital"**, with reference to any Company limited by shares, means all share capital which is not preference share capital;
- (xiii) **"KMP"** means Key Managerial Personnel of the Company provided as per the relevant Section of the Act;

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<sup>1</sup> Adopted new Articles of Association by passing a special resolution by the members of the Company at an Extra Ordinary General Meeting held on June 12, 2024.

\* The name of the Company was changed from Active Infrastructures Private Limited to Active Infrastructures Limited by passing a special resolution by the members of the Company at an Extra Ordinary General Meeting held on June 12, 2024 subject to the

approval of the Registrar of Companies, Mumbai, Maharashtra.

- (xiv) **“Managing Director”** means a director who by virtue of an agreement with the Company or of a resolution passed by the Company in a general meeting or by its Board of Directors or by virtue of its Memorandum or Articles of Association is entrusted with substantial powers of management and includes a director occupying the position of managing director, by whatever name called;
- (xv) **“Month”** means Calendar month;
- (xvi) **“Office”** means the registered office for the time being of the Company;
- (xvii) **“Paid-up share capital”** or “share capital paid-up” means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the Company, but does not include any other amount received in respect of such shares, by whatever name called;
- (xviii) **“Postal Ballot”** means voting by post or through any electronic mode;
- (xix) **“Proxy”** includes an attorney duly constituted under the power of attorney to vote for a member at a General Meeting of the Company on the poll;
- (xx) **“Public Holiday”** means a Public Holiday within the meaning of the Negotiable Instruments Act, 1851 (XXVI of 1881); provided that no day declared by the Central Government to be such a holiday shall be deemed to be such a holiday in relation to any meeting unless the declaration was notified before the issue of the notice convening such meeting;
- (xxi) **“Registrar”** means the Registrar of Companies of the state in which the Registered Office of the Company is for the time being situated and includes an Additional Registrar a Joint Registrar, a Deputy Registrar, or an Assistant Registrar having the duty of registering companies and discharging various functions under this Act;
- (xxii) **“Rules”** means the applicable rules as prescribed under the relevant Section of the Act for the time being in force;
- (xxiii) **“SEBI”** means Securities & Exchange Board of India established under Section 3 of the Securities & Exchange Board of India Act, 1992;
- (xxiv) **“Securities”** means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956 (42 of 1956);
- (xxv) **“Share”** means share in the Share Capital of the Company and includes stock except where a distinction between stock and share is expressed or implied;
- (xxvi) **“Seal”** means the common seal of the Company,
- (xxvii) **“Preference Share Capital”**, with reference to any Company limited by shares, means that part of the issued share capital of the Company which carries or would carry a preferential right with respect to-a) payment of dividend, either as a fixed amount or an amount calculated at a fixed rate, which may either be free of or subject to income-tax; and (b) repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the memorandum or articles of the Company;

Words imparting the plural number also include, where the context requires or admits, the singular number, and vice versa.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

‘In writing’ and ‘written’ include printing, lithography and other modes of representing or reproducing words in a visible form.

### ***Share Capital***

2. The Authorised Share Capital of the Company should be such amount and be divided into such shares as may from time to time be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital and divide the shares in the capital of the Company (including Preferential Share Capital, if any) and to attach thereto respectively any preferential, qualified or special rights, privileges, or conditions as may be determined in accordance with these presents and to modify or abrogate any such rights, privileges, or conditions in such manner as may for the time being be permitted by the said Act.
3. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Directors who may issue, allot, or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit. Further provided that the option or right to call of shares shall not be given to any person except with the sanction of the Company in general meeting.

### ***Issue of Sweat Equity Shares***

4. Subject to provisions of Section 54 of the Act read with Companies (Share Capital and Debentures) Rules, 2014, and any other applicable provisions of the Act or any law for the time being in force, the Company may issue Sweat Equity Shares on such terms and in such manner as the Board may determine.

### ***Issue of Debentures***

5. The Company shall have powers to issue any debentures, debenture-stock or other securities at Par, discount, premium, or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending the General Meetings (but not voting on any business to be conducted), the appointment of Directors on Board and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.

### ***6. Issue of Shares by Certificates***

- i. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for registration of transfer or transmission or within such other period as the conditions of issue shall be provided,
  - a) one certificate for all his shares without payment of any charges; or
  - b) several certificates, each for one or more of his shares, upon payment of Rupees twenty for each certificate after the first
- ii. The Company agrees to issue a certificate within fifteen days of the date of lodgement of transfer, sub-division, consolidation, renewal, exchange, or endorsement of calls/allotment monies or to issue within fifteen days of such lodgement for transfer, Pucca Transfer Receipts in denominations corresponding to the market units of trading autographically signed by a responsible official of the Company and bearing an endorsement that the transfer has been duly approved by the Directors or that no such approval is necessary;
- iii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon.
- iv. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share certificate to one of several joint holders shall be sufficient delivery to all such holders.

### ***Issue of Share Certificates***

7. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on the execution of such indemnity as the Company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of Rupees twenty for each certificate.
8. Except as required by law, no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable,

contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

9. The provisions of these Articles relating to the issue of Certificates shall mutatis mutandis apply to any other securities including Debentures (except where the Act otherwise requires) of the Company.

**10. *Power to pay Commission in connection with the Securities issued***

- i. The Company may exercise the powers of paying commissions conferred by Sub-section (6) of Section 40 of the Act, provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that Section and rules made thereunder.
- ii. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under Sub-section (6) of Section 40 of the Act.
- iii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.

***Variations of Shareholder's Rights***

11. i. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48 of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- ii. To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
12. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

***Issue of Preference Shares***

13. Subject to the provisions of Sections 55 and 62 of the Act, any preference shares may with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine.

***Further Issue of shares***

14. (1) Where at any time the Company having Share Capital proposes to increase its subscribed capital by the issue of further Shares, such shares shall be offered:
- a) to persons who, at the date of the offer, are holders of equity shares of the Company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions specified in the relevant provisions of Section 42 and 62 of the Act.
  - b) to employees under a scheme of employees' stock options, subject to a special resolution passed by the Company and subject to such other conditions as may be prescribed under the relevant provisions of Sections 42 and 62 of the Act.
  - c) to any persons, if it is authorised by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the relevant provisions of Section 42 and 62 of the Act.
- (2) The notice shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.
- (3) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the Company to convert such debentures or loans into shares in the Company:

Provided that the terms of issue of such debentures or loans containing such an option have been approved, before the issue of such debentures or the raising of loan, by a special resolution passed by the Company in the General Meeting

### ***Lien***

**15. i.** The Company shall have a first and paramount lien:

- a. on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and or
- b. Every fully paid share shall be free from all lien and in the case of partly paid shares, the Company's lien shall be restricted to money called or payable at a fixed time in respect of such shares; and
- c. on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company:

Provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

- ii. The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

**16.** The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien: Provided that no sale shall be made:

- a. unless a sum in respect of which the lien exists is presently payable; or
- b. until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

**17. i.** To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

- ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- iii. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

**18. i.** The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

- ii. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

### ***Joint Holdings***

**19.** Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint tenants with benefits of survivorship subject to the following and other provisions contained in these Articles:

- a) The Company shall at its discretion, be entitled to decline to register more than three persons as the joint-holders of any share.
- b) The joint-holders of any shares shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.
- c) On the death of any such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.
- d) Any one of such joint-holders may give effectual receipts of any dividends or other moneys payable in respect of such share.
- e) Only the person whose name stands first in the Register of Members as one of the joint-holders of any share shall be entitled to delivery of the certificate, if any, relating to such share or to receive documents from the Company and any documents served on or sent to such person shall be deemed served on all the joint-holders.

- f) (i) Any one of the two or more joint-holders may vote at the General Meeting either personally or by an attorney or by proxy in respect of such shares as if they were solely entitled hereto and if more than one such joint-holders be present at any meeting personally or by proxy or by an attorney then one of such joint holders so present whose name stand first in the Register in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint-holders shall be entitled to vote in preference to a joint-holder present by an attorney or by proxy although the name of such joint-holder present by an attorney or by proxy stands first in Register in respect of such Shares.
- (ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this Clause be deemed as Joint-Holders.
- g) The provisions of these Articles relating to joint-holding of shares shall mutatis mutandis apply to any other securities including Debentures of the Company registered in Joint-names.

### ***Calls of Shares***

- 20. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the shares or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

- 21. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid in instalments.

- 22. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

- 23. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten percent per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part,

- 24. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

- 25. The Board—

(i) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(ii) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, twelve percent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

- 26. Any uncalled amount paid in advance shall not in any manner entitle the member to advance the amount, to any dividend or participation in profit or voting right on such amount remaining to be called, until such amount has been duly called up.

Provided however that any amount paid to the extent called — up, shall be entitled to proportionate dividend and voting right.

- 27. The Board may at its discretion, extend the time fixed for the payment of any call in respect of any one or more members as



the Board may deem appropriate in any circumstances.

28. The provisions of these Articles relating to call on shares shall mutatis mutandis apply to any other securities including debentures of the Company

### ***Transfer of Shares***

29. (i) The shares or other interests of any member in the Company shall be a movable property, transferable in the manner provided by the Articles.
- (ii) Each share in the Company shall be distinguished by its appropriate number.
- (iii) A Certificate under the Common Seal of the Company, specifying any shares held by any member shall be prima facie evidence of the title of the member of such shares.
30. (i) The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
31. The Board may, subject to the right of appeal conferred by Section 58 of Companies Act, 2013 and Section 22A of the Securities Contracts (Regulation) Act, 1956, decline to register, by giving notice of intimation of such refusal to the transferor and transferee within timelines as specified under the Act:
- (i) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (ii) any transfer of shares on which the Company has a lien.
- (iii) Provided however that the Company will not decline to register or acknowledge any transfer of shares on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.
- (iv) The common form of transfer shall be used by the Company.
32. The Board shall decline to recognize any instrument of transfer unless:
- (i) the instrument of transfer is in the form as prescribed in rules made under Sub-section (1) of Section 56 of the Act;
- (ii) the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer, and the instrument of transfer is in respect of only one class of shares. Provided that, transfer of shares in whatever lot shall not be refused.
- (iii) The Company agrees that when proper documents are lodged for transfer and there are no material defects in the documents except minor differences in the signature of the transferor(s), then the Company will promptly send to the first transferor an intimation of the aforesaid direct in the documents and inform the transferor that objection, if any, of the transferor supported by valid proof, is not lodged with the Company within fifteen days of receipt of the Company's letter, then the securities will be transferred;
- (iv) If the objection from the transferor with supporting documents is not reserved within the stipulated period, the Company shall transfer the securities provided the Company does not suspect fraud or forgery in the matter.
33. The Company agrees that in respect of the transfer of shares where the Company has not effected transfer of shares within 1 month or where the Company has failed to communicate to the transferee any valid objection to the transfer within the stipulated time period of 1 month, the Company shall compensate the aggrieved party for the opportunity losses caused during the period of the delay.
34. On giving not less than seven days' previous notice in accordance with Section 91 of the Act and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine.
- Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
35. The provisions of these Articles relating to the transfer of Shares shall mutatis mutandis apply to any other securities including

debentures of the Company.

### ***Register of Transfers***

36. The Company shall keep a book to be called the "Register of Transfers" and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any shares.

### ***Dematerialization of Securities***

37. (i) The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Article of these Articles.

- a) The Company shall be entitled to dematerialize its securities and to offer securities in a dematerialized form pursuant to the Depository Act, 1996.

Option for Investors: Every holder of or subscriber to securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a Depository, if permitted, by the law, in respect of any security in the manner provided by the Depositories Act, 1996, and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates for the Securities.

If a person opts to hold its Security with a Depository, the Company shall intimate such depository of the details of allotment of the Security

- b) Securities in Depository to be in fungible form:

- a. All Securities of the Company held by the Depository shall be dematerialized and be in fungible form.

- b. Nothing contained in Sections 88, 89, 112 & 186 of the Companies Act, 2013 shall apply to a Depository in respect of the Securities of the Company held by it on behalf of the beneficial owners.

- c) Rights of Depositories & Beneficial Owners: Notwithstanding anything to the contrary contained in the Act a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Security of the Company on behalf of the beneficial owner.

- d) Save as otherwise provided in (d) above, the depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.

- e) Every person holding Securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of Securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his Securities which are held by a depository

- (ii) Notwithstanding anything contained in the Act to the contrary, where Securities of the Company are held in a depository, the records of the beneficial ownership may be served by such depository to the Company by means of electronic mode or by delivery of floppies or discs.

- (iii) Nothing contained in Section 56 of the Companies Act, 2013 shall apply to a transfer of Securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

- (iv) Notwithstanding anything contained in the Act, where Securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

- (v) Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.

- (vi) The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Section 88 and other applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with the details of Shares held in physical and dematerialized forms in any media as may be permitted by law including in any form of electronic media.

- (vii) The Register and Index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, shall be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to

keep in any state or country outside India, a Register of Members for the residents in that state or Country.

#### ***Transmission of shares***

38. i. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares.
- ii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share that had been jointly held by him with other persons.
39. i. Any person becoming entitled to a share, in consequence of the death or insolvency of a member, may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either-
- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.
- ii. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
40. i. If the person so becoming entitled shall elect to be registered as the holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
- ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- iii. All the limitations, restrictions, and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
41. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share. except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:
- Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.
42. The provisions of these Articles relating to the transmission of shares shall mutatis mutandis apply to any other securities including debentures of the Company.
- No fee shall be charged for requisition of transfer, transmission, probate, succession certificate and letter of admiration, Certificate of Death or marriage, power of attorney or Similar other documents.

#### ***Forfeiture of shares***

43. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
44. The notice aforesaid shall—
- i. Name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- ii. state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
45. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
46. i. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

- ii. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
47. i. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.
- ii. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.
48. i. A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- ii. The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the shares in favour of the person to whom the share is sold or disposed of,
- ii. The transferee shall thereupon be registered as the holder of the share; and
- iii. The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the share.
49. The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.
50. Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.
51. Upon any sale, re-allotment or other disposal under the provisions of the preceding articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
52. The Board may, subject to the provision of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.
53. The Provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
54. The provisions of these articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company

***Initial Payment not to preclude forfeiture***

55. Neither a judgment in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction there under nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from proceeding to enforce forfeiture of such shares as hereinafter provided.

### ***Alteration of capital***

- 56.** The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
- 57.** Subject to the provisions of Section 61 of the Act, the Company may, by ordinary resolution-
- i. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - ii. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
  - iii. sub-divide its existing shares or any of them into shares of smaller amounts than is fixed by the memorandum;
  - iv. Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

### ***Conversion of Shares into Stock***

- 58.** Where shares are converted into stock-

i. the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

ii. the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges, and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

iii. Such of the articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

### ***Reduction of capital***

- 59.** The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law-
- i. its share capital;
  - ii. any capital redemption reserve account; or
  - iii. any securities premium account.

### ***Share warrants***

- 60.** The Company may issue share warrants subject to, and in accordance with, the provisions of the Act, and accordingly the Board may in its discretion, with respect to any share which is fully paid up, on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) of the share and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue of a share warrant.

The bearer of a share warrant may at any time, deposit the warrant in the office of the Company and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending and voting and exercising the other privileges of a member at any meeting held after the expiry of two days from the time of deposit, as if his name were inserted in the register of members as the holder of the shares including in the deposited warrants.

Not more than one person shall be recognized as a depositor of the share warrant.

The Company shall, on two days written notice, return the deposited share warrants to the depositor.

Subject herein otherwise expressly provided, no person shall, as a bearer of a share warrant, sign a requisition for calling a member of the Company or attend or vote or exercise any other privilege of a member at a meeting of the Company, or be entitled to receive any notice from the Company.

The bearer of the share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the register of members as the holders of shares included in the warrant, and he shall be a member of the Company.

The Board may from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant of coupon may be issued by way of renewal in case of defacement, loss or destruction.

### ***Capitalization of profits***

61. i. The Company in general meeting may, upon the recommendation of the Board, resolve
- a. that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
  - b. that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- ii. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
- a. paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - b. paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up bonus shares, to and amongst such members in the proportions aforesaid,
  - c. partly in the way specified in sub-clause (a) and partly in that specified in sub-clause(b);
  - d. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;
  - e. The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
62. i. Whenever such a resolution as aforesaid shall have been passed. the Board shall –
- a. make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and
  - b. generally to do all acts and things required to give effect thereto.
- ii. The Board shall have power—
- a. to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for

the case of shares becoming distributable profits; and

b. to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

iii. Any agreement made under such authority shall be effective and binding on such members.

iv. Capital paid up in advance of calls shall not confer a right to dividend or to participate in profits and shall not carry any rate of interest.

### ***Buy-back of shares***

63. Notwithstanding anything contained in these articles but subject to the provisions of Section 68 to 70 of the Act and any other applicable provision of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

### ***General Meeting***

64. All General Meetings other than the annual general meeting shall be called extra-ordinary general meetings.

65. i. The Board may, whenever it thinks fit, call an extraordinary general meeting.

ii. The General meeting including the Annual general meeting shall be convened by giving notice of clear 21 days in advance as per Section 101 of Companies Act 2013. The directors if they think fit may convene a General Meeting including the Annual General Meeting of the Company by giving a notice thereof being not less than three days if consent is given in writing or by electronic mode by not less than ninety-five percent of the members entitled to vote at such meeting.

iii. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

### ***Proceedings at general meetings***

66. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

Unless the number of members as on date of the meeting is not more than one thousand, five members personally present shall be the quorum for a general meeting of the Company.

In any other case, the quorum shall be decided as under:

a) fifteen members personally present if the number of members as on the date of the meeting is more than one thousand but up to five thousand;

b) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand.

67. The Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.

68. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

69. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
70. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

#### ***Demand for poll***

71. A declaration by the Chairman in pursuance of Section 107 of the Companies Act, 2013 that on a show of hands, a resolution has or has not been carried, either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.
72. i. Before or on the declaration of the result of the voting on any resolution of a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution or on which an aggregate sum of not less than five Lakh rupees has been paid up.
- ii. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

#### ***Time of taking poll***

73. i. A poll demanded on a question of adjournment shall be taken forthwith.
- ii. A poll demanded on any other question (not being a question relating to the election of a Chairman which is provided for in Section 104 of the Act) shall be taken at such time not being later than 48 (forty-eight) hours from the time when the demand was made, as the Chairman may direct.

#### ***Adjournment Meeting***

74. i. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- ii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- iii. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- iv. Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### ***Voting rights***

75. Subject to any rights or restrictions for the time being attached to any class or classes of shares—
- i. on a show of hands, every member present in person shall have one vote; and
- ii. on a poll, the voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company.
76. A member may exercise his vote at a meeting by electronic means in accordance with Section 108 of the Act and shall vote only once.



77. i. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
78. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
79. Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the transmission clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty-eight) hours before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.
80. Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.
81. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
82. i. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
83. No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

#### ***Casting Vote***

84. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the polls is demanded shall be entitled to a casting vote in addition to his own vote or votes to which he may be entitled as a member.

#### ***Representation of Body Corporate***

85. A body corporate (whether a Company within the meaning of the Act or not), if it is a member or creditor (including a holder of debentures) of the Company, may in accordance with the provisions of Section 113 of the Companies Act, 2013 authorise such person by a resolution of its Board of Directors as it thinks fit, to act as its representative at any meeting of the Company or of any class of members of the Company or at any meeting of creditors of the Company.

#### ***Circulation of member's***

86. The Company shall comply with provisions of Section 111 of the Companies Act, 2013, relating to the circulation of member's resolutions.

#### ***Resolution requiring special notice***

87. The Company shall comply with provisions of Section 115 of the Act relating to resolution requiring special notice.

### ***Resolutions passed at adjourned meeting***

88. The provisions of Section 116 of Companies Act, 2013 shall apply to resolutions passed at an adjourned meeting of the Company, or of the holders of any class of shares in the Company and of the Board of Directors of the Company and the resolutions shall be deemed for all purposes as having been passed on the date on which in fact they were passed and shall not be deemed to have been passed on any earlier date.

### ***Registration of resolutions and agreements***

89. The Company shall comply with the provisions of Sections 117 and 179 of the Companies Act, 2013 relating to registration of certain resolutions and agreements.

### ***Minutes of proceedings of the general meeting and of the Board and other***

90. i. The Company shall cause minutes of all proceedings of general meetings, and of all proceedings of every meeting of its Board of Directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for the purpose with their pages consecutively numbered.

ii. Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed:

- A. In the case of minutes of proceedings of the Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting.
- B. In the case of minutes of proceedings of the general meeting by the Chairman of the said meeting within the aforesaid period, of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for the purpose.
- C. In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
- D. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
- E. All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting
- F. In the case of a meeting of the Board of Directors or of a Committee of the Board, the minutes shall also contain:
- a. the names of the Directors present at the meetings, and
- b. in the case of each resolution passed at the meeting, the names of the Directors, if any dissenting from or not concurring in the resolution
- iii. Nothing contained in Clauses (a) to (d) hereof shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting:
- a. is or could reasonably be regarded, as defamatory of any person
- b. is irrelevant or immaterial to the proceedings; or
- c. in detrimental to the interests of the Company.

iv. The Chairman shall exercise absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this clause

### ***Minutes to be considered to be evidence***

91. The minutes of meetings kept in accordance with the provisions of Section 118 of the Companies Act, 2013 shall be evidence of the proceedings recorded therein.

***Publication of reports of proceedings of general meetings***

92. No document purporting to be a report of the proceedings of any general meeting of the Company shall be circulated or advertised at the expense of the Company unless it includes the matters required by Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.

***Proxy***

93. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

94. An instrument appointing a proxy shall be in the form as prescribed in the rules made under Section 105 of the Act.

95. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation, or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

***Board of Directors***

96. (i) The signatories of the Memorandum of Association and Articles of Association shall be the first directors of the Company.
- (ii) The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

97. The Directors need not hold any "Qualification Share(s)".

98. Appointment of Senior Executive as a Whole Time Director Subject to the provisions of the Act and within the overall limit prescribed under these Articles for the number of Directors on the Board, the Board may appoint any persons as a Whole Time Director of the Company for such a period and upon such terms and conditions as the Board may decide. The Senior Executive so appointed shall be governed by the following provisions:

He shall be liable to retire by rotation as provided in the Act but shall be eligible for re-appointment. His re- appointment as a Director shall not constitute a break in his appointment as Whole Time Director. He shall be reckoned as Director for the purpose of determining and fixing the number of Directors to retire by rotation. He shall cease to be a Director of the Company on the happening of any event specified in Section 164 of the Act. Subject to what is stated herein above, he shall carry out and perform all such duties and responsibilities as may, from time to time, be conferred upon or entrusted to him by Managing Director(s) and/or the Board, shall exercise such powers and authorities subject to such restrictions and conditions and/or stipulations as the Managing Director(s) and /or the Board may, from time to time determine.

Nothing contained in this Article shall be deemed to restrict or prevent the right of the Board to revoke, withdraw, alter, vary, or modify all or any such powers, authorities, duties and responsibilities conferred upon or vested in or entrusted to such whole-time directors.

- i. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day to day.
- ii. In addition to the remuneration payable to them in pursuance of the Act, the directors -may be paid all traveling, hotel and other expenses properly incurred by them—

- a. in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company;  
or
  - b. in connection with the business of the Company
- 99.** The Board may pay all expenses incurred in getting up and registering the Company.
- 100.** The Company may exercise the powers conferred on it by Section 88 with regard to the keeping of a foreign register, and the Board may (subject to the provisions of that Section) make and vary such regulations as it may think fit respecting the keeping of any such register.
- 101.** All cheques, promissory notes, drafts, hundis, bills of exchange, and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
- 102.** Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
- 103.** i. Subject to the provisions of Section 149 of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.
- ii. Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.
- 104.** Not less than two-thirds of the total number of Directors of the Company, excluding the Independent directors if any appointed by the Board, shall be persons whose period of office is liable to determination by retirement of Directors by rotation and save as otherwise expressly provided in the Act and these Articles be appointed by the Company in General Meeting.

#### ***Retirement and Rotation of Directors***

- 105.** The remaining Directors shall be appointed in accordance with the provisions of the Act.
- 106.** At the Annual General Meeting in each year one-third of the Directors for the time being as are liable to retire by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office.
- 107.** Subject to the provisions of the Act and these Articles the Directors to retire by rotation under the foregoing Article at every Annual General Meeting shall be those who have been longest in the office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Subject to the provision of the Act, a retiring Director shall retain office until the dissolution of the meeting at which his reappointment is decided or a successor is appointed.
- 108.** Subject to the provisions of the Act and these Articles, the retiring Director shall be eligible for reappointment.
- 109.** Subject to the provision of the Act and these Articles, the Company, at the Annual General Meeting at which a Director retires in the manner aforesaid may fill up the vacated office by electing the retiring Director or some other person thereto.

### ***Nominee Director***

- 110.** Notwithstanding anything to the contrary contained in these Articles, so long as any money remains owing by the Company to any of the Finance Corporation or Credit Corporation or to any other Finance Company or Body out of any loans granted by them to the Company or Body (hereinafter in this Article referred to as “the Corporation”) continue to hold debentures or shares in the Company as a result of underwriting or by direct subscription or private placement, or so long as any liability of the Company arising out of any guarantee furnished by the corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors whole time or non- whole time (which Director or Directors is/are hereinafter referred to as “Nominee Director/s”) on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their places.
- 111.** The terms and conditions of appointment of a Nominee Director/s shall be governed by the agreement that may be entered into or agreed with mutual consent with such Corporation. At the option of the Corporation such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of the Corporation such Nominee Directors shall not be liable to retirement by rotation of Directors.
- 112.** The Nominee Directors so appointed shall hold the said office only so long as any money only so long as any moneys remains owing by the Company to the Corporation or so long as the Corporation holds Shares or Debentures in the Company as a result of direct subscription or private placement or the liability of the Company arising out of any Guarantee is outstanding and the Nominee Director/s appointed in the exercise of the said power shall ipso facto vacate such office immediately, if the moneys owing by the Company to the Corporation is paid off or on the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of any Guarantee furnished by the Corporation.
- 113.** The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board meetings and/or the Meetings of the Committee of which the Nominee Director/s is/are members as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission monies, or remuneration in any form is payable to the Directors of the Company, the fees, commission, monies, and remuneration in relation to such Nominee Directors shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or by such Nominee Directors in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Directors.

Provided that if any such Nominee Directors is an Officer of the Financial Institution, the sitting fees in relation to such Nominee Directors shall also accrue to the Financial Institution as the case may be and the same shall accordingly be paid by the Company directly to the Corporation.

- 114.** Provided also that in the event of the Nominee Directors being appointed as Whole time Directors such Nominee Directors shall exercise such powers and duties as may be approved by the Lenders. Such Nominee Director/s shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Lenders.

### ***Removal of Directors***

- 115.** The Company may (subject to the provisions of the Act and other applicable provisions and these Articles) remove any Director before the expiry of his period of office after giving him a reasonable opportunity of being heard.
- 116.** Special notice as provided in the Act shall be given of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed.

**117.** On receipt of the notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a member of the Company) shall be entitled to be heard on the resolution at the meeting.

**118.** Where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company and requests its notification to members of the Company, the Company shall, if the time permits it to do so-,

- (a) in any notice of the resolution given to members of the Company state the fact of the representations having been made, and
- (b) send a copy of the representations to every member of the Company to whom the notice of the meeting is sent (whether before or after the receipt of representation by the Company) and if a copy of the representation is not sent as aforesaid due to insufficient time or for the Company's default, the director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting:

Provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the Company or of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this Sub-section are being abused to secure needless publicity for defamatory matter; and the Tribunal may order the Company's costs on the application to be paid in whole or in part by the director notwithstanding that he is not a party to it.

**119.** A vacancy created by the removal of a director under this article, if he had been appointed by the Company in a general meeting or by the Board, be filled by the appointment of another director in his place at the meeting at which he is removed, provided special notice of the intended appointment has been given as prescribed in the Act.

**120.** A director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed.

**121.** If the vacancy is not filled under clause (5) above, it may be filled as a casual vacancy in accordance with the provisions of this Act:

Provided that the director who was removed from office shall not be reappointed as a director by the Board of Directors.

**122.** Nothing in this Section shall be taken-

- a) as depriving a person removed under this Section of any compensation or damages payable to him in respect of the termination of his appointment as director as per the terms of contract or terms of his appointment as director, or of any other appointment terminating with that as director; or
- b) as derogating from any power to remove a director under other provisions of this Act.

#### ***Remuneration and sitting fees to Directors***

**123.** Subject to provisions of the Act, the Directors including Managing or Whole Time Directors shall be entitled to and shall be paid such remuneration as may be fixed by the Board of Directors from time to time in recognition of the services rendered by them for the Company.

In addition to the remuneration payable to the Directors as above, they may be paid all travelling, hotel and other expenses incurred by them.

- a. In attending and returning from meetings of the Board of Directors and committee thereof, all General Meetings of the Company and any of their adjourned sittings,
- b. In connection with the business of the Company.

124. Each Director shall be entitled to be paid out of the finds of the Company by way of sitting fees for his services not exceeding the sum of Rs. 1,00,000/- (Rupees One Lac) as may be fixed by Directors from time to time for every meeting of the Board of Directors and/ or committee thereof attended by him in addition to any remuneration paid to them. If any director being willing is appointed to an executive office either whole time or part time or be called upon to perform extra services or to make any special exertions for the purpose of the Company then subject to Section 196, 197 & 198 read with Schedule V of the Act, the Board may remunerate such Directors either by a fixed sum or by a percentage of profit or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled to.

***Powers and duties of Directors: Certain powers to be exercised by the Board only at meeting***

125. i. Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at meetings of the Board,
- a. The power to make calls on shareholders in respect of money unpaid on their shares;
  - b. The Power to authorise buy-back of securities under Section 68 of the Act;
  - c. Power to issue securities, including debenture, whether in or outside India;
  - d. The power to borrow moneys;
  - e. The power to invest the funds of company;
  - f. Power to grant loans or give guarantee or provide security in respect of loans;
  - g. Power to approve financial statements and the Board's Report;
  - h. Power to diversify the business of the Company;
  - i. Power to approve amalgamation, merger or reconstruction;
  - j. Power to take over a company or acquire a controlling or substantial stake in another Company;
  - k. Powers to make political contributions;
  - l. Powers to appoint or remove key managerial personnel (KMP);
  - m. Powers to take note of appointment(s) or removal(s) of one level below the Key Management Personnel;
  - n. Powers to appoint internal auditors and secretarial auditors;
  - o. Powers to take note of the disclosure of directors' interest and shareholding;
  - p. Powers to buy, sell investments held by the Company (other than trade investments), constituting five percent or more of the paid-up share capital and free reserves of the investee Company;
  - q. Powers to invite or accept or renew public deposits and related matters;
  - r. Powers to review or change the terms and conditions of public deposit;
  - s. Powers to approve quarterly, half-yearly and annual financial statements or financial results as the case may be.

Provided that the Board may by a resolution passed at the meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company or in the case of a branch office of the Company, a principal officer of the branch office, the powers specified in sub-clauses (d), (c) and

(f) to the extent specified in clauses (ii), (iii) and (iv) respectively on such condition as the Board may prescribe.

ii. Every resolution delegating the power referred to in sub-clause (d) of clause (i) shall specify the total amount outstanding at any one time up to which money may be borrowed by the delegate.

iii. Every resolution delegating the power referred to in sub-clause (e) of clause (i) shall specify the total amount up to which the funds of the Company may be invested and the nature of the investments, which may be made by the delegate.

iv. Every resolution delegating the power referred to in sub-clause (f) of clause (i) shall specify the total amount up to which loans may be made by the delegates, the purposes for which the loans may be made and the maximum amount up to which loans may be made for each such purpose in individual cases.

***Restriction on powers of the Board***

**126.** i. The Board of Directors of the Company shall not except with the consent of the Company in general meeting :

a) sell, lease, or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking of the whole or substantially the whole of any such undertaking;

b) remit, or give time for the repayment of any debt, due by a Director;

c) invest, otherwise than in trust securities, the amount of compensation received by it as a result of any merger or amalgamation;

d) borrow moneys, where the money to be borrowed, together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose;

or

f) contribute to *bona fide* charitable and other funds, the aggregate of which will in any financial year, exceed five percent of its average net profits during the three financial years, immediately preceding.

ii. Nothing contained in sub-clause (a) above shall affect:

a) the title of a buyer or other person who buys or takes a lease of any such undertaking as is referred to in that sub-clause in good faith and after exercising due care and caution, or

b) the selling or leasing of any property of the Company where the ordinary business of the Company consists of, or comprises such selling or leasing.

iii. Any resolution passed by the Company permitting any transaction such as is referred to in sub-clause (i) (a) above, may attach such conditions to the permission as may be specified in the resolution, including conditions regarding the rise, disposal, or investment of the sale proceeds which may result from the transaction. Provided that this clause shall not be deemed to authorise the Company to effect any reduction in its capital except in accordance with the provisions contained in that behalf in the Act.

iv. No debt incurred by the Company in excess of the limit imposed by sub-clause (d) of clause (i) above, shall be valid or effectual unless the lender proves that he advanced the loan in good faith and without the knowledge that the limit imposed by that clause had been exceeded.

**127.** Due regard and compliance shall be observed in regard to matters dealt with by or in the Explanation contained in Section 180 of the Companies Act, 2013 and in regard to the limitations on the power of the Company contained in Section 182 of the Companies Act, 2013.



### *General powers of the company vested in Directors*

128. Subject to the provisions of the Act, the management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Company is by the Memorandum of Association or otherwise authorised to exercise and do and not hereby or by the statue or otherwise directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the Act and other Act and of the Memorandum of Association and these Articles and to any regulations, not being inconsistent with the Memorandum of Association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

### *Specific Powers are given to Directors*

129. Without prejudice to the general powers conferred by Article above and the other powers conferred by these presents and so as not in any way to limit any or all of those powers and subject to the provisions of the Act and these Articles, it is hereby expressly declared that the Directors shall have the following powers:
- i. to pay and charge In the capital account of the Company and interest lawfully payable thereon under the provisions of Section 76 corresponding to Section 40 of the Companies Act, 2013;
  - ii. to purchase or otherwise acquire any lands, buildings, machinery, premises, hereditaments, property effects, assets, rights, credits, royalties, bounties and goodwill of any person, firm or Company carrying on the business which this Company is authorised to carry on, at or for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or acquisition to accept such title as the Board may believe or may be advised to be reasonable satisfactory;
  - iii. to purchase, or take on lease for any term or terms of years, or otherwise acquire any mills or factories or any land or lands, with or without buildings and outhouses thereon, situate in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit; and in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory;
  - iv. to pay for any property, rights, or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, debenture stock, or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, debenture stock or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged;
  - v. To erect, construct, enlarge, improve, alter, maintain, own rebuilt, or reconstruct any buildings, factories, offices, workshops or other structures, necessary or convenient for the purposes of the Company and to acquire lands for the purposes of the Company;
  - vi. To let, mortgage, charge, sell, or otherwise dispose of subject to the provisions of Section 180 of the Companies Act, 2013 any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as they think fit and to accept payment or satisfaction for the same in cash or otherwise, as they may think fit;
  - vii. To insure and keep insured against loss or damage by fire or otherwise, for such period and to such extent as they may think proper, all or any part of the building, machinery, goods, stores, produce, and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power;
  - viii. Subject to Section 179 of the Companies Act, 2013 to open accounts with any bank or bankers or with any Company, firm, or individual and to pay money into and draw money from any account from time to time as the Directors may think fit;
  - ix. To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the properties of the Company and its unpaid capital for the time being or in such other manner as they may think fit;
  - x. To attach to any shares to be issued as the consideration for any contract with or property acquired by the Company, or in payment for services rendered to the Company, such conditions, subject to the provisions of the Act, as to the transfer thereof as they may think fit;

xi. To accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or stock or any part thereof subject to the provisions of the Act;

xii. To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trusts and to provide for the remuneration of such trustee or trustees;

xiii. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers or otherwise concerning the affairs of the Company and also subject to the provisions of Section 180 of the Companies Act, 2013 to compound and allow time for payment or satisfaction of any debts due, or of any claims or demands by or against the Company;

xiv. Subject to the provisions of Section 180 of the Companies Act, 2013 to invest and deal with any of the moneys of the Company, not immediately required for the purpose thereof, upon such Shares, securities or investments (not being Shares in this Company) and in such manner as they may think fit, and from time to time to vary or realize such investments.

xv. Subject to such sanction as may be necessary under the Act or these Articles, to give any Director, Officer, or other person employed by the Company, an interest in any particular business or transaction either by way of commission on the gross expenditure thereon or otherwise or a share in the general profits of the Company, and such interest, commission or share of profits shall be treated as part of the working expenses of the Company.

xvi. To provide for the welfare of employees or ex-employees of the Company and their wives, widows, families, dependants or connections of such persons by building or contributing to the building of houses, dwellings, or chawls or by grants of money, pensions, allowances, gratuities, bonus or payments by creating and from time to time subscribing or contributing to provident and other funds, institutions, or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Directors shall think fit.

xvii. To establish and maintain or procure the establishment and maintenance of any contributory or non - contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments, to any persons who are or were at any time in the employment or services of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company, or who are or were at anytime Directors or officers of the Company or any such other Company as aforesaid, and the wives, widows, families and dependants of any such persons and, also to establish and subsidize and subscribe to any institution, association, clubs or funds collected to be for the benefit of or to advance the interests and well-being of the Company or of any such other Company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid;

xviii. To decide and allocate the expenditure on capital and revenue account either for the year or period or spread over the years.

xix. To appoint and at their discretion remove or suspend such Managers, Secretaries, Officers, Clerks, Agents, and servants for permanent, temporal. or special service as they may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments and require security in such instances and to such amounts as they may think fit, and from time to time provide management and transactions of the affairs of the Company in any special locality in India in such manner as they may think fit. The provisions contained in the clause following shall be without prejudice to the general powers conferred by this clause.

xx. At any time and from time to time by the power of attorney to appoint any person or persons to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities, and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as the Directors may from time to time think fit and any such appointment (if the Directors may think fit) be made in favour of any Company or the members, directors, nominees or managers of any Company or firm or otherwise in favour of any fluctuating body or person whether nominated, directly or indirectly by the Directors any such power of attorney may contain any such powers for the protection or convenience of persons dealing with such Attorneys as the Directors may think fit; and may contain powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the powers, authorities, and discretion for the time being vested in them.

xxi. To enter into all such negotiations, contracts, and rescind and/or vary all such contracts anti to execute and do all such acts,

deeds, and things in the name of on behalf of the Company, as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.

***Managing Directors Power to appoint Managing or whole time Director***

- 130.** a) Subject to the provisions of the Act and of these Articles the Board shall have the power to appoint from time to time one or more Directors as Managing Director or Managing Directors and/or Whole-time Directors of the

Company for a fixed term not exceeding five years at a time and upon such terms and conditions as the Board thinks fit and the Board may by resolution vest in such Managing Director(s)/Whole-time Director(s), such of the power hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such condition and subject to such restriction as it may determine, the remuneration of such Directors may be by way of monthly remuneration and/or fee for each meeting and/or participation in profits, or by any or all of those modes, or of any other mode not expressly prohibited by the Act;

b) Subject to the approval of shareholders in their meeting, the Managing director of the Company may be appointed and continue to hold the office of the Chairman and Managing Director or Chief Executive officer of the Company at the same time.

c) Subject to the provisions of Sections 197 & 198 of the Act, the appointment and payment of remuneration to the above Director shall be subject to approval of the members in the general meeting and of the Central Government.

***Proceedings of the Board***

- 131.** a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks run;
- b) A Director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
- 132.** The quorum for meetings of the Board/Committees shall be as provided in the Act or under the rules.
- 133.** a) Save as otherwise expressly provided in the Act, questions arising at any meeting or the Board shall be decided by a majority of votes.
- b) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
- 134.** The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.
- 135.** The participation of directors in a meeting of the Board/ Committees may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
- 136.** a) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting
- 137.** a) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such members or members of its body as it thinks fit.
- b) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- 138.** a) A committee may elect a Chairperson of its meetings.

b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

#### ***Delegation of Powers of Board to Committee***

**139.** a) A committee may meet and adjourn as it thinks fit.

b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

**140.** All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterward discovered that there was some defect in the appointment or any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

**141.** Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

#### ***Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer***

**142.** Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.

**143.** A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company Secretary, or Chief Financial Officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of Chief Executive Officer, Manager, or Chief Financial Officer.

#### ***The Seal***

**144.** a) The Board shall provide for the safe custody of the seal.

b) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least One (1) director and of the secretary or such other person as the Board may appoint for the purpose; and that the director and the secretary or such other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

#### ***Dividends***

**145.** The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

**146.** Subject to the provisions of Section 123 of the Act, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.

**147.** a. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.

b. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

### ***Dividends and Reserve***

- 148.** a) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
- b) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- c) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid: but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly
- 149.** The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
- 150.** a) Any dividend, interest, or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- 151.** Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
- 152.** Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
- 153.** No dividend shall bear interest against the Company.

Provided however that no amount outstanding as unclaimed dividends shall be forfeited unless the claim becomes barred by law and that such forfeiture, when effected, will be annulled in appropriate cases

- 154.** Where a dividend has been declared by the company but has not been paid or claimed within thirty days from the date of the declaration, the Company shall, within seven days from the date of expiry of the thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called the Unpaid Dividend Account as per provisions of Section 124 of the Act and any other pertinent provisions in rules made thereof. The Company shall transfer any money transferred to the unpaid dividend account of a Company that remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Fund known as Investor Education and Protection Fund established under Section 125 of the Act.
- 155.** The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.
- 156.** The Company shall not forfeit the unclaimed dividend amount unless the claim becomes barred by law.
- 157.** Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment, which is lost or delayed. The Company will be deemed to have made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

### ***Accounts***

**158.** a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being directors.

b) No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in a general meeting.

#### ***Inspection of Statutory Documents of the company***

#### **159. Minutes Books of General Meetings**

a) The books containing the minutes of the proceedings of any general meeting of the Company shall;

i. be kept at the registered office of the Company, and

ii. be open, during business hours to the inspection of any member without charge subject to such reasonable restrictions as the Company may, in general meetings impose so however that not less than two hours in each day are allowed for inspection.

Provided however that any person willing to inspect the minutes books of General Meetings shall intimate to the Company his willingness at least 15 days in advance.

b) Any member shall be entitled to be furnished, within seven days after he has made a request on that behalf of the Company, with a copy of any minutes referred to in Clause (a) above, on payment of Rs. 10/- (ten Rupees only) for each page or part thereof.

#### ***Register of charges***

**160.** a) The Company shall keep at its registered office a Register of Charges and enter therein all charges and floating charges specifically affecting any property or assets of the Company or any of its undertakings giving in each case the details as prescribed under the provisions of the Act.

b) The register of charges and instrument of charges, as per clause (i) above, shall be open for inspection during business hours:-

a. by any member or creditor without any payment of fees; or

b. by any other person on payment of such fees as may be prescribed,

Provided however, that any person willing to inspect the register of charges shall intimate to the Company at least 15 days in advance, expressing his willingness to inspect the register of charges, on the desired date.

**161.** a) The Board of Directors shall appoint the first Auditor of the Company within 30 days from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.

b) Appointment of Auditors shall be governed by provisions of Companies Act, 2013 and rules made there under.

c) The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board, the Board shall fix his remuneration.

The Board of Director may fill any casual vacancy in the office of the auditor and where any such vacancy continues, the remaining auditor, if any may act, but the Company in General Meeting shall fill up where such vacancy is caused by the resignation of the auditors and vacancy.

### ***Winding Up***

**162.** Subject to the provisions of Chapter XX of the Act and rules made there under:-

- i. If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
- ii. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out between the members or different classes of members.
- iii. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or others securities whereon there is any liability.

### ***Indemnity***

**163.** Every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is framed to him by the court or the Tribunal Subject to the provisions of Chapter XX of the Act and rules made there under.

### ***Secrecy***

- 164.** a) Every Director, Manager, Secretary, Trustee, Member or Debenture holder, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in or about the business of the Company shall, if so required by the Board before entering upon their duties sign a declaration pledging themselves to observe strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters which may come to their knowledge in the discharge of their duties except when required to do so by the Board or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents.
- b) No member shall be entitled to visit or inspect any works of the Company, without the permission of the Directors or to require the discovery of or any information respecting any details of the Company's trading or business or any matter which is or may be in the nature of a trade secret, mystery of trade, secret or patented process or any other matter, which may relate to the conduct of the business of the Company and which in the opinion of the directors, it would be inexpedient in the interests of the Company to disclose.
- 165.** The Company shall not give any option or right to call of shares to any person except with the sanction of the Issuer / Company in general meetings.
- 166.** The Company may issue share certificates in lieu of Sub-Division/Consolidation/split of Share Certificate

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## **SECTION XI - OTHER INFORMATION**

### **MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus, will be delivered to the ROC for registration/submission and also the documents for inspection referred to hereunder may be inspected at the Registered Office of our Company located at Riaan Tower 10th Floor, Mangalwari Road, Sadar, Sadar Bazar, Nagpur, Maharashtra, India, 440001 between 10.00 a.m. and 5 p.m. on all Working Days (Monday to Friday) from the date of the Red Herring Prospectus until the Issue Closing Date.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time, if so required, in the interest of our Company or if required by the other parties, without reference to the Equity Shareholders, subject to compliance with applicable law.

#### **MATERIAL CONTRACTS**

1. Issue Agreement dated September 11, 2024 between our Company and the Book Running Lead Manager.
2. Registrar Agreement dated September 11, 2024 between our Company and the Registrar to the Issue.
3. Market-Making Agreement dated February 17, 2025 between our Company, the Book Running Lead Manager, and Market Maker.
4. Underwriting Agreement dated 11th November, 2024 between our Company, the Book Running Lead Manager and the Underwriter.
5. Banker to the Issue Agreement dated February 17, 2025 between our Company, the Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.
6. Monitoring Agency Agreement dated February 18, 2025 between our Company and Monitoring Agency.
7. Tripartite agreement between the CDSL, our Company, and the Registrar to the Issue dated April 29, 2024.
8. Tripartite agreement between the NSDL, our Company, and the Registrar to the Issue dated February 04, 2022.

#### **MATERIAL DOCUMENTS**

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Copy of Certificate of Incorporation dated September 26, 2007, issued under the name Active Infrastructures Private Limited.
3. Copy of Fresh Certificate of Incorporation dated August 9, 2024 issued by the Registrar of Companies, consequent to the name change from Active Infrastructures Private Limited to Active Infrastructures Limited pursuant to the conversion of our Company into a Public Limited Company.
4. Resolution of the Board of Directors dated September 2, 2024 in relation to the Issue.
5. Resolution of the Shareholders of our Company, passed at the Extra Ordinary General Meeting held on September 10, 2024 in relation to the Issue.
6. Copy of Restated Consolidated Financial Statements by our Peer Reviewed Auditor for the period ended September 30, 2024 and for the year ended March 31, 2024, 2023, 2022, dated December 06, 2024 included in the Red Herring Prospectus
7. The Statement of Possible Tax Benefits dated December 09, 2024 from Statutory Auditors of our Company included in this Red Herring Prospectus.



8. Copies of Audited Financial Statements of the Company for the year ended March 31, 2024, 2023, and 2022.
9. Certificate from V S Jakhotiya & Co., Chartered Accountants, dated December 09, 2024 regarding Key Performance Indicators & Weighted Average Cost of Acquisition (WACA).
10. Certificate from V S Jakhotiya & Co, Chartered Accountants, dated February 03, 2024 regarding the Working Capital Requirement of the company.
11. Certificate from V S Jakhotiya & Co, Chartered Accountants, dated December 09, 2024 regarding the source and deployment of funds towards the objects of the Issue.
12. Certificate from V S Jakhotiya & Co, Chartered Accountants, dated December 09, 2024 regarding Capital Expenditure towards Purchase of Contruction Equipments
13. Consent of our Directors, Promoters, Company Secretary and Compliance Officer, Chief Financial Officers, Statutory and Peer Review Auditor, Banker(s) to the Company, Banker to the Issue, Book Running Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Underwriter, Monitoring Agency and Market Maker to act in their respective capacities.
14. Due Diligence Certificate dated March 13, 2025 to SEBI & NSE by the Lead Manager.
15. Approval from NSE vide letter dated February 17, 2024 to use the name of NSE in this Issue Document for listing of Equity Shares on the NSE Emerge.
16. Any of the contracts or documents mentioned in the Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without the consent of shareholders subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and/or the guidelines or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made thereunder or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Red Herring Prospectus are true and correct.

### SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-  <b>Nitesh Vinayakumar Sanklecha</b> (Managing Director) <b>DIN: 03532145</b>	Sd/-  <b>Chandrakant Waman Waikar</b> (Non-Executive, Non-Independent Director) <b>DIN: 09533456</b>
Sd/-  <b>Shreyas Sunil Raisonni</b> (Non-Executive, non-Independent Director) <b>DIN: 06537653</b>	Sd/-  <b>Akshay Bharat Thakkar</b> (Non-Executive, Independent Director) <b>DIN: 08912202</b>
Sd/-  <b>Asha Sampath</b> (Chairperson and Non-Executive, Independent Director) <b>DIN: 02160962</b>	Sd/-  <b>Gaurav Balkrishna Sharma</b> (Non-executive, Independent Director) <b>DIN: 01522240</b>

### SIGNED BY THE CFO AND CS OF OUR COMPANY

Sd/-  <b>Mr. Gautam Jain</b> (Chief Financial Officer)	Sd/-  <b>Aanchal Tembhre</b> (Company Secretary and Compliance Officer)
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**Date: March 13, 2025**

**Place: Nagpur**