



MODI'S NAVNIRMAN LIMITED

Corporate Identity Number is U45203MH2022PLC377939.

| REGISTERED OFFICE | CORPORATE OFFICE | CONTACT PERSON | EMAIL AND TELEPHONE | WEBSITE |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| Shop No. 5, CTS 947/A, Rashmi Tara Datta Mandir, Kandivali (West), Mumbai- 400067. | Shop No. 1, Rashmi Heights, M G Road, Opp. Kamla Nagar, Kandivali (West), Mumbai- 400067. | Nishi Modi Company Secretary and Compliance Officer. | Email: info@modisnirman.com Telephone: +91 – 98199 89100 | www.modisnirman.com |
| THE PROMOTERS OF OUR COMPANY | | | | |
| Dineshkumar Modi, Rashmi Modi, Mahek Modi | | | | |
| DETAILS OF ISSUE | | | | |
| Initial Public Offer of 12,60,000 Equity Shares of ₹ 10 Each (“Equity Shares”) aggregating to ₹ 2268.00 Lakhs (“The Issue”) | | | | |
| RISK IN RELATION TO THE FIRST ISSUE | | | | |
| This being the first Public Issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10 each. This Issue is being made through Fixed Price process in accordance and compliance with Chapter IX and other applicable provisions of SEBI ICDR Regulations and in terms of Rule 19(2)(b)(i) of the SCRR this Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company, as stated under “Basis of Issue Price” beginning on page no. 66 of this Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing. | | | | |
| GENERAL RISK | | | | |
| Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk 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 Prospectus. Specific attention of the investors is invited to “Risk Factors” beginning on page no. 19 of this Prospectus. | | | | |
| COMPANY'S ABSOLUTE RESPONSIBILITY | | | | |
| Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this 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 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 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 issued through this Prospectus are proposed to be listed on SME Platform of BSE Limited (“BSE”). Our Company has received an In-Principle Approval letter dated June 07, 2022 from BSE Limited for using its name in this Offer Document for listing our shares on the SME Platform of BSE Limited. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited (“BSE”). | | | | |
| LEAD MANAGER TO THE ISSUE | | REGISTRAR TO THE ISSUE | | |
|  ARYAMAN FINANCIAL SERVICES LIMITED 60, Khatau Building, Ground Floor, Alkesh Dinesh Modi Marg, Fort, Mumbai – 400 001. Tel: +91 – 22 6216 6999 Email: ipo@afsl.co.in Website: www.afsl.co.in Investor Grievance Email: feedback@afsl.co.in Contact Person: Vatsal Ganatra SEBI Registration No.: INM000011344 | |  BIGSHARE SERVICES PRIVATE LIMITED Office No. S6-2, 6 th Floor, Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre. Andheri (East), Mumbai - 400 093 Tel. No.: +91 22 6263 8200 Email: ipo@bigshareonline.com Website: www.bigshareonline.com Investor Grievance Email: investor@bigshareonline.com Contact Person: Babu Rapheal SEBI Registration No.: INR000001385 | | |
| ISSUE OPENS ON | | ISSUE CLOSES ON | | |
| JUNE 23, 2022 | | JUNE 28, 2022 | | |



MODI'S NAVNIRMAN LIMITED

Our Company was incorporated pursuant to a certificate of incorporation dated March 04, 2022 issued by the Registrar of Companies ("RoC"), Maharashtra at Mumbai following our conversion from the Modi's Navnirman Limited Liability Partnership to a Public Limited Company under the provisions of Chapter XXI of the Companies Act, 2013. The Corporate Identification Number of our Company is U45203MH2022PLC377939. For further details, please refer to the chapter "History and Certain Corporate Matters" beginning on page no. 98 of this Prospectus.

Registered Office: Shop 5, CTS 947/A, Rashmi Tara Datta Mandir, Kandivali (West) Mumbai – 400067.
Corporate Office: Shop No. 1, Rashmi Heights, M G Road, Opp. Kamla Nagar, Kandivali (West), Mumbai-400067.
Tel No.: +91 – 98199 89100; **Email:** info@modisnirman.com; **Website:** www.modisnirman.com
Contact Person: Nishi Modi, Company Secretary and Compliance Officer.
Our Promoters: Dineshkumar Modi, Rashmi Modi and Mahek Modi

| THE ISSUE | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>INITIAL PUBLIC OFFER OF 12,60,000 EQUITY SHARES OF ₹ 10 EACH ("EQUITY SHARES") OF MODI'S NAVNIRMAN LIMITED ("MNL" OR THE "COMPANY") FOR CASH AT A PRICE OF ₹ 180 PER SHARE (THE "ISSUE PRICE"), AGGREGATING TO ₹ 2268.00 LAKHS ("THE ISSUE"), OF WHICH 68,000 EQUITY SHARES OF ₹ 10 EACH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 11,92,000 EQUITY SHARES OF ₹ 10 EACH IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 29.79% AND 28.18%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.</p> | |
| <p>THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10 AND THE ISSUE PRICE IS 18 TIMES OF THE FACE VALUE</p> <p>In terms of Rule 19(2)(b)(i) of the SCRR this Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. This Issue is being made through Fixed Price process in accordance and compliance with Chapter IX and other applicable provisions of SEBI ICDR Regulations wherein a minimum 50% of the Net Issue is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including corporate bodies or institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price. Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage.</p> <p>All potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details of the respective bank accounts and / or UPI IDs, if applicable, which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page no. 295 of this Prospectus. A copy has been filed with the Registrar of Companies as required under Section 26 of the Companies Act, 2013.</p> | |
| RISK IN RELATION TO THE FIRST ISSUE | |
| <p>This being the first Public Issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10 each and the Issue Price is 18 times the face value. The Issue Price (determined and justified by our Company in consultation with the Lead Manager) as stated under "Basis for Issue Price" beginning on page no. 66 of this Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.</p> | |
| GENERAL RISKS | |
| <p>Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk 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 Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on page no. 19 of this Prospectus.</p> | |
| COMPANY'S ABSOLUTE RESPONSIBILITY | |
| <p>Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this 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 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 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 issued through this Prospectus are proposed to be listed on SME Platform of BSE Limited ("BSE"). Our Company has received an In-Principle Approval letter dated June 07, 2022 from BSE Limited for using its name in this Offer Document for listing our shares on the SME Platform of BSE Limited. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited ("BSE").</p> | |
| LEAD MANAGER TO THE ISSUE | REGISTRAR TO THE ISSUE |
|  <p>ARYAMAN FINANCIAL SERVICES LIMITED 60, Khatau Building, Ground Floor, Alkesh Dinesh Modi Marg Fort, Mumbai – 400 001 Tel No.: +91 22 6216 6999 Email: ipo@afsl.co.in Website: www.afsl.co.in Investor Grievance Email: feedback@afsl.co.in Contact Person: Vatsal Ganatra SEBI Registration No. INM000011344</p> |  <p>BIGSHARE SERVICES PRIVATE LIMITED Office No. S6-2, 6th Floor, Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre. Andheri (East), Mumbai - 400 093 Tel. No.: +91 22 6263 8200 Email: ipo@bigshareonline.com Website: www.bigshareonline.com Investor Grievance Email: investor@bigshareonline.com Contact Person: Babu Raphael SEBI Registration No.: INR000001385</p> |
| ISSUE OPENS ON | ISSUE CLOSES ON |
| JUNE 23, 2022 | JUNE 28, 2022 |

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This 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.

The words and expressions used in this Prospectus but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made there under. If there is any inconsistency between the definitions given below and the definitions contained in the General Information Document (defined hereinafter), the following definitions shall prevail.

General Terms

| Term | Description |
|----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| The Company / our Company / The Issuer | Modi's Navnirman Limited, a company incorporated under the Companies Act, 2013 and having its Registered Office at Shop no. 5, CTS 974/A Rashmi Tara Datta Mandir, Kandivali West, Mumbai-400067. |
| “we”, “us” or “our” | Unless the context otherwise indicates or implies, our Company (including the Erstwhile LLP) together with its Subsidiaries, on a consolidated basis. |

Company related Terms

| Term | Description |
|---------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| AoA/ Articles / Articles of Association | The articles of association of our Company, as amended from time to time |
| Audit Committee | The committee of the Board of Directors constituted on April 22, 2022 as our Company's Audit Committee in accordance with Section 177 of the Companies Act, 2013 |
| Auditors/Statutory Auditors | DGMS & Co., Chartered Accountants, being the current Statutory Auditors of our Company. |
| Board of Directors / Board | The Board of Directors of Modi's Navnirman Limited, including all duly constituted Committees thereof. |
| Chief Financial Officer | Chief financial officer of our Company is Mahek Modi |
| Company Secretary and Compliance Officer | The Company Secretary and Compliance officer of our Company is Nishi Modi |
| Corporate Office | Shop No. 1, Rashmi Heights, M. G. Road, Opp. Kamla Nagar, Kandivali (West), Mumbai-400067. |
| Director(s) | Director(s) of Modi's Navnirman Limited, unless otherwise specified. |
| Equity Shares | Equity Shares of our Company of Face Value of ₹ 10 each unless otherwise specified in the context thereof. |
| Equity Shareholders | Persons holding Equity Share of our Company |
| Erstwhile Limited Liability Partnership / Erstwhile LLP | Modi's Navnirman Limited Liability Partnership formed vide certificate of incorporation December 31, 2015 having LLPIN AAF-4160. |
| Group Companies | In terms of SEBI ICDR Regulations, the term “Group Companies” includes companies (other than our Promoter) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and any other companies as considered material by our Board, in accordance with the Materiality Policy, as described in “Our Group Companies” on page no. 119 of this Prospectus. |
| Independent Director(s) | The Independent Director(s) of our Company, in terms of Section 2(47) and Section 149(6) of the Companies Act, 2013. |
| ISIN | International Securities Identification Number. In this case being INE0L0L01012. |
| Key Management Personnel / KMP | Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI (ICDR) Regulations, together with the Key Managerial Personnel of our Company in terms of Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled |

| Term | Description |
|----------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | “Our Management” on page no 102 of this Prospectus. |
| Materiality Policy | Policy adopted by our Company, in its Board meeting held on April 22, 2022 for identification of group companies, material creditors and material litigations. |
| MOA / Memorandum / Memorandum of Association | The memorandum of association of our Company, as amended from time to time |
| Nomination and Remuneration Committee | The nomination and remuneration committee of our Company, constituted on April 22, 2022 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “Our Management” on page no. 102 of this Prospectus |
| Promoter(s) / Core Promoter | Dineshkumar Modi Mahek Modi Rashmi Modi |
| Promoter Group | Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1) (pp) of the SEBI (ICDR) Regulations as disclosed in the Chapter titled “Our Promoters and Promoter Group” on page no. 114 of this Prospectus |
| Registered Office | The Registered Office of our Company situated at Shop no. 5, CTS 974/A, Rashmi Tara Datta Mandir, Kandivali West, Mumbai-400067. |
| Registrar of Companies / RoC | Registrar of Companies, Mumbai at Maharashtra situated at 100, Everest, Marine Drive, Mumbai - 400 002. |
| Restated Financial Statements | The financial information of the Company which comprises of the restated statement of assets and liabilities as at March 31, 2022, 2021 and 2020, the restated statement of profit and loss and the restated cash flow statement for the years ended March 31, 2022, 2021 and 2020, and the related notes, schedules and annexures thereto included in this Prospectus, which have been prepared in accordance with Section 133 of the Companies Act, 2013, and restated in accordance with the SEBI ICDR Regulations. |
| Stakeholders’ Relationship Committee | The stakeholder’s relationship committee of our Company, constituted on April 22, 2022 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “Our Management” on page no. 102 on this Prospectus |
| wilful defaulter or a fraudulent borrower(s) | Wilful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations. |

Issue Related Term

| Term | Description |
|-----------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Abridged Prospectus | Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this behalf |
| Acknowledgement Slip | The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application Form. |
| Allot / Allotment / Allotted | Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Issue to the successful applicants, including transfer of the Equity Shares pursuant to the Issue to the successful applicants. |
| Allotment Advice | A note or advice or intimation of Allotment sent to the Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange. |
| Allottees | The successful applicant(s) to whom the Equity Shares are being / have been allotted. |
| Applicant / Investor | Any prospective investor who makes an application pursuant to the terms of the Prospectus. |
| Application Amount | The amount at which the prospective investors shall apply for Equity Shares of our Company in terms of the Prospectus. |
| Application Supported by Blocked Amount/ ASBA | An application, whether physical or electronic, used by ASBA Applicant to make an application authorizing an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB and will include applications made by RIIs using the UPI Mechanism, where the Application Amount shall be blocked upon acceptance of UPI Mandate Request by RIIs using UPI Mechanism. |
| ASBA Account | A bank account maintained with an SCSB by an ASBA Applicants, as specified in the ASBA Form submitted by ASBA Applicants for blocking the Application Amount mentioned in the relevant ASBA Form and includes the account of an RIIs which is blocked upon acceptance of a UPI Mandate Request made by the RIIs using the UPI |

| Term | Description |
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| | Mechanism. |
| ASBA Applicant(s) | Any prospective investors in the Issue who intend to submit the Application through the ASBA process. |
| ASBA Application / Application | An application form, whether physical or electronic, used by ASBA Applicants which will be considered as the application for Allotment in terms of the Prospectus. |
| ASBA Form/ Application Form | An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by the ASBA Applicants and which will be considered as an application for Allotment in terms of the Prospectus. |
| Banker(s) to the Company | Such banks which are disclosed as Bankers to our Company in the chapter titled “General Information” on page no. 46 of this Prospectus. |
| Banker(s) to the Issue | Collectively, Escrow Collection Bank, Public Issue Bank, Sponsor Bank and Refund Bank, as the case may be, which are Clearing Members and registered with SEBI as Banker to the Issue with whom the Escrow Agreement is entered and in this case being Axis Bank. |
| Banker(s) to the Issue Agreement | The agreement dated June 13, 2022 entered into amongst our Company, the Registrar to the Issue, the LM, and Banker(s) to the Issue in accordance with the UPI Circulars, transfer of funds to the Public Issue Account(s) and where applicable remitting refunds, if any, to Applicants, on the terms and conditions thereof |
| Basis of Allotment | The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue and which is described in the chapter titled “Issue Procedure” beginning on page no 295 of this Prospectus. |
| Broker Centres | Broker centres notified by the Stock Exchanges where Applicants can submit the ASBA Forms (in case of RIIs only ASBA Forms under UPI) to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Broker are available on the respective websites of the Stock Exchange. |
| Business Day | Monday to Friday (except public holidays). |
| CAN / Confirmation of Allocation Note | The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, 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 demat account. |
| Collecting Depository Participant(s) or CDP(s) | 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. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI and the UPI Circulars issued by SEBI as per the list available on the websites of Stock Exchange. |
| Collecting Registrar and Share Transfer Agents / CRTAs | 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 and the UPI Circulars issued by SEBI |
| Controlling Branches | Such branches of the SCSBs which coordinate with the Lead Manager, the Registrar to the Issue and the Stock Exchange and a list of which is available at www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time. |
| Collection Centres | Centres at which the Designated intermediaries shall accept the Application Forms, being the Designated SCSB Branch for SCSBs, specified locations for syndicate, broker centre for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs. |
| Demographic Details | The demographic details of the Applicants such as their Address, PAN, Occupation, Bank Account details and UPI ID (if applicable). |
| Depository / Depositories | A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996 i.e. CDSL and NSDL. |
| Depository Participant / DP | A depository participant as defined under the Depositories Act |
| Depositories Act | The Depositories Act, 1996, as amended from time to time. |
| Designated CDP Locations | Such locations of the CDPs where Applicants can submit the ASBA Forms and in case of RIIs only ASBA Forms with UPI. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the |

| Term | Description |
|----------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | website of the Stock Exchange. |
| Designated Date | The date on which funds are transferred from the Escrow Account and the amounts blocked by the SCSBs (in case of RIIs using UPI Mechanism, instruction issued through the Sponsor Bank) are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Prospectus, and the aforesaid transfer and instructions shall be issued only after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange. |
| Designated Intermediaries / Collecting Agent | <p>In relation to ASBA Forms submitted by RIIs authorising an SCSB to block the Application Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs.</p> <p>In relation to ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism, Designated Intermediaries shall mean syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs.</p> <p>In relation to ASBA Forms submitted by QIBs and NIBs, Designated Intermediaries shall mean SCSBs, syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs.</p> |
| Designated Market Maker | Aryaman Capital Market Limited will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations. |
| Designated Locations | RTA Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange. |
| Designated Branches | SCSB Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes Intermediaries or at such other website as may be prescribed by SEBI from time to time |
| Designated Stock Exchange | BSE Limited ("BSE") |
| Draft Prospectus | This Draft Prospectus dated May 04, 2022 issued in accordance with the SEBI ICDR Regulations. |
| Eligible NRI(s) | An NRI(s) from such a jurisdiction outside India where it is not unlawful to make an Issue or invitation under this Issue and in relation to whom the Application Form and the Prospectus will constitute an invitation to purchase the equity shares. |
| First or Sole Applicant | Applicant whose name shall be mentioned in the Application Form or the Revision Form and in case of joint Applicants, whose name shall also appear as the first holder of the beneficiary account held in joint names. |
| Foreign Institutional Investors/ FII | Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India. |
| Foreign Portfolio Investor / FPIs | Foreign Portfolio Investor as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019. |
| Fresh Issue | Fresh Issue of 12,60,000 Equity Shares of face value ₹ 10 each for cash at a price of ₹ 180 per Equity Shares aggregating ₹ 2268.00 lakhs by our Company |
| Fresh Issue Proceeds | The proceeds of the Fresh Issue as stipulated by the Company. For further information about use of the Fresh Issue Proceeds please see the chapter titled "Objects of the Issue" beginning on page no. 62 of this Prospectus |
| 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 SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, as amended by SEBI from time to time and the UPI Circulars. The General Information Document shall be available on the websites of the Stock Exchange and the LM. |

| Term | Description |
|-----------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Issue | The Initial Public Offer of up to 12,60,000 Equity Shares of face value of ₹ 10 each for cash at a price of ₹180 each (including securities premium of ₹ 170 per Equity Share) aggregating to ₹ 2268.00 lakhs. |
| Issue Agreement | The agreement dated April 21, 2022 and addendum dated June 13, 2022 entered amongst our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue |
| Issue Closing date | The date on which the Issue closes for subscription being June 28, 2022 |
| Issue Opening date | The date on which the Issue opens for subscription being June 23, 2022 |
| Issue Period | The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants can submit their Applications, including any revisions thereof |
| Issue Price | The price at which the Equity Shares are being issued by our Company in consultation with the Lead Manager being ₹ 180 per share. |
| Issue Proceeds | Proceeds to be raised by our Company through this Issue. For further information about use of the Issue Proceeds, see “Objects of the Issue” on page no. 62 of this Prospectus. |
| Issue Size | The Public Issue of 12,60,000 of Equity shares of ₹ 10 each at price of ₹ 180 per Equity share, aggregating to ₹ 2268.00 lakhs by our Company. |
| LM / Lead Manager | Lead Manager to the Issue, in this case being Aryaman Financial Services Limited |
| Listing Agreement | Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and National Stock Exchange of India Limited. |
| Lot Size | The Market lot and Trading lot for the Equity Share is 800 and in multiples of 800 thereafter; subject to a minimum allotment of 800 Equity Shares to the successful applicants. |
| Market Making Agreement | The Market Making Agreement dated June 02, 2022 and addendum dated June 13, 2022 between our Company, Lead Manager and Market Maker |
| Market Maker Reservation Portion | The Reserved portion of 68,000 Equity shares of ₹ 10 each at an Issue Price of ₹ 180 per share aggregating to ₹ 122.40 lakhs for Designated Market Maker in the Public Issue of our Company. |
| Minimum Promoters' 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 promoters' 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 https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 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 |
| Mutual Fund | Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996. |
| Net Issue | The Net Issue of 11,92,000 Equity Shares of ₹ 10 each at price of ₹ 180 per Equity Shares aggregating to ₹ 2145.60 lakhs by our Company. |
| Net Proceeds | Proceeds of the Issue that will be available to our Company, i.e. gross proceeds of the Fresh Issue, less Issue expenses to the extent applicable to the Fresh Issue. For further details regarding the use of the Net Proceeds and the Issue expenses, see “Objects of the Issue” beginning on page no. 62 of this Prospectus. |
| Non-Institutional Applicant/ NIIs | All Applicants including FPIs that are not Qualified Institutional Buyers or Retail Individual Applicants and who have Applied for Equity Shares for a cumulative amount more than ₹ 2,00,000 (but not including NRIs other than Eligible NRIs). |
| Non Resident or NRI | A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs registered with SEBI and FVCIs registered with SEBI |
| OCB / Overseas Corporate Body | Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue. |

| Term | Description |
|------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Person or Persons | Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires. |
| Prospectus | The Prospectus, dated June 18, 2022 to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013, containing, inter alia, the Issue opening and Closing date and other information. |
| Public Issue Account | A bank account opened with Bankers to the Issue under Section 40(3) of the Companies Act, 2013 to receive monies from the Escrow Account and ASBA Accounts on the Designated Date |
| Public Issue Bank | A bank which is a clearing member and registered with SEBI as a Banker to an Issue and with whom the Public Issue Account will be opened, in this case being Axis Bank. |
| Qualified Institutional Buyers / QIBs | Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations. |
| Refund Account | The account to be opened with the Refund Bank, from which refunds, if any, of the whole or part of the Application Amount to the Applicants shall be made. |
| Refund Bank(s) | The bank which is a clearing member and registered with SEBI as a Banker to an Issue and with whom the Refund Account will be opened, in this case being Axis Bank. |
| Registered Brokers | Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate eligible to procure Applications in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012 issued by SEBI. |
| Registrar Agreement | The agreement dated April 22, 2022 among our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue. |
| Registrar and Share Transfer Agents/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 the Issue | Registrar to the Issue being Bigshare Services Private Limited |
| Retail Individual Investors / RII(s) | Individual Applicants, who have Application for the Equity Shares for an amount not more than ₹ 2,00,000 in any of the applying options in the Issue (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs) |
| Revision Form | Form used by the Applicants to modify the quantity of the Equity Shares or the Applicant Amount in any of their ASBA Form(s) or any previous Revision Form(s). QIB Applicants and Non-Institutional Applicants are not allowed to withdraw or lower their Applications (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Applicants can revise their Application during the Issue Period or withdraw their Applications until Issue Closing Date. |
| Self-Certified Syndicate Bank(s) / SCSBs | The banks registered with SEBI, which offer services, (i) in relation to ASBA, where the Application Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to RIIs using the UPI Mechanism, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time. Applications through UPI in the Issue can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is appearing in the “list of mobile applications for using UPI in public issues” displayed on the SEBI website. The said list shall be updated on the SEBI website. |

| Term | Description |
|------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Specified Locations | Centres where the Syndicate shall accept ASBA Forms from Applicants and in case of RIIs only ASBA Forms with UPI, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time. |
| Sponsor Bank | Axis Bank, being the Banker to the Issue, appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the RIIs using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars. |
| Systemically Important Non-Banking Financial Company | Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations |
| TRS / Transaction Registration Slip | The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Applicant, as proof of registration of the Application. |
| Underwriters | The underwriters in this case are Aryaman Financial Services Limited and Aryaman Capital Markets Limited. |
| Underwriting Agreement | The agreement dated June 02, 2022 and addendum dated June 13, 2022 entered amongst our Company and the Underwriters. |
| “Unified Payments Interface” or “UPI” | Unified payments interface which is an instant payment mechanism, developed by NPCI |
| UPI Circulars | The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and any subsequent circulars or notifications issued by SEBI in this regard. |
| UPI ID | ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI). |
| UPI Mandate Request | A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment. |
| UPI mechanism | The Application mechanism that may be used by an RII to make an Application in the Issue in accordance the UPI Circulars to make an ASBA Applicant in the Issue |
| UPI PIN | Password to authenticate UPI transaction. |
| U.S. Securities Act | U.S. Securities Act of 1933, as amended. |
| Working Day | Any day, other than the second and fourth Saturdays of each calendar month, Sundays and public holidays, on which commercial banks in Mumbai are open for business; provided however, with reference to (i) announcement of Price Band; and (ii) Issue Period, “Working Day” shall mean any day, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and with reference to (iii) the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI circular number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, including the UPI Circulars. |

Technical / Industry related Terms

| Term | Description |
|----------|-----------------------------------------------------------|
| ASSOCHAM | The Associated Chambers of Commerce and Industry of India |
| BHK | Bedroom Hall & Kitchen |
| BMC | Brihanmumbai Municipal Corporation |
| CHSL | Co-operative Housing Society Limited |
| CII | Confederation of Indian Industry |

| Term | Description |
|-----------|-----------------------------------------------------------------|
| CREDAI | Confederation of Real Estate Developers Association of India |
| DA | Development Agreements |
| DCPR | The Development Control and Promotional Regulations 2034 |
| ERP | Enterprise Resource Planning |
| FSI | Floor Space Index |
| GHP | Good Hygienic Practices |
| JDA | Joint Development Agreement |
| JNNURM | Jawaharlal Nehru National Urban Renewal Mission |
| LOI | Letter Of Intent |
| MEP plans | Mechanical, Electrical and Plumbing plans |
| MoEFCC | Ministry of Environment, Forest and Climate Change |
| NOC | No Objection Certificate |
| NUHF | National Urban Housing Fund |
| PMAY | Pradhan Mantri Aawaas Yojana |
| REAT | Real Estate Appellate Tribunal |
| REIT | Real Estate Investment Trust |
| RERA | Real Estate Regulatory Authority |
| RMC | Ready Mix Concrete |
| SMNPL | Our subsidiary company – Shree Modi’s Navnirman Private Limited |
| Sq. Ft. | Square Feet |
| Sq. Mtrs. | Square Metres |
| TDR | Transfer of / Transferable Development Rights |
| WEO | World Economic Outlook |

Conventional Terms / General Terms / Abbreviations

| Term | Description |
|--------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| A/c | Account |
| AGM | Annual General Meeting |
| AIF | Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012 |
| AS / Accounting Standards | Accounting Standards as issued by the Institute of Chartered Accountants of India |
| ASBA | Applications Supported by Blocked Amount |
| AY | Assessment Year |
| BSE | BSE Limited |
| CAGR | Compound Annual Growth Rate |
| Category I foreign portfolio investor(s) / Category I FPIs | FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations |
| Category II foreign portfolio investor(s) / Category II FPIs | FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations |
| CDSL | Central Depository Services (India) Limited |
| CEO | Chief Executive Officer |
| CFO | Chief Financial Officer |
| CIN | Company Identification Number |
| CIT | Commissioner of Income Tax |
| Client ID | Client identification number of the Applicant’s beneficiary account |
| Companies Act | Unless specified otherwise, this would imply to the provisions of 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. |
| Companies Act, 1956 | The Companies Act, 1956, as amended from time to time |
| Companies Act, 2013 | The Companies Act, 2013 published on August 29, 2013 and applicable to the extent notified by MCA till date. |
| CSR | Corporate Social Responsibility |

| Term | Description |
|------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| CST | Central Sales Tax |
| CY | Calendar Year |
| DIN | Director Identification Number |
| DP | Depository Participant, as defined under the Depositories Act 1996 |
| DP ID | Depository Participant's identification |
| EBITDA | Earnings before Interest, Taxes, Depreciation and Amortization |
| ECS | Electronic Clearing System |
| EGM | Extraordinary General Meeting |
| EMDEs | Emerging Markets and Developing Economies |
| EPS | Earnings Per Share |
| FCNR Account | Foreign Currency Non Resident Account |
| FDI | Foreign Direct Investment |
| FEMA | Foreign Exchange Management Act, 1999, read with rules and regulations thereunder |
| FEMA Regulations | Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 |
| FIIs | Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India |
| FPIs | Foreign Portfolio Investors as defined under the SEBI FPI Regulations |
| FIPB | Foreign Investment Promotion Board |
| FVCI | Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations |
| FY / Fiscal / Financial Year | Period of twelve months ended March 31 of that particular year, unless otherwise stated |
| GDP | Gross Domestic Product |
| Gol/Government | Government of India |
| GST | Goods & Services Tax |
| HNIs | High Networth Individuals |
| HUF | Hindu Undivided Family |
| IAS Rules | Indian Accounting Standards, Rules 2015 |
| ICAI | The Institute of Chartered Accountants of India |
| ICSI | Institute of Company Secretaries of India |
| IFRS | International Financial Reporting Standards |
| IMF | International Monetary Fund |
| Indian GAAP | Generally Accepted Accounting Principles in India |
| Ind AS | Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015 |
| I.T. Act | Income Tax Act, 1961, as amended from time to time |
| IPO | Initial Public Offering |
| ISIN | International Securities Identification Number |
| KM / Km / km | Kilo Meter |
| Merchant Banker | Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 |
| MoF | Ministry of Finance, Government of India |
| MICR | Magnetic Ink Character Recognition |
| MOU | Memorandum of Understanding |
| NA / N. A. | Not Applicable |
| NAV | Net Asset Value |
| NECS | National Electronic Clearing Service |
| NEFT | National Electronic Fund Transfer |
| NOC | No Objection Certificate |
| NRE Account | Non Resident External Account |
| NRIs | A person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000 |
| NRO Account | Non Resident Ordinary Account |
| NSDL | National Securities Depository Limited |

| Term | Description |
|--------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| NSE | National Stock Exchange of India Limited |
| OCB / Overseas Corporate Body | A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60.00% by NRIs including overseas trusts, in which not less than 60.00% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA |
| p.a. | per annum |
| P/E Ratio | Price/Earnings Ratio |
| PAC | Persons Acting in Concert |
| PAN | Permanent Account Number |
| PAT | Profit After Tax |
| PLR | Prime Lending Rate |
| RBI | Reserve Bank of India |
| Regulation S | Regulation S under the U.S. Securities Act |
| RoC | Registrar of Companies |
| ROE | Return on Equity |
| RONW | Return on Net Worth |
| Rupees / Rs. / ₹ | Rupees, the official currency of the Republic of India |
| RTGS | Real Time Gross Settlement |
| SCRA | Securities Contract (Regulation) Act, 1956, as amended from time to time |
| SCRR | Securities Contracts (Regulation) Rules, 1957, as amended from time to time |
| SEBI | Securities and Exchange Board of India |
| SEBI Act | Securities and Exchange Board of India Act, 1992 |
| SEBI AIF Regulations | Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended from time to time. |
| SEBI FII Regulations | Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time. |
| SEBI FPI Regulations | Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended from time to time. |
| SEBI FVCI Regulations | Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time. |
| 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 Regulations, 2015 / SEBI Listing Regulations | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. |
| SEBI SAST Regulations | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time. |
| SEBI VCF Regulations | Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed by the SEBI AIF Regulations |
| Sec. | Section |
| Securities Act | U.S. Securities Act of 1933, as amended |
| SICA | Sick Industrial Companies (Special Provisions) Act, 1985 |
| STT | Securities Transaction Tax |
| Takeover Regulations | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time. |
| TIN | Taxpayers Identification Number |
| TDS | Tax Deducted at Source |
| UPI | Unified Payments Interface, a payment mechanism that allows instant transfer of money between any two persons bank account using a payment address which uniquely identifies a person's bank account |
| US/United States | United States of America |
| USD/ US\$/ \$ | United States Dollar, the official currency of the United States of America |
| VAT | Value Added Tax |
| VCF / Venture Capital Fund | Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India. |

CERTAIN CONVENTIONS; PRESENTATION OF FINANCIAL INDUSTRY AND MARKET DATA

Certain Conventions

All references to “India” contained in this Prospectus are to the Republic of India. In this Prospectus, our Company has presented numerical information in “lakhs” units. One represents 1,00,000.

Financial Data

Unless stated otherwise, the financial information in this Prospectus is derived from our Restated Financial Statements. Certain additional financial information pertaining to our Group Company is derived from its financial Statements. The Restated Financial Statements included in this Prospectus are for the period ended March 31, 2022, 2021 and 2020 and have been prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI (ICDR) Regulations. For further information, see please refer “Financial Information” beginning on page no. 121 of this Prospectus.

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

Our Company’s financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the 12-month period ended on March 31 of that year. Unless stated otherwise, or the context requires otherwise, all references to a “year” in this Prospectus are to a calendar year.

There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly, to what extent, the financial statements included in this 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 Prospectus should accordingly be limited.

Unless the context otherwise indicates, any percentage amounts, as set forth in “Risk Factors”, “Our Business” and “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” on page nos. 19, 72 and 149 respectively, of this Prospectus, and elsewhere in this Prospectus have been calculated on the basis of the Restated Financial Statements of our Company.

Currency and Units of Presentation

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

This Prospectus may contain conversions of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI Regulations. These conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate

Definitions

For definitions, please refer the Chapter titled “*Definitions and Abbreviations*” on page no. 1 of this Prospectus. In the Section titled “*Main Provisions of the Articles of Association of our Company*” beginning on page no. 313 of this Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

Industry and Market Data

Unless stated otherwise, the industry and market data and forecasts used throughout this Prospectus has been obtained from industry sources as well as Government Publications. Industry sources as well as Government 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 and underlying assumptions are not guaranteed and their reliability cannot be assured.

Further, the extent to which the industry and market data presented in this Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

FORWARD-LOOKING STATEMENTS

All statements contained in this Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Prospectus regarding matters that are not historical facts. Investors can generally identify forward-looking statements by the use of terminology such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “may”, “will”, “will continue”, “will pursue”, “contemplate”, “future”, “goal”, “propose”, “will likely result”, “will seek to” or other words or phrases of similar import. All forward looking statements (whether made by us or any third party) are predictions and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Further the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries in India in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and overseas which have an impact on our business activities or investments, the monetary and fiscal policies of India and other jurisdictions in which we operate, inflation, deflation, unanticipated volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence. Other important factors that could cause actual results to differ materially from our expectations, include, but are not limited to, the following:

- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Inability to identify the new premises may adversely affect the operations, finances and profitability of the Company;
- Uncertainty regarding the real estate market, land prices, economic conditions and other factors beyond our control;
- Inability to identify or effectively respond to consumer needs, expectations or trends in a timely manner;
- Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various projects;
- Volatility of Loan interest rates and inflation;
- Our failure to keep pace with rapid changes in technology;
- Our ability to meet our further capital expenditure requirements;
- Fluctuations in operating costs;
- Our ability to attract and retain qualified personnel;
- Conflict of Interest with affiliated companies, the promoter group and other related parties;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in government policies and regulatory actions that apply to or affect our business;
- The performance of the financial markets in India and globally;
- The occurrence of natural disasters or calamities; and
- Failure to successfully upgrade our products and service portfolio, from time to time.

For further discussions of factors that could cause our actual results to differ, please refer the section titled “*Risk Factors*”, “*Business Overview*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page nos. 19 , 72 and 149 of this Prospectus, respectively.

Neither our Company, our Directors, our Promoter, the BRLMs nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to

reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company will ensure that investors in India are informed of material developments from the date of this Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges.

SECTION II – SUMMARY OF OFFER DOCUMENT

A. Summary of Business

The Modi Group is an established Mumbai based group having its presence in the construction industry for more than a decade. As on the date of this Prospectus, our Company, our subsidiary (SMNPL) and proprietary concern of our promoters (Modis Nirman) have constructed and delivered possession of approximately 1.45 lakhs sq. ft. of carpet area of residential units. (This translates into a constructed area i.e. 2.10 lakhs sq. ft). Our Company, Modi's Navnirman Limited was originally incorporated as a Limited Liability Partnership in the name and style of Modi's Navnirman LLP on December 31, 2015 and was subsequently converted into a "Public Limited" on March 04, 2022 with a view to corporatize the group's activities in the real estate sector.

For further details, please see "Our Business" on page no. 79 of this Prospectus.

Summary of Industry

Real estate sector is one of the most globally recognized sectors. The growth of this sector is well complemented. The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy. By 2040, real estate market will grow to Rs. 65,000 crore (US\$ 9.30 billion) from Rs. 12,000 crore (US\$ 1.72 billion) in 2019. Real estate sector in India is expected to reach US\$ 1 trillion in market size by 2030, up from US\$ 200 billion in 2021 and contribute 13% to the country's GDP by 2025.

B. Our Promoter

The Promoters of our Company are Dineshkumar Modi, Rashmi Modi and Mahek Modi.

C. Size of Issue

| | |
|---------------------------------|-------------------------------------------------------------------------------------------------------------|
| Issue | 12,60,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 180 per share, aggregating to ₹ 2268.00 lakhs |
| of Which: | |
| Market Maker Reservation | 68,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 180 per share, aggregating to ₹ 122.40 lakhs |
| Net Issue | 11,92,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 180 per share, aggregating to ₹ 2145.60 lakhs |

D. Object of the Issue

The fund requirements for each of the Object of the Issue are stated as below:

(₹ in lakhs)

| Sr. No. | Particulars | Amount to be funded from the Net Proceeds | Amount to be deployed from the Net Proceeds in FY 2022-23 |
|--------------|-------------------------------------------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------|
| 1. | Investment in subsidiary company – SMNPL for Repayment of its outstanding unsecured loans | 1,779.00 | 1,779.00 |
| 2. | General Corporate Purpose | 421.00 | 421.00 |
| Total | | 2,200.00 | 2,200.00 |

E. Pre-Issue Shareholding of our Promoters, Promoter Group as a percentage of the paid-up share capital of the Company

Set forth is the Pre Issue shareholding of our Promoters, Promoter Group as a percentage of the paid-up share capital of the Company

| Sr. No. | Category of Promoters | Pre-Issue | | Post- Issue | |
|-----------|-----------------------|----------------------|--------------------------------------|----------------------|---------------------------------------|
| | | No. of Equity Shares | Percentage of pre- issue capital (%) | No. of Equity Shares | Percentage of post- issue capital (%) |
| Promoters | | | | | |
| 1 | Dineshkumar Modi | 14,02,692 | 47.23% | 14,02,692 | 33.16% |

| Sr. No. | Category of Promoters | Pre-Issue | | Post- Issue | |
|----------------------------------------------------------------------------------|-----------------------|----------------------|--------------------------------------|----------------------|---------------------------------------|
| | | No. of Equity Shares | Percentage of pre- issue capital (%) | No. of Equity Shares | Percentage of post- issue capital (%) |
| 2 | Rashmi Modi | 8,31,235 | 27.99% | 8,31,235 | 19.65% |
| 3 | Mahek Modi | 7,35,073 | 24.75% | 7,35,073 | 17.38% |
| Promoter Group (as per defined by Reg. 2(1)(pp) of SEBI ICDR Regulations) | | | | | |
| 1 | Payal Sheth | 250 | 00.01% | 250 | 00.01% |
| 2 | Rinkle Doshi | 250 | 00.01% | 250 | 00.01% |
| Total Promoters & Promoter Group Holding | | 29,69,500 | 99.98% | 29,69,500 | 70.20% |
| Total Paid up Capital | | 29,70,000 | 100.00% | 42,30,000 | 100.00% |

F. Summary of Restated Financial Statement

(₹ in lakhs)

| Particulars | For the year ended March 31, | | |
|-------------------------------------------------------------------------------------------|------------------------------|----------|----------|
| | 2022 | 2021 | 2020 |
| Share Capital | 297.00 | 297.00 | 297.00 |
| Net Worth | 381.25 | 296.23 | 297.00 |
| Total Income | 1,151.07 | 1,322.34 | 2,195.46 |
| Profit after Tax | 132.70 | 37.83 | 139.78 |
| Basic & Diluted EPS | 4.47 | 1.27 | 4.71 |
| Net Asset Value Per Share (₹)-based on actual no. of equity shares at the end of the year | 12.84 | 9.97 | 10.00 |
| Total Borrowings | 1,887.44 | 108.44 | 1,887.44 |

G. There are no Auditor's Qualifications in any of the Financial Statements of the Company.

H. Summary of Outstanding Litigation are as follows

| Sr. No. | Nature of Case | No. of Outstanding cases | Amount in dispute/demanded to the extent quantifiable (in ₹) |
|-----------|--------------------------------------------------------------|--------------------------|--------------------------------------------------------------|
| I. | Litigations by our Directors/Promoters/ Group Company | | |
| (a) | Direct Tax Liabilities | 1 | 4.90 |
| (b) | Indirect Tax Liabilities | 1 | 42.44 |

I. Investors should read chapter titled "Risk Factors" beginning on page no. 19 of this Prospectus to get a more informed view before making any investment decisions.

J. Summary of contingent liabilities

There are no material contingent liabilities as of March 31, 2022.

K. Summary of Related Party Transactions

Our Company has entered into certain transactions with our related parties including our Promoters, Promoter Group, Directors and their relatives as mentioned below:

(₹ in lakhs)

| Particulars | Financial Year Ended March | | |
|--------------------------------------|----------------------------|--------------|------------|
| | 2022 | 2021 | 2020 |
| | Consolidated | Consolidated | Standalone |
| Income & Expenses : | | | |
| | | | |
| Income from Modi's Nirman | 175.00 | - | - |
| (Sub -Total - Incomes Earned) | 175.00 | - | - |

| Particulars | Financial Year Ended March | | |
|----------------------------------------|----------------------------|-----------------|-----------------|
| | 2022 | 2021 | 2020 |
| | Consolidated | Consolidated | Standalone |
| %age of Total Income | 15.56% | 0.00% | 0.00% |
| | | | |
| Remuneration | 100.00 | 85.00 | 25.00 |
| Interest on Loan | - | 6.00 | 4.75 |
| (Sub -Total - Expenses) | 100.00 | 91.00 | 29.75 |
| Total Expense as per Restated | 964.13 | 1,271.21 | 2,001.81 |
| %age of Total Expenses) | 10.37% | 7.16% | 1.49% |
| | | | |
| Balances at the end of the Year | | | |
| | | | |
| Investments in Subsidiary | 1.00 | 1.00 | - |
| Advances given to Related Parties | 552.35 | 522.25 | 121.15 |
| Sub Total (Assets) | 553.35 | 523.25 | 121.15 |
| Total Asset as per Restated | 3,098.29 | 735.21 | 998.48 |
| % age of Total Assets | 17.86% | 71.17% | 12.13% |
| | | | |
| Share Capital | 296.95 | 296.95 | 0.50 |
| Borrowings taken from Related Parties | 1,572.44 | 3.50 | 250.23 |
| Sub Total (Liabilities) | 1,869.39 | 300.45 | 250.73 |
| Liabilities as per Restated BS | 3,098.29 | 735.21 | 998.48 |
| % age of Total Liabilities | 60.34% | 40.87% | 25.11% |

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

M. The weighted average price of acquisition of Equity Shares by our Promoter in last one year preceding the date of this Prospectus is below:

| Name of Promoter | Average price of Acquisition (₹) |
|------------------|----------------------------------|
| Dineshkumar Modi | 10.00 ⁽¹⁾ |
| Rashmi Modi | 10.00 ⁽¹⁾ |
| Mahek Modi | 10.00 ⁽¹⁾ |

⁽¹⁾ These shares were acquired by our Promoters as part of his subscription to MoA upon conversion of the Erstwhile LLP into a Company.

N. The average cost of acquisition of Equity Shares by our Promoter is:

| Name of Promoter | Average price of Acquisition (₹) |
|------------------|----------------------------------|
| Dineshkumar Modi | 10.00 ⁽¹⁾ |
| Rashmi Modi | 10.00 ⁽¹⁾ |
| Mahek Modi | 10.00 ⁽¹⁾ |

⁽¹⁾ These shares were acquired by our Promoters as part of his subscription to MoA upon conversion of the Erstwhile LLP into a Company.

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

- P.** Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Prospectus except as stated under chapter titled “*Capital Structure*” beginning from page 55 of this Prospectus.
- Q.** Our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Prospectus except as stated under chapter titled “*Capital Structure*” beginning from page 55 of this Prospectus.
- R.** Our Company has not applied or received any exemption from complying with any provisions of Securities Law by SEBI.

SECTION III – RISK FACTORS

An investment in Equity Shares involves a high degree of financial risk. You should carefully consider all information in this Prospectus, including the risks described below, before making an investment in our Equity Shares. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, as well as the other risks and uncertainties discussed in this Prospectus, could have a material adverse effect on our business and could cause the trading price of our Equity Shares to decline and you may lose all or part of your investment.

This Prospectus also contains forward-looking statements that involve risks and uncertainties. We have described the risks and uncertainties that our management believes are material, but these risks and uncertainties may not be the only ones we face. Additional risks and uncertainties, including those we are not aware of or deem immaterial, may also result in decreased revenues, increased expenses or other events that could result in a decline in the value of our Equity Shares. In making an investment decision, prospective investors must rely on their own examination of our Company and the Issue, including the merits and risks involved. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. Investors should not invest in this Issue unless they are prepared to accept the risk of losing all or part of their investment, and they should consult their tax, financial and legal advisors about the particular consequences to you of an investment in the Equity Shares.

To obtain a better understanding of our business, you should read this section in conjunction with other chapters of the Prospectus, including the chapters titled “Our Business”, Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Industry Overview” and “Financial Information” on page nos. 79, 149, 72 and 121 respectively of this Prospectus, together with all other financial information contained in the Prospectus. 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 Prospectus.

Unless otherwise stated, the financial data in this chapter is derived from our Restated Financial Statements for the period ended March 31, 2022, 2021 and 2020 as included in “Financial Information” on page no. 121 of this Prospectus.

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 Company, its Directors, its Promoters and its Subsidiary are parties to certain legal proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.***

Our Company, its Directors, its Promoters and its Subsidiary are parties to certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts, tribunals and forums. Mentioned below are the details of the proceedings involving our Company, its Directors, its Promoters and its Subsidiary as on the date of this Prospectus along with the amount involved, to the extent quantifiable, based on the materiality policy for litigations, as approved by the Company in its Board meeting held on April 22, 2022.

| Sr. No. | Nature of Case | No. of Outstanding cases | Amount in dispute/demanded to the extent quantifiable (in ₹) |
|---------|--------------------------------------------------------------|--------------------------|--------------------------------------------------------------|
| II. | Litigations by our Directors/Promoters/ Group Company | | |

| Sr. No. | Nature of Case | No. of Outstanding cases | Amount in dispute/demanded to the extent quantifiable (in ₹) |
|---------|--------------------------|--------------------------|--------------------------------------------------------------|
| (c) | Direct Tax Liabilities | 1 | 4.90 |
| (d) | Indirect Tax Liabilities | 1 | 42.44 |

There can be no assurance that these litigations will be decided in favour the Company, its Directors, its Promoters and Subsidiary, respectively, and consequently it may divert the attention of our management and Promoters and waste our corporate resources and we may incur significant expenses in such proceedings and may have to make provisions in our financial statements, which could increase our expenses and liabilities. If such claims are determined against us, there could be a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares. For the details of the cases please refer the chapter titled “*Outstanding Litigations and Material Developments*” on page no. 267 of this Prospectus.

2. *We require certain approvals and licenses in the ordinary course of business and are required to comply with certain rules and regulations to operate our business, and the failure to obtain, retain and renew such approvals and licences in timely manner or comply with such rules and regulations or at all may adversely affect our operations.*

We require several statutory and regulatory permits, licenses and approvals to operate our business. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Non-renewal of the said permits and licenses would adversely affect our Company’s operations, thereby having a material adverse effect on our business, results of operations and financial condition. There can be no assurance that the relevant authorities will issue any of such permits or approvals in the time-frame anticipated by us or at all.

For e.g., our Company and also our subsidiary has applied for their respective Certificate of Registration issued under Section 7 (2) of the Contract Labour (Regulation & Abolition) Act, 1970 and the same is not yet approved. Further, Our Company and also our subsidiary has not obtained Certificate of Registration under Section 7(3) of the Building and other Construction Work (Regulation of Employment and Condition of Service) Act, 1996, Registration Certificate of Establishment under the Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017 for its respective registered office. Also our Company has not obtained Registration Certificate of Establishment under the Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017 for its corporate office However, till date no penalty has been levied on the Company in respect of the above non-compliances.

Further, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. For further details, please see chapters titled “*Key Regulations and Policies*” and “*Government and Other Key Approvals*” at page nos. 88 and 272 respectively of this Prospectus.

3. *Our ability to obtain suitable development sites and generate revenue could be adversely affected by any changes to the redevelopment schemes currently in effect in Mumbai*

Both of our project that we have developed to date in Mumbai, has been developed on land over which we obtained development rights through our participation redevelopment projects in Mumbai. Our redevelopment projects are contained in the Development Control & Promoter Regulations 2034 (the “DCPR”) promulgated by the Municipal Corporation of Greater Mumbai in exercise of its powers under the Maharashtra Regional and Town Planning Act, 1966 (the “Town Planning Act”). As compensation for the construction of this housing, we receive development rights from the Society over the land of the society for the construction of buildings on the land which we may use in connection with the project and may sell to third parties. We get approximately more than 50% share in the redevelopment project.

Our ability to obtain suitable building sites for our projects in Mumbai in the future, and our cost of acquiring development rights over such sites, could be adversely affected by any changes to the Redevelopment Scheme, the DCPR, the Town Planning Act or any changes in their interpretation or

implementation. If the Redevelopment schemes in effect in Mumbai were to significantly change or be terminated, we may be required to purchase developable land from third parties at significantly increased cost, and may not be able to acquire development rights over sufficient suitable land at acceptable cost for our future development projects.

- 4. *We generate our entire sales from our operations in certain geographical regions of Western Suburb area of Mumbai, Maharashtra and any adverse development affecting our operations in these regions could have an adverse impact on our revenue and results of operations.***

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

Further, we may not be able to leverage our experience in Western Suburb area of Mumbai region to expand our operations in other parts of India. Any inability to acquire project for redevelopment may affect our future project planning and may require us to move to other geographical location and thus pose additional risks. In addition as we enter new markets and geographical areas, we are likely to compete not only with national developers, but also local developers who have an established local presence, are more familiar with local regulations, business practices and customs, have stronger relationships with local contractors, suppliers, relevant government authorities and who are in a stronger financial position than us.

- 5. *We rely on independent third party service providers and contractors to execute various parts of our projects and any failure on their part to perform their obligations could adversely affect our business, results of operations, and cash flows.***

We utilize various independent service providers and contractors to execute our projects. For e.g. we employ third party Architects for the designing and planning of our projects. Also, many of our regulatory requirements and approvals are outsourced to third party consultancy firms who liaison with various government authorities on our behalf. Further, we constantly require labour for our construction work and the same are procured on contractual basis including contacting for electrical, plumbing and other such tasks.

If a service provider or contractor fails to perform its obligations satisfactorily or within the prescribed time periods with regard to a project, or terminates its arrangement with us, we may be unable to develop the project with our intended quality, within the intended timeframe and at the pre-estimated cost. If this occurs, we may be required to incur additional cost or time to develop the property to appropriate quality standards in a manner consistent with our development objective, which could result in reduced profits or, in some cases, significant penalties and losses which we may not be able to recover from the relevant service provider or independent contractor. We cannot assure you that the services rendered by any of our independent contractors will always be satisfactory or match our requirements for quality. In addition, we may be subject to claims in relation to defaults and late payments to our contractors, which may adversely affect our business, results of operations, and cash flows.

- 6. *Our Company and its subsidiary has availed ₹ 1,887.44 lakhs as unsecured loan which are repayable on demand. Any demand from the lenders for repayment of such unsecured loan may affect our cash flow and financial condition. Further we intend to utilise some pf the net proceeds raised from this issue to repay these loans taken by our subsidiary from its Directors and other known parties from time to time.***

Our Company as per the Restated Financial Information as on March 31, 2022 has availed total sum of ₹ 1,887.44 lakhs as unsecured loan which may be recalled at any time. Sudden recall may disrupt our operations and also may force us to opt for funding at higher interest rates, resulting in higher financial burden. Further, we will not be able to raise funds at short notice and thus result in shortage of working capital fund. For further details, please refer to the section “Unsecured Loans” under “Financial Statements” beginning on page no. 121 of this Prospectus. Any

demand for the repayment of such unsecured loan, may adversely affect our cash flow and financial condition. Further, in order to ensure that we maintain a healthy low debt balance sheet, we intend to utilise some of the Net Proceeds raised from this Issue to repay these loans taken by our subsidiary from its Directors and other known parties from time to time. For further details please refer the chapter “*Objects of the Issue*” on page no. 62 of this Prospectus.

7. *We have reported negative net cash flows in the past and may do so in the future.*

The details of Cash flows of the Company as per restated financial statement are as follows:

(₹ in lakhs)

| Particulars | For the year ended March 31, | | |
|-----------------------------------------|------------------------------|---------|----------|
| | 2022 | 2021 | 2020 |
| Net Cash flow from Operating activities | (1,700.88) | (17.21) | 828.54 |
| Net Cash Flow from Investing Activities | (9.33) | 0.24 | 1.42 |
| Net Cash Flow from Financing Activities | 1,784.84 | 54.97 | (849.26) |

For details, please refer “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations of our Company*” on page no. 149 of this Prospectus.

If our Company is not able to generate sufficient cash flows, our Company may not be able to generate sufficient amounts of cash flow to finance our Company’s working capital, make new capital expenditure, pay dividends, make new investments or fund other liquidity needs which could have a material adverse effect on our business and results of operations.

8. *Changing laws, rules and regulations and legal uncertainties, including the withdrawal of certain benefits or adverse application of tax laws, may adversely affect our business, prospects and results of operations.*

In India, our business is governed by various laws and regulations including the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013, the RERA and the rules made thereunder, including state specific rules like, the Maharashtra Tenancy and Agricultural Lands Act, 1948, the Maharashtra Land Revenue Code, 1966 and rules made thereunder, the Indian Stamp Act, 1899, the Maharashtra Regional and Town Planning Act, 1966, the Maharashtra Stamp Act, 1958, the Indian Registration Act, 1908, the Maharashtra Ownership of Flats (Regulation of the Promotion, Construction, Sale, Management and Transfer) Act, 1963, the Environment (Protection) Act, 1986 and the Consumer Protection Act, 1986. Our business could be adversely affected by any change in laws, municipal plans or interpretation of existing laws, or promulgation of new laws, rules and regulations applicable to us.

The Government has introduced several incentives to promote the construction and development of affordable housing. A certain portion of our portfolio may qualify for tax benefits such as 100% deduction of tax on profit and lower GST on affordable housing under the Government’s affordable housing initiative. For further details, see “*Statement of Tax Benefits*” on page no. 69 of this Prospectus. There are also various tax benefits under the Income Tax Act which are available to the purchasers of residential premises who incur loans from banks or other financial institutions. We or our customers may not be able to realize these benefits if there is a change in law or in interpretation of law resulting in the discontinuation or withdrawal of these tax benefits. This could adversely affect the ability or willingness of our customers to purchase residential apartments. Some of these benefits and incentives which we currently enjoy could also be limited to specific periods, and we cannot assure you that we can continue to avail of these benefits and incentives beyond the relevant expiration periods.

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

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

law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect our business, prospects and results of operations.

9. *The extent to which the Coronavirus disease (COVID-19) may affect our business and operations in the future is uncertain and cannot be predicted.*

During the first half of calendar year 2020, COVID-19 spread to a majority of countries across the world, including India. The COVID-19 pandemic has had, and may continue to have, significant repercussions across local, national and global economies and financial markets. In particular, a number of governments and organizations have revised GDP growth forecasts for calendar year 2020 downward in response to the economic slowdown caused by the spread of COVID-19

The global impact of the COVID-19 pandemic has been rapidly evolving and public health officials and governmental authorities have responded by taking measures, such as prohibiting people from assembling in large numbers, instituting quarantines, restricting travel, issuing “stay-at-home” orders and restricting the types of businesses that may continue to operate, among many others. On March 14, 2020, India declared COVID-19 as a “notified disaster” and imposed a nationwide lockdown beginning on March 25, 2020. The lockdown lasted until May 31, 2020, and has been extended periodically by varying degrees by state governments and local administrations. The lifting of the lockdown across various regions has been regulated with limited and progressive relaxations being granted for movement of goods and people in other places and calibrated re-opening of businesses and offices.

Despite the lifting of the lockdown, there is significant uncertainty regarding the duration and long-term impact of the COVID-19 pandemic, as well as possible future responses by the Government, which makes it impossible for us to predict with certainty the impact that COVID-19 will have on our business and operations in the future. The COVID19 pandemic has affected and may continue to affect our business, results of operations and financial condition in a number of ways such as:

- it caused construction delays at our ongoing projects due to several factors such as lockdowns enforced by government agencies, work-stoppage orders, disruptions in the supply of materials and shortage of labour, which delays could result in a failure to meet development milestones as well as an increase in the cost of construction. We have gradually resumed construction at our sites in compliance with the government guidelines;
- it led to a closure of our offices and we moved to a work-from-home model. We resumed operations at our offices in a staggered manner in compliance with government guidelines. A surge in the number of COVID-19 cases in the future could result in a complete or partial closure of, or other operational issues at our offices resulting from government action;
- it may result in imposition of operational guidelines or other conditions on landlords to protect the health and safety of personnel working at our commercial developments, which may result in additional costs and demands on our facility management team;
- it may affect our ability to execute our growth strategies and expand into new markets;
- inherent productivity, connectivity, and oversight challenges due to an increase in number of individuals working from home;
- increased vulnerability to cyber-security threats and potential breaches, including phishing attacks, malware and impersonation tactics, resulting from the increase in numbers of individuals working from home;
- uncertainty as to what conditions must be satisfied before government authorities completely lift “stay-at-home” orders; and
- the potential negative impact on the health of our personnel, particularly if a significant number of them are afflicted by COVID-19, could result in a deterioration in our ability to ensure business continuity during this disruption.

While our operations had slowed down during the lockdown period, they have almost resumed to full normalcy with requisite precautions. We have used the principles of prudence in applying judgments, estimates and assumptions based on the current conditions. In assessing the liquidity position and recoverability of assets such as goodwill, inventories, financial assets and other assets, based on current indicators of future economic conditions, we expect to recover the carrying amounts of our assets. However, the actual impact of COVID-19 pandemic on our results remain uncertain and dependent on spread of COVID-19 and steps taken by the Government to mitigate the economic impact and may differ from our estimates. We are closely monitoring the impact of COVID-19 on our financial condition, liquidity, operations, suppliers and workforce. Any intensification of the COVID-19 pandemic or any future outbreak of another highly infectious or contagious disease may adversely affect our business, results of operations and financial condition.

10. Our Company in the past has entered into Related Party Transactions and may continue to do so in future also, which may adversely affect our competitive edge and better bargaining power if entered with non-related parties resulting into relatively more favourable terms and conditions and better margins.

Our Company has entered into related party transactions with our Promoters, Directors, Subsidiary and Group Entities aggregating Rs 2,592.86 lakhs and Rs 1,504.96 lakhs for year ended March 31, 2022 and as on year ended March 31, 2021 as per the Special Restated Financial Information. Further, the details such transactions for the last three (3) years are as given below:

(₹ in lakhs)

| Particulars | Financial Year Ended March | | |
|----------------------------------------|----------------------------|-----------------|-----------------|
| | 2022 | 2021 | 2020 |
| | Consolidated | Consolidated | Standalone |
| Income & Expenses : | | | |
| | | | |
| Income from Modi's Nirman | 175.00 | - | - |
| (Sub -Total - Incomes Earned) | 175.00 | - | - |
| %age of Total Income | 15.56% | 0.00% | 0.00% |
| | | | |
| Remuneration | 100.00 | 85.00 | 25.00 |
| Interest on Loan | - | 6.00 | 4.75 |
| (Sub -Total - Expenses) | 100.00 | 91.00 | 29.75 |
| Total Expense as per Restated | 964.13 | 1,271.21 | 2,001.81 |
| %age of Total Expenses) | 10.37% | 7.16% | 1.49% |
| | | | |
| Balances at the end of the Year | | | |
| | | | |
| Investments in Subsidiary | 1.00 | 1.00 | - |
| Advances given to Related Parties | 552.35 | 522.25 | 121.15 |
| Sub Total (Assets) | 553.35 | 523.25 | 121.15 |
| Total Asset as per Restated | 3,098.29 | 735.21 | 998.48 |
| % age of Total Assets | 17.86% | 71.17% | 12.13% |
| | | | |
| Share Capital | 296.95 | 296.95 | 0.50 |
| Borrowings taken from Related Parties | 1,572.44 | 3.50 | 250.23 |
| Sub Total (Liabilities) | 1,869.39 | 300.45 | 250.73 |
| Liabilities as per Restated BS | 3,098.29 | 735.21 | 998.48 |
| % age of Total Liabilities | 60.34% | 40.87% | 25.11% |

While our Company believes that all such transactions have been conducted on the arms length basis, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered

into with related parties. Furthermore, it is likely that our Company will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will continue to be at arms length basis and will not have an adverse effect on our financial condition and results of operation. For details, please refer to “Annexure VI- Note 26 - Related Party Disclosures” on page no. 121 of this Prospectus.

11. *Our operations could be adversely affected by changes to the FSI/TDR regime in Mumbai.*

We are subject to municipal planning and land use regulations applicable in each city in India, especially in effect in Mumbai and Maharashtra, which limit the maximum square footage of completed buildings we may construct on plots to specified amounts, calculated based on a ratio of maximum floor space of completed buildings to the surface area of each plot of land (the floor space index, or “FSI”).

Transferable Development Rights (“TDRs”), in the form of a Development Rights Certificate granted by the relevant statutory authority, provide a mechanism by which a person, who is unable to use the available FSI of their plot for various reasons, is permitted to use the unused FSI on other properties in accordance with applicable regulations or transfer the unused FSI to a third party. Some of our development sites may be reserved for public purposes or for providing public amenities such as roads, gardens, playgrounds, hospitals and schools. If we decide to develop such sites, we are required to develop them in accordance with the applicable reservation and hand over the completed development to the relevant authority. In return, we are compensated by grants of TDRs in the form of FSI, which can be used by us within the same development or, subject to certain restrictions, within another development or transferred to a third party.

Sometimes, a development site has potential for development, but FSI has already been consumed. In such cases, we can acquire FSI by way of TDRs and utilise it on such developments. For example, we acquire TDRs from third parties to enable us to build beyond the approved limit for our buildings (therefore resulting in an increase in the total Saleable Area of our projects). If we are unable to acquire such TDRs or if we are unable to acquire them at the expected price, then this may impact our ability to complete certain projects due to us having insufficient FSI or because of a significant increase in the cost of completing such projects. The price and availability of TDRs may have an adverse affect on our ability to complete our projects and on our financial condition and results of operations

12. *Our business and results of operations could be adversely affected by the incidence and rate of property taxes and stamp duties.*

As a property owning and development company, we are subject to the property tax regime in the geography that we operate in. We are also subject to stamp duty for the agreements entered into in respect of the properties we buy and sell. These taxes could increase in the future, and new types of property taxes, stamp duties may be introduced which would increase our overall costs. If these property taxes and stamp duties increase, the cost of buying and selling properties may rise. Additionally, if stamp duties or higher stamp duties were to be levied on instruments evidencing transactions, our acquisition costs and sale values may be affected, resulting in a reduction of our profitability. Any such changes in the incidence or rates of property taxes or stamp duties could have an adverse effect on our business and results of operations.

13. *The acquisition of other companies or businesses in the future could result in operating difficulties, integration issues and other adverse consequences due to our limited past experience in acquiring businesses.*

In past, we had acquired one Subsidiary Company i.e. Shree Modi’s Navnirman Private Limited (“SMNPL”). As on the date of this Prospectus, SMNPL is a Wholly Owned subsidiary of our Company and our Group together is engaged in real estate development under the brand “Rashmi”. In future we may consider making additional acquisitions based on the opportunity available in the market.

At the time of acquiring businesses we may have to pay a certain amount of premium to the outgoing management / shareholders for synergic benefits that we may accrue compared to standalone valuations of those firms / businesses / companies. Our inability to identify suitable acquisition opportunities in the future, or adequately priced acquisitions, entering into agreement with such parties or obtaining the necessary financing to make such acquisitions could adversely affect our future growth. Moreover, the costs of identifying and consummating acquisitions may be significant. Also, acquired assets or businesses may not generate the financial results we expect. We may also have to obtain approvals and licenses from the relevant government authorities for the acquisitions and to comply with any applicable laws and regulations, which could result in increased costs and delay. We cannot assure you that we will be able to achieve the strategic objective for such an acquisition.

Furthermore, if an acquisition generates insufficient revenues or if we are unable to manage our expanded business operations efficiently, our consolidated results of operations could be materially and adversely affected.

14. *Our business is heavily dependent on the performance of, and the prevailing conditions affecting, the real estate market in Mumbai and in India generally.*

Our real estate projects are located primarily in Western Suburb area of Mumbai, Maharashtra. As on date of this Prospectus, all our Completed, Ongoing and Planned projects are located in Western Suburb area of Mumbai. For details of our projects, please see the section entitled “*Business Overview*” on page no. 79 of this Prospectus. As a result, our business, financial condition and results of operations have been and will continue to be heavily dependent on the performance of, and the prevailing conditions affecting, the real estate market in Western Suburb area of Mumbai and in India generally.

The real estate market in Western Suburb area of Mumbai and in India generally may be affected by various factors outside our control, including, among others:

- prevailing local economic, income and demographic conditions;
- availability of consumer financing (interest rates and eligibility criteria for loans);
- availability of and demand for properties comparable to those we develop;
- changes in governmental policies relating to zoning and land use;
- changes in applicable regulatory schemes; and
- the cyclical nature of demand for and supply of real estate.

These factors may result in fluctuations in real estate prices and the availability of land, which may negatively affect the demand for and the value of our projects, and may result in delays to or the cancellation of our projects, the cancellation of sales bookings or the termination of lease agreements. During times of crisis, market sentiment may be adversely affected, buyers may become cautious, rentals of office space may face downward pressure and sales or collections could be adversely affected which may have a material adverse effect on our financial condition and results of operations.

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

We cannot assure you that we will always finish the construction or development of our projects in accordance with the requisite specifications or that the construction of our projects will be free from any and all defects. If the work is unsatisfactory, the work has to be redone as per the designs and / or as per the instructions of project incharge which will entail additional costs. In the event of discovery of defects/faults in our work, or due to damages to our construction due to factors beyond our control, or any of the other reasons, we may incur significant contractual liabilities and losses under our projects contracts and such losses may materially and adversely affect our financial performance and results of operations.

Further, it may result in cancellation by customers of any commitment to purchase in our real estate projects and/ or refund of any advance deposited with us by any customer as a guarantee for purchase in our real estate projects, dissatisfaction among our customers, resulting in negative publicity, consumer litigation and lack of confidence among future buyers for our projects and all these factors could adversely affect our business, financial condition and results of operations. Though, to safeguard the loss to an extent, we collect a security deposit from various outsourcing contractors involved, which can be held back until corrective steps are taken or used to compensate additional costs, we cannot guarantee that the same will be enforceable or it may lead to further litigation and also spoil our relationship with such service provider / contractor.

16. *Any infringement of our corporate logo or failure to get it registered may adversely affect our business. Our logo is not registered with Registrar of Trademark; this may impact our business operations. Further, any kind of negative publicity or misuse of our brand name and our logo could hamper our brand building efforts and our future growth strategy could be adversely affected.*

Our ability to protect our intellectual properties, namely our trademark / logo is restricted until we receive registered trademark from the appropriate authority. We have made the application for our corporate logo



“ ” & Word mark “MODI’S NAVNIRMAN” and the status still pending with the Trade Marks Registry, Mumbai. Our inability to register these intellectual properties in our name or any objection on the

same may require us to change our trademark / logo and hence we may loose on the goodwill created so far on such intellectual property. Further, the same may involve costly litigations and penal provisions if the case may be.

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 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. For further details pertaining to our intellectual property, please refer to the chapter titled “Our Business” beginning on page no. 79 of this Prospectus.

17. *Changes in market conditions between the time that we enter into development agreements, construct and ultimately sale, may affect our ability to achieve the estimated profits out of our projects or at all, which could adversely affect our revenues and earnings.*

There is a time gap between our acquisition of development rights to the land and the development and sale of our projects, during which, we may be exposed to risks of fluctuation in market value of land. Any downward changes in the market value of land could have a material adverse effect on our business. Our ability to mitigate the risk of any market value fluctuations is limited by the illiquid nature of real estate investments. We could be adversely affected if the market conditions deteriorate. As a result, we may experience fluctuations in property values and rental income over time which in turn may adversely affect our business, financial condition and results of operations.

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

We have issued certain Equity Shares in the last twelve months, at a price that may be lower than the Issue Price. Details of such issuances are given in the table below:

| Date of Allotment | Name of the Allottees | No. of Equity Shares | Face Value (₹) | Issue Price (₹) |
|-------------------|-----------------------|----------------------|----------------|-----------------|
| On Incorporation | Dinesh Modi | 14,02,692 | 10 | 10 |
| | Rashmi Modi | 8,31,235 | | |
| | Mahek Modi | 7,35,073 | | |
| | Payal Sheth | 250 | | |
| | SamirSheth | 250 | | |
| | Rinkle Doshi | 250 | | |
| | Urvish Doshi | 250 | | |

However, the above issue of shares was pursuant to conversion of our Erstwhile LLP to Public Limited Company under Part I of Chapter XXI of the Companies Act and accordingly shares were allotted to the Erstwhile Partners against amount of Partner’s Capital existing on the day of such conversion.

19. *Our business is subject to the RERA and any non-compliance of the provisions of RERA or the applicable state specific legislations may have an adverse effect on our business, results of operations and financial condition.*

The Central Government had notified the RERA in the official gazette on March 26, 2016. The RERA was introduced to regulate the real estate industry and to ensure, amongst others, imposition of certain responsibilities on residential real estate developers and accountability towards customers and protection of their interest. The RERA has imposed certain obligations on residential real estate developers, including us, such as mandatory registration of residential real estate projects, not issuing any advertisements or accepting advances unless real estate projects are registered under RERA, maintenance of a separate escrow account for amounts realized from each real estate project and restrictions on withdrawal of amounts from such escrow accounts and taking customer approval for major changes in sanction plan. Any non-compliance of the provisions of RERA or the applicable state specific legislations may result in punishments (including penalties and/or imprisonment), blacklisting of

promoters and revocation of registration of our ongoing projects which may have an adverse effect on our business, results of operations and financial condition.

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

Certain information contained in this Prospectus, such as the location and type of development, the Carpet/Saleable Area and estimated construction commencement and completion dates, is based solely on management estimates and our business plan and has not been appraised by any bank, financial institution or independent agency. The estimates of saleable area and developable area of our completed, ongoing and planned projects are based on the current market trends, rules and regulations prevalent in the location of our respective projects. The total area of property that is ultimately developed and the actual total Saleable Area may differ from the descriptions of the property presented herein and a particular project may not be completely booked, sold, or developed until a date subsequent to the expected completion date.

We may also have to revise our funding estimates, development plans (including the type of proposed development) and the estimated construction commencement and completion dates of our projects depending on future contingencies and events, including, among others:

- changes in laws and regulations;
- competition;
- receipt of statutory and regulatory approvals and permits;
- irregularities or claims with respect to title to land or agreements related to the acquisition of land;
- the ability of third parties to complete their services on schedule and on budget;
- delays, cost overruns or modifications to our ongoing and planned projects;
- commencement of new projects and new initiatives; and
- changes in our business plans due to prevailing economic conditions.

In addition, while facts and other statistics in this Prospectus relating to India, the Indian economy, as well as the Indian real estate sector have been based on various publications and reports from agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. Industry facts and other statistics have been prepared by us and the same have not been independently verified by any industry expert or advisers and, therefore we make no representation as to their accuracy or completeness. For detailed facts and other statistics please refer the chapter “*Industry Overview*” on page no. 72 of this Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon.

21. *We have entered into joint development agreements with Co-operative Societies to acquire construction and/or land development rights. Such agreements contain conditions and requirements, the non-fulfilment of which could result in delays or inability to implement and complete our projects as contemplated.*

The land on which we are developing our on-going projects and also the land where we have planned our future projects have been acquired by us on development rights basis with Co-operative Societies. These development agreements confer the rights to use the land for construction and development of residential or commercial units on us and in turn guarantee units/apartment which have equivalent or more space to members of the Co-operative society. These projects involve working together with several third parties and our relationships with these co-operative societies are governed by such joint development agreement. Though we are generally empowered to make all operating decisions for development of the project, we may be required to make certain decisions in consultation with such parties.

These arrangements may limit our flexibility to make certain decisions in relation to the projects. In the event of any delay in the completion of the project from that of the envisaged time frame, we may be required to indemnify and compensate members of Co-operative Society who are party to the joint development agreement. Any disputes that may arise between us and our joint development agreement parties may cause delay in completion, suspension or complete abandonment of the project we undertake. This may have a material adverse effect on our business, financial condition and reputation. A dispute with the members of Co-operative Society may also result in claims by our customers for delay or unsatisfactory quality and may also result in cancellation of bookings requiring us to

repay any advance / booking amount and instalments, which may materially impact our cash flows and financial condition.

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

We have so far delivered over 0.43 lakhs sq. ft to our customers and we are currently proposing to deliver approximately 5.80 lakhs sq. ft of real estate in the coming few years based on our on-going projects. There have not been any material past instances of unscheduled delays with respect to our completed projects and phases thereof that have caused any material cost overruns. However; our business is extremely dynamic in nature and there could be unscheduled delays and cost overruns in relation to our ongoing or upcoming projects. The time it takes to complete a project generally ranges between 18 months to 60 months depending upon type of project. During this time there can be changes to the national, state and local business conditions and regulatory environment, local real estate market conditions, perception of prospective customers with respect to the convenience and attractiveness of the project and changes with respect to competition from other property developments.

Further, any changes to the business environment such as non availability of raw materials or increase in cost of construction materials during such time may affect the cost and revenues associated with the project and may ultimately affect the timelines of a project. We cannot assure you that we will be able to complete our projects within the expected budgets and time schedules at all. We may be penalized from the regulatory authorities as well as our client for delay in completion of project.

23. *Significant increases in prices of, or shortages of, or delay or disruption in supply of labour and key building materials could affect our estimated construction cost and timelines resulting in cost overruns or less profit.*

As our Company is engaged into construction of residential and commercial projects, our business would adversely be affected by variation in availability, cost and quality of raw materials and labour. We procure building materials for our projects, such as steel, cement, flooring products, hardware, bitumen, sand and aggregates, doors and windows, bathroom fixtures and other interior fittings, from third-party suppliers. The prices and supply of basic building materials and other raw materials depend on factors outside our control, including cost of their raw materials, general economic conditions, competition, production costs and levels, transportation costs indirect taxes and import duties. Our ability to develop and construct projects profitably is dependent on our ability to obtain adequate and timely supply of building materials within our estimated budget. As we source our building materials from third parties, our supply chain may be interrupted by circumstances beyond our control. Poor quality roads and other transportation-related infrastructure problems, unfavourable weather and road accidents may also disrupt the transportation of supplies.

Prices of certain building materials and, in particular, cement and steel prices, are susceptible to rapid increases. Further, we operate in a labour-intensive industry and if we or our contractors are unable to negotiate with the labour or their sub-contractors, it could result in work stoppages or increased operating costs as a result of higher than anticipated wages or benefits. In addition, it may be difficult to procure the required labour for ongoing or planned projects.

During periods of shortages in the supply of building materials or labour, we may not be able to complete projects according to our previously determined time frames, at our previously estimated project costs, or at all, which may adversely affect our results of operations and reputation. In addition, during periods where the prices of building materials or labour significantly increase, we may not be able to pass these price increases on to our customers, which could reduce or eliminate the profits we intend to gain from our projects. These factors could adversely affect our business, results of operations and cash flows.

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

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

stoppage of work along with penalty in monetary terms. Any stoppage of work may result in a delay in completing our projects leading to failure to deliver the real estate to the customers within the time frame.

Further, any of the aforesaid risks may also result in our contractors compromising on the quality standards in order to finish the work within the given timelines, which may in turn affect our reputation and ability to attract new customers. If any of the above were to occur, it would significantly affect our operating results, and the slowdown / shutdown of business operations may have a material adverse affect on our business operations and financial conditions.

25. *Our operations and our workforce are exposed to various hazards and risks that could result in material liabilities, increased expenses and diminished revenues.*

We conduct various studies pertaining to a particular area of land, prior to the acquisition of the same and attempt to assess its construction and development potential to the best possible ability. However, there are certain unanticipated or unforeseen risks that may arise in the course of property development due to adverse weather and geological conditions such as storms, hurricanes, lightning, floods, landslides and earthquakes. The weather conditions may expose our contracted workforce to various illnesses, de-hydration and other health hazards. Any stoppage of work on account of health hazards of our workforce may force us to re-schedule our timelines resulting in cost over-runs.

We endeavour to care for our employees and workforce. Additionally, our operations are subject to hazards inherent in providing architectural and construction services, such as the risk of equipment failure, work accidents, fire or explosion. Many of these hazards can cause injury and loss of life, severe damage to and destruction of property and equipment and environmental damage. We cannot assure you that we will not bear any liability as a result of these hazards.

26. *Our Company is dependent on third parties for the supply of building 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 require various building materials like bricks, stones, wood, steel, cement, etc. in the course of the construction of our projects and the costs of these materials are dependent on commodity prices, which are subject to fluctuations. Though we maintain good relations with our suppliers, we have not entered into any agreement or understanding for procuring these materials and based on price and availability, we select the best supplier at the time of requirement. In the absence of such contracts, our suppliers are not obligated to continue their supply to us or provide us the materials at a particular rate. They may prefer our competition over us, thus resulting in delays in procuring such materials or in incurring additional cost for the same. If our suppliers do not wish to continue their relationship with us for any reason, we may not be able to identify a suitable supplier with the quality of materials desired by us within a reasonable time frame or at all. Any disruption in our construction work due to non-availability of building materials may delay our project and cause us cost-overruns.

Further, there can be no assurance that strong demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delay in their supply of raw materials. If we experience a significant or prolonged shortage of materials from any of our suppliers and we cannot procure the materials from other sources, we would be unable to meet our project execution schedules in timely fashion, which would adversely affect our sales, margins and customer relations. In the event the prices of such building materials were to rise substantially, we may find it difficult to make alternative arrangements for suppliers of our building materials, on the terms acceptable to us, which could materially affect our business, results of operations and financial condition.

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

Some of our Directors (including our Promoters) and Key Management Personnel are interested in our Company to the extent of their shareholding, loan and dividend entitlement in our Company, in addition to normal remuneration or benefits and reimbursement of expenses. We cannot assure you that our Directors or our Key Management Personnel would always exercise their rights as Shareholders to the benefit and best interest of our Company. As a result, our Directors will continue to exercise significant control over our Company, including being able to control the composition of our board of directors and determine decisions requiring simple or special majority voting, and

our other Shareholders may be unable to affect the outcome of such voting. Our Directors may take or block actions with respect to our business, which may conflict with our best interests or the interests of other minority Shareholders, such as actions with respect to future capital raising or acquisitions. We cannot assure you that our Directors will always act to resolve any conflicts of interest in our favour, thereby adversely affecting our business and results of operations and prospects.

- 28. *Our Promoter Group Entity is engaged in the line of business similar to our Company. There are no non-compete agreements between our Company and such Promoter Group entity. We cannot assure that our Promoters / Directors will not favour the interests of such Entity over our interest or that the said entity will not expand which may increase our competition, which may adversely affect business operations and financial condition of our Company.***

Our Promoter Group entity namely, Modis Nirman (Proprietor – Dineshkumar Modi) does activities similar to us i.e. it is engaged in the similar line of business of construction. Further, we have not entered into any non-compete agreement with the said entity. We cannot assure that our Promoters who has common interest in said entity will not favour the interest of the said entity. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and our Promoter Group entity, in circumstances where our respective interests conflict. In cases of conflict, our Promoters may favour their entity in which he may be directly or indirectly interested. There can be no assurance that our Promoters or Promoter Group entity or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition which may adversely affect our profitability and results of operations. For further details, please refer to “Our promoters and promoter group” on page no. 114 of this Prospectus.

- 29. *The success of our residential real estate development business is dependent on our ability to anticipate and respond to latest trends and consumer requirements.***

We believe that our ability to understand the preferences of our customers and to accordingly develop projects that suit their tastes and preferences plays a major role in our successful sales of our residential and commercial units. The growing disposable income of India’s middle and upper income classes has led to a change in popular lifestyle resulting in substantial changes in the nature of their demands. The range of amenities now demanded and expected by consumers include those that have historically been uncommon in India’s residential real estate market such as gardens, community space, security systems, playgrounds, fitness centres, tennis courts, swimming pools, etc. As customers continue to seek better housing and better amenities as part of their residential needs, we are required to continue to focus on the development of quality residential accommodation with various amenities. We also intend to continue to provide quality facilities even in our middle-income housing projects. Our inability to provide customers with certain amenities or our failure to continually anticipate and respond to customer needs may result in our consumers preferring our competition, who may be providing better amenities. If our consumers perceive that our amenities or quality is not as per the current trends, our brand image may be adversely affected resulting in lower sales and thus adversely impacting our financial condition.

- 30. *We will continue to be controlled by our Promoters and Promoter Group after the listing of the Equity Shares in the Issue.***

Upon successful completion of the Issue, our Promoters and Promoter Group will collectively control, directly or indirectly, approximately 70.83% of our outstanding Equity Shares (assuming full subscription to the Issue), which will allow them to continue to control the outcome of matters submitted to our Board or shareholders for approval. As a result, our Promoters and Promoter Group will continue to have the ability to exercise significant control over our Company and all matters requiring shareholder approval, including but not limited to –

- election of directors;
- controlling the selection of senior management;
- approving our annual budgets;
- our business strategy and policies; and
- approving significant corporate transactions, including acquisitions and disposals of our assets or business.

The extent of their shareholding in our Company may also have the effect of delaying, preventing or deterring a change in control of our Company, even if such a transaction may be beneficial to the other shareholders. The interests of our Promoters and Promoter Group as controlling shareholders of our Company could be in conflict with the interests of our other shareholders. We cannot assure you that our Promoters and Promoter Group will act to resolve any conflicts of interest in favour of our Company or the other shareholders. For details of our shareholding please refer the chapter titled “*Capital Structure*” beginning on page no. 55 of this Prospectus.

31. *Any failure in our information technology systems could adversely affect our business.*

We use information and communication technologies for the execution and management of our projects. We use an ERP system to manage our inventories, material deployment and order, workforce allocation and various other tasks that are required for the construction & sale of a project. Any delay in implementation or disruption of the functioning of our information technology systems, especially the ERP system, could affect our ability to assess the progress of our projects, process financial information, manage creditors or debtors or engage in normal business activities. Any such disruption could have an adverse effect on our business operations and financial condition.

32. *Employee misconduct, errors or fraud could expose us to business risks or losses that could adversely affect our business prospects, results of operations and financial condition.*

Employee misconduct, errors or frauds could expose us to business risks or losses, including regulatory sanctions, penalties and serious harm to our reputation. Such employee misconduct includes breach in security requirements, misappropriation of funds, hiding unauthorized activities, failure to observe our stringent operational standards and processes, and improper use of confidential information. It is not always possible to detect or deter such misconduct, and the precautions we take to prevent and detect such misconduct may not be effective. In addition, losses caused on account of employee misconduct or misappropriation of funds may not be recoverable, which may result in write-offs of such amounts and thereby adversely affecting our results of operations.

Our employees may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions in which case, our reputation, business prospects, results of operations and financial condition could be adversely affected.

33. *Corrupt practices or fraud or improper conduct may delay the development of a project and adversely affect our business and results of operations.*

The real estate development and construction industries in India and elsewhere are not immune to the risks of corrupt practices or fraud or improper practices. Large construction projects in all parts of the world provide opportunities for corruption, fraud or improper conduct, including bribery, deliberate poor workmanship, theft or embezzlement by employees, contractors or customers or the deliberate supply of low quality materials. If we or any other persons involved in any of the projects are the victim of or involved in any such practices, our reputation or our ability to complete the relevant projects as contemplated may be disrupted, thereby adversely affecting our business and results of operations.

34. *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 work stoppages, our business operations could be affected.*

We operate in a labour intensive industry and our contractors hire casual labour to work on our projects. In the event of a labour dispute, if our contractors are unable to successfully negotiate with the workmen or sub-contractors, it would result in work stoppages or increased operating costs. It may also be difficult to procure the required skilled workers for existing or future projects. In addition we may also be liable for or exposed to sanctions, penalties or losses arising from accidents or damages caused by our workers or contractors. Though we have not experienced any major disruptions in our business operations due to disputes or other problems with our work force in the past; however there can be no assurance that we will not experience such disruptions in the future. Such disruptions may adversely affect our business and results of operations and may also divert the management's attention and result in increased costs.

India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that

imposes certain financial obligations on employers upon retrenchment. We are also subject to laws and regulations governing relationships with employees, in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and terminating of employees and work permits. Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, and we may face the threat of labour unrest, work stoppages and diversion of our management's attention due to union intervention, which may have a material adverse impact on our business, results of operations and financial condition.

35. *Quality concerns could adversely impact our business.*

The business of our Company is dependent on the trust of our customers they are having in the quality of our construction. We market our residential units citing the various amenities and facilities that we provide in our projects. Besides, the common areas, our marketing team emphasises our construction quality, eco-friendly design and high quality fittings provided in the flats. Our customers evaluate their needs based on these quality commitments and facilities at the time of making their decision to buy our developed units. Any flat sold to our customers, which does not comply with the quality specifications or standards prevalent in the business or market segment, or if the customers deem our facilities to be not in line with their expectations, it may result in customer dissatisfaction, which may have an adverse effect on our sales and profitability.

36. *Our business is capital intensive and is significantly dependent on the availability of real estate financing in India. Difficult conditions in the global capital markets and the global economy generally may adversely affect our business and results of operations and may cause us to experience limited availability of funds. We cannot assure you that we will be able to raise sufficient financing on acceptable terms, or at all.*

Our business is capital intensive, requiring substantial capital to develop and market our projects, on-going and planned. The actual amount and timing of our future capital requirements may also differ from estimates as a result of, among other things, unforeseen delays or cost overruns in developing our projects, changes in business plans due to prevailing economic conditions, unanticipated expenses, regulatory changes, and engineering design changes. To the extent our planned expenditure requirements exceed our available resources, we will be required to seek debt or equity financing. Debt financing, if available, could increase our interest cost and require us to comply with additional restrictive covenants in our financing agreements. Equity funding requires our promoters to dilute their current shareholding and also comply with various regulations and guidelines. In addition, the Indian regulations on foreign investment in housing, built-up infrastructure and construction and development projects impose significant restrictions on us, including the types of financing activities we may engage in. We currently, propose to reduce debt through our Wholly owned subsidiary SMNPL, through the Net Proceeds of this Issue. For details, please refer the chapter "Objects of the Issue" on page no. 62 of this Prospectus.

Our ability to obtain additional financing on favourable commercial terms, if at all, will depend on a number of factors, including:

- our results of operations and cash flows;
- the amount and terms of our existing indebtedness;
- general market conditions in the markets where we operate; and
- general condition of the equity markets.

Our inability to obtain funding on reasonable terms, or at all, would have an adverse effect on our business and results of operations.

37. *A significant portion of our working capital needs are funded by pre-sales and booking advances received from customers. Any reduction in sales, cancellation of sales or change in the laws or regulations governing the use of booking advances and pre-sales may affect our working capital and financial position.*

Pre-sales and booking advances refer to the sales done during construction of a project, upon which customers are required to give a deposit / down payment and then instalments are required to be paid by them in pre-defined intervals. These deposits and instalments have allowed us regular cash flows from our customers, which we are able to use as working capital and thereby allowing us to maintain healthy levels of working capital and to reduce our reliance on external debt and thus reduce our debt servicing costs. Any decrease in our pre-sales or booking

advances, due to any reason including economic slowdown, change in customer preferences, increased competition, etc., may cause our working capital needs to increase.

In addition, our ability to use such presales to meet our working capital needs may be affected by laws or regulations, or changes in the Government's interpretation or implementation thereof. If there are any restrictions imposed on such utilisation, we may be unable to find timely alternative sources of working capital or at terms favourable to us, or at all, which could have adverse effect on our financial position.

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

While Mumbai remains and is expected to remain our primary focus, we may evaluate growth opportunities in other parts of India on a case-by-case basis. We have no experience in conducting business outside Mumbai, have not previously completed any real estate development projects outside of the Mumbai area, and may not be able to leverage our experience in Mumbai to expand into other cities.

The level of competition, culture, regulatory practices, business practices and customs, and customer tastes, behaviour and preferences in these cities where we plan to expand our operations may differ from those in Mumbai, and our experience in Mumbai may not be applicable to these cities. In addition, as we enter new markets and geographical areas, we are likely to compete with local developers who have an established local presence, are more familiar with local regulations, business practices and customs, and have stronger relationships with local contractors and/or relevant government authorities, all of which may give them a competitive advantage over us.

In expanding our business into additional geographic markets within India, our business will be exposed to various additional challenges, including:

- Seeking governmental approvals from government agencies with which we have no previous working relationship;
- Identifying and collaborating with local business partners, construction contractors and suppliers with whom we may have no previous working relationship;
- Identifying and obtaining development rights over suitable properties;
- Successfully gauging market conditions in local real estate markets with which we have no previous familiarity; Attracting potential customers in a market in which we do not have significant experience;
- Local taxation in additional geographic areas of India; and
- Adapting our marketing materials and operations to different regions of India in which other languages are spoken.

If we enter new markets and geographical areas in India, we are likely to compete not only with national developers, but also local developers who may have an established local presence, are more familiar with local regulations, business practices and customs, have stronger relationships with local contractors, suppliers, relevant government authorities, and who have access to existing land reserves, all of which may give them a competitive advantage over us. Our inability to expand into and compete successfully in areas outside the Mumbai real estate market may adversely affect our business prospects.

39. *It is difficult to predict our future performance, or compare our historical performance between periods, as our revenue fluctuates significantly from period to period.*

As per our policy, revenue is recognized upon transfer of control of residential / commercial units to customers, in an amount that reflects the consideration the Company expects to receive in exchange for those residential / commercial units. In case of residential / commercial units, our Company satisfies the performance obligation and recognises revenue over time based on the stage of completion of construction. Our bookings depend on our ability to market and pre-sell our projects and the willingness of our customers to pay for developments or enter into sale agreements well in advance of receiving possession of properties, which can be affected by prevailing market sentiments. Construction progress depends on various factors, including the availability of labour and raw materials, the timely receipt of regulatory clearances and the absence of contingencies such as litigation and adverse weather conditions. The occurrence of any such contingencies could cause our revenues to fluctuate significantly, which could in turn adversely affect our margins. We also cannot predict when and at what prices we may acquire the TDRs we require for a given project. In addition, we cannot predict with certainty the rate of

progress of construction or time of the completion of our real estate developments due to lags in development timetables occasionally caused by unforeseen circumstances.

Our revenue from operations for the last three years, i.e. F. Y. ending on March 31, 2022, March 31, 2021 and March 31, 2020 have been ₹ 1,151.07, ₹ 1,322.24 lakhs and ₹ 2,195.46 lakhs, respectively. Our results of operations may also fluctuate from period to period due to a combination of other factors beyond our control, including the timing during each year of the sale of properties that we have developed, and any volatility in expenses such as development right acquisition and construction costs. Depending on our operating results in one or more periods, we may experience cash flow problems, thereby resulting in our business, financial condition and results of operations being adversely affected. Such fluctuations may also adversely affect our ability to fund ongoing and future projects.

As a result of one or more of these factors, we may record significant turnover or profits during one accounting period and significantly lower turnover or profits during prior or subsequent accounting periods. Therefore, we believe that period-to-period comparisons of our results of operations are not necessarily meaningful and should not be relied upon as indicative of our future performance.

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

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

If any of the risks described above materialises, our returns on investment may be delayed and/or lower than originally expected by us and our financial performance may be adversely affected.

41. *We may be involved in legal and administrative proceedings arising from our operations from time to time.*

We may be involved from time to time in disputes with various parties involved in the development and sale of our properties, such as contractors, sub-contractors, suppliers and governmental authorities. These disputes may result in legal and/or administrative proceedings, and may cause us to suffer litigation costs and project delays. We may, for example, have disagreements over the application of law with regulatory bodies or third parties in the ordinary course of our business, which may subject us to administrative proceedings and unfavourable decisions, resulting in financial losses and the delay of commencement or completion of our projects.

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

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

43. *Our Promoters play key role in our functioning and we heavily rely on their knowledge and experience in operating our business and therefore, it is critical for our business that our Promoters remain associated with*

us. Our success also depends on our key managerial personnel and our ability to attract and retain them. Any loss of our key person could adversely affect our business, operations and financial condition

The success of our business operations is attributable to our Promoters, Directors and the senior Management team. We believe that our relation with our Promoters, who has rich experience in markets, managing customers and handling overall businesses, has enabled us to experience growth and profitability. Our Promoters has been actively involved in the day-to-day operations and management since the incorporation of the Company. Further, our Promoters has also promoted other companies/ firms/ ventures and may continue to do so. If there is any diversion of his attention to the other companies, we may not be able to function as efficiently and profitably as before. We may have to incur additional costs to replace the services of our promoters or we may not be able to do so at all, which could adversely affect our business operations and affect our ability to continue to manage and expand our business.

We also believe that the success of our real estate development activities is dependent on our ability to attract, train, motivate, and retain highly skilled employees. Our professionally qualified staff members include site engineers, design consultants, marketing specialists, costing consultants, procurement officers and accountants. There can be no assurance that any member of our senior management or other experienced personnel will not leave us in the future. The lack of or loss of the services of such key persons in the organization could seriously impair our ability to continue to manage and expand our business. Our success is also dependent on our continuous ability to identify, hire, train retain and motivate right personnel. Competition for personnel in our industry is intense, and the availability of suitable and qualified candidates is limited. If we fail to hire and retain our employees, the loss of their services could harm our business operations and financial condition could be adversely affected.

In addition, if any member of our senior management team or any of our other key personnel joins a competitor or forms a competing company, we may lose key future development opportunities to our competitors, and our business prospects, financial condition and results of operations will be adversely affected.

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

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

As a listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions to support the existence of effective disclosure controls and procedures, internal control over financial reporting and additional compliance requirements under the Companies Act, 2013. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management oversight will be required. As a result, management's attention may be diverted from other business concerns, which could adversely affect our business, prospects, financial condition and results of operations. In addition, we may need to hire additional legal and accounting staff with appropriate listed company experience and technical accounting knowledge and we cannot assure you that we will be able to do so in a timely manner.

RISKS RELATING TO OUR EQUITY SHARES

45. The Equity Shares have never been publicly traded and the Issue may not result in an active or liquid market for the Equity Shares.

Prior to the Issue, there has been no public market for the Equity Shares and an active public market for the Equity Shares may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a trading market for the Equity Shares will develop or, if a market does develop, the liquidity of that market for the Equity Shares. Although we currently intend that the Equity Shares will remain listed on the Stock Exchanges, there is no

guarantee of the continued listing of the Equity Shares. Failure to maintain our listing on the Stock Exchanges or other securities markets could adversely affect the market value of the Equity Shares.

The Issue Price of the Equity Shares is proposed to be determined following a book-building process by agreement between the BRLMs and the Company on the Pricing Date and may not be indicative of prices that will prevail in the trading market. You may not be able to resell your Equity Shares at a price that is attractive to you.

46. *The price of the Equity Shares may be volatile, which could result in substantial losses for investors acquiring the Equity Shares in the Issue.*

The market price of the Equity Shares may be volatile and could fluctuate significantly and rapidly in response to, among others, the following factors, some of which are beyond our control:

- volatility in the Indian and global securities market or in the value of the Rupee relative to the U.S. Dollar, the Euro and other foreign currencies;
- our profitability and performance;
- changes in financial analysts' estimates of our performance or recommendations;
- perceptions about our future performance or the performance of Indian companies in general;
- performance of our competitors and the perception in the market about investments in the real estate sector;
- adverse media reports about us or the Indian real estate sector;
- significant developments in India's economic liberalisation and deregulation policies;
- significant developments in India's fiscal and environmental regulations;
- economic developments in India and in other countries; and
- any other political or economic factors.

These fluctuations may be exaggerated if the trading volume of the Equity Shares is low. Volatility in the price of the Equity Shares may be unrelated or disproportionate to our results of operations. It may be difficult to assess our performance against either domestic or international benchmarks.

In addition, Indian securities markets are more volatile than the securities markets in certain countries which are members of the OECD. Indian stock exchanges, including the Stock Exchanges, have experienced substantial fluctuations in the prices of listed securities and problems such as temporary exchange closures, broker defaults, settlement delays and strikes by brokers. The governing bodies of Indian stock exchanges have also, from time to time, imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Further, disputes have occurred between listed companies, stock exchanges and other regulatory bodies, which in some cases may have had a negative effect on market sentiment. If such or similar problems were to continue or recur, they could affect the market price and liquidity of the securities of Indian companies, including the Equity Shares.

47. *Investors can be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares. Recently, the Finance Act, 2018 levies taxes on such long term capital gains exceeding ₹ 100,000 arising from sale of Equity Shares on or after April 1, 2018, while continuing to exempt the unrealized capital gains earned up to January 31, 2018 on such Equity Shares.*

Under current Indian tax laws, capital gains arising from the sale of Equity Shares in an Indian company are generally taxable in India. However, any gain realized on the sale of listed equity shares on or before March 31, 2018 on a stock exchange held for more than 12 months will not be subject to long term capital gains tax in India if Securities Transaction Tax ("STT") is paid on the sale transaction and additionally, as stipulated by the Finance Act, 2017, STT had been paid at the time of acquisition of such equity shares on or after October 1, 2004, except in the case of such acquisitions of equity shares which are not subject to STT, as notified by the Central Government under notification no. 43/2017/F. No. 370142/09/2017-TPL on June 5, 2017. However, the Finance Act, 2018, has now levied taxes on such long term capital gains exceeding ₹ 100,000 arising from sale of Equity Shares on or after April 1, 2018, while continuing to exempt the unrealized capital gains earned up to January 31, 2018 on such Equity Shares. Accordingly, you may be subject to payment of long term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold.

Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and

the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

48. *Future issuances or sales of the Equity Shares could dilute your shareholding and significantly affect the trading price of the Equity Shares.*

The future issuance of Equity Shares by us, the disposal of Equity Shares by any of our major shareholders or the perception that such issuance or sales may occur, may lead to the dilution of your shareholding in the Company or significantly affect the trading price of the Equity Shares. These sales could also impair our ability to raise additional capital through the sale of our equity securities in the future.

Furthermore, under the Securities Contract (Regulation) Rules, 1957, as amended ("SCRR"), listed companies are required to maintain public shareholding of at least 25% of their issued share capital. Failure to comply with the minimum public shareholding provision would require a listed company to delist its shares and may result in penal action being taken against the listed company pursuant to the SEBI Act. This may require us to issue additional Equity Shares or require our Promoters or Promoter Group to sell their Equity Shares, which may adversely affect our trading price.

49. *Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in our financing arrangements.*

We are a real estate development company. Our future ability to pay dividends will depend on the earnings, financial condition and capital requirements of our Company. Dividends distributed by us will attract dividend distribution tax at rates applicable from time to time. We cannot assure you that we will generate sufficient income to cover our operating expenses and pay dividends to our shareholders, or at all.

Our business is capital intensive and we may plan to make additional capital expenditures to complete the real estate that we are developing. Our ability to pay dividends could also be restricted under certain financing arrangements that we may enter into. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements for the real estate projects, financial condition and results of operations.

EXTERNAL RISK FACTORS

50. *Changes in interest rates in India could adversely affect our business and the market for our real estate developments.*

Our results of operations, and the purchasing power of our real estate customers, are substantially affected by prevailing interest rates and the availability of credit in the Indian economy. Interest rates in India have fluctuated over the last few years. Our ability to borrow funds for the development of our real estate projects is affected in part by the prevailing interest rates available to us from leading Indian banks. Changes in prevailing interest rates affect our interest expense in respect of our borrowings, and our interest income in respect of our interest on short-term deposits with banks and loans to associates. Significantly, the interest rate at which we may borrow funds, and the availability of capital to us for development purposes, affects our results of operations by limiting or facilitating the number of projects we may undertake and determining the return which we must obtain from each project to meet our obligations under our borrowings.

Changes in interest rates also affect the ability and willingness of our prospective real estate customers, particularly the customers for our residential properties, to obtain financing for their purchases of our completed developments. The interest rate at which our real estate customers may borrow funds for the purchase of our properties affects the affordability and purchasing power of, and hence the demand for, our real estate developments.

There can be no assurance that variations in interest rates and interest rate policy by the RBI will not adversely affect our financial condition and results of operations.

51. *Our business is substantially affected by prevailing economic conditions in India.*

We perform all of our real estate development activities in India, all of our projects are located in India, and the predominant portions of our customers are Indian nationals. As a result, we are highly dependent on prevailing

economic conditions in India and our results of operation are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, include:

- any increase in Indian interest rates or inflation;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing of our real estate developments and the purchase thereof by our customers;
- prevailing income conditions among Indian consumers and Indian corporations;
- changes in India's present tax, trade, fiscal or monetary policies;
- natural disasters, political instability, communal disturbances, riots, civil unrest, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- prevailing national, regional or global economic conditions, including in India's principal export markets; and
- other significant regulatory or economic developments in or affecting India or its real estate development sector.

In addition to the factors set forth above, our business may be affected by adverse changes specific to the residential, and office space real estate markets. Demand in the residential real estate market may be adversely affected by changes such as a decrease in disposable income or a rise in residential mortgage rates or a decline in the population. Demand for our office space developments may be adversely affected by deteriorating economic conditions that could prompt current and potential tenants to place any expansion plans on hold or to search for locations with lower rental rates.

52. *We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could in turn adversely affect our business.*

The Competition Act was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition in India and has mandated the CCI to regulate such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition is void and attracts substantial penalties.

Further, any agreement among competitors which, directly or indirectly, involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of subscribers in the relevant market is presumed to have an appreciable adverse effect in the relevant market in India and shall be void. The Competition Act also prohibits abuse of a dominant position by any enterprise. On March 4, 2011, the Central Government notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to, and pre-approved by, the CCI. Additionally, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India. The Competition Act aims to, among other things, prohibit all agreements and transactions which may have an appreciable adverse effect in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside of India if such agreement, conduct or combination has an appreciable adverse effect in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. We do not have any outstanding notices in relation to non-compliance with the Competition Act or the agreements entered into by us.

However, if we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business.

53. *Foreign investors are subject to foreign investment restrictions under Indian law.*

Under the foreign exchange regulations currently in force in India, transfers of shares between non residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into

foreign currency and repatriate that foreign currency from India will require a no objection or a tax clearance certificate from the income tax authority. We cannot assure you that any required approval from the RBI or any other Government agency can be obtained on any particular terms or at all.

54. *Public companies in India, including our Company, are required to compute Income Tax under the Income Computation and Disclosure Standards (the “ICDS”). The transition to ICDS in India is very recent and we may be negatively affected by such transition.*

The Ministry of Finance had issued a notification dated September 29, 2016 notifying ICDS which creates a new framework for the computation of taxable income. The ICDS shall apply from assessment year 2017-18 onwards. This will have impact on computation of taxable income for Financial Year 2017 onwards. ICDS deviates in several respects from concepts that are followed under general accounting standards, including Indian GAAP and Ind AS. For example, where ICDS-based calculations of taxable income differ from Indian GAAP or Ind AS-based concepts, the ICDS-based calculations have the effect of requiring taxable income to be recognised earlier, increasing overall levels of taxation or both. There can be no assurance that the adoption of ICDS will not adversely affect our business, results of operation and financial condition.

55. *Any downgrading of India’s debt rating by an independent agency may harm our ability to raise financing.*

Any adverse revisions to India’s credit ratings international debt by international rating agencies may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

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

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude, which may negatively affect our stock prices.

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

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

58. *The ability of Indian companies to raise foreign capital may be constrained by Indian law.*

As an Indian Company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA. Such regulatory restrictions limit our financing sources for our projects under development and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business growth, results of operations and financial condition.

SECTION IV – INTRODUCTION

THE ISSUE

| | |
|------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|
| Equity Shares⁽¹⁾ : Present Issue of Equity Shares by our Company ⁽²⁾ | 12,60,000 Equity Shares of face value of ₹ 10 each for cash at a price of ₹ 180 per Equity Share aggregating ₹ 2268.00 lakhs |
| Of which: | |
| Issue Reserved for the Market Maker | 68,000 Equity Shares of face value of ₹10 each for cash at a price of ₹ 180 per Equity Share aggregating ₹122.40 lakhs. |
| Net Issue to Public | 11,92,000 Equity Shares of face value of ₹10 each for cash at a price of ₹ 180 per Equity Share aggregating ₹ 2145.60 lakhs. |
| | Of which⁽³⁾: |
| | 5,96,000 Equity Shares of ₹10 each at a price of ₹ 180 per Equity Share will be available for allocation for Investors of up to ₹ 2.00 lakhs |
| | 5,96,000 Equity Shares of ₹ 10 each at a price of ₹ 180 per Equity Share will be available for allocation for Investors of above ₹ 2.00 lakhs |
| Equity shares outstanding prior to the Issue | 29,70,000 Equity Shares of face value of ₹10 each |
| Equity shares outstanding after the Issue | 42,30,000 Equity Shares of face value of ₹10 each |
| Use of Net Proceeds | Please refer to the section titled "Objects of the Issue" beginning on page no. 62 of this Prospectus. |

⁽¹⁾ This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please see the section titled "Issue Information" beginning on page no. 286 of this Prospectus.

⁽²⁾ The present Issue has been authorized pursuant to a resolution of our Board dated April 04, 2022 and by Special Resolution passed under Section 62(1)(C) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held with a shorter notice on April 06, 2022.

⁽³⁾ The allocation' is the net Issue to the public category shall be made as per the requirements of Regulation 253(2) of SEBI (ICDR) Regulations, as amended from time to time:

a) Minimum fifty percent to retail individual investors; and

b) Remaining to

(i) Individual applicants other than retail individual investors; and

(ii) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for

The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

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

For further details please refer to the chapter titled "Issue Structure" beginning on page no. 292 of this Prospectus.

SUMMARY OF FINANCIAL INFORMATION

Special Purpose Restated Financial Statement of Assets and Liabilities

(Rs. In lakhs)

| Particulars | Note No | Financial Year Ended March | | |
|------------------------------------|---------|----------------------------|---------------|---------------|
| | | 2022 | 2021 | 2020 |
| | | Consolidated | Consolidated | Standalone |
| EQUITY AND LIABILITIES | | | | |
| 1. Shareholder's funds | | | | |
| a) Equity Share Capital | 1 | 297.00 | 297.00 | 0.50 |
| b) Other Equity | 2 | 84.25 | (0.77) | - |
| Total Shareholder's Fund | | 381.25 | 296.23 | 0.50 |
| 3. Non-current liabilities | | | | |
| a) Long term borrowings | 3 | 1,887.44 | 53.50 | 250.23 |
| b) Deferred Tax Liabilities (Net) | | - | - | - |
| Total Non-Current Liabilities | | 1,887.44 | 53.50 | 250.23 |
| 4. Current liabilities | | | | |
| a) Short Term Borrowing | | - | - | - |
| b) Trade payables | 4 | 266.20 | 201.19 | 90.99 |
| c) Other Current Liabilities | 5 | 437.79 | 99.62 | 628.80 |
| d) Short-term provisions | 6 | 125.61 | 84.68 | 27.96 |
| Total Current liabilities | | 829.60 | 385.49 | 747.75 |
| TOTAL | | 3,098.29 | 735.21 | 998.48 |
| ASSETS | | | | |
| 1. Non - Current Assets | | | | |
| a) Fixed Assets | | | | |
| i.) Tangible assets | 7 | 0.34 | 0.31 | - |
| ii) Intangible Assets | | - | - | - |
| iii) Capital WIP | | - | - | - |
| b) Investments | | 11.36 | - | - |
| c) Long Term Loans and Advances | 8 | 597.35 | 522.25 | 121.15 |
| Total Non - Current Assets | | 609.05 | 522.56 | 121.15 |
| 2. Current Assets | | | | |
| a) Inventories | 9 | 2,141.44 | 80.71 | 768.12 |
| b) Trade Receivables | 10 | 27.76 | 31.50 | 37.89 |
| c) Cash and Bank Balances | 11 | 129.11 | 54.48 | 16.49 |
| d) Short-term loans and advances | 12 | 171.94 | 45.96 | 11.16 |
| e) Other Current Assets | 13 | 18.98 | - | 43.67 |
| Total Current Assets | | 2,489.24 | 212.65 | 877.33 |
| TOTAL | | 3,098.29 | 735.21 | 998.48 |

Special Purpose Restated Financial Statement of Profit and Loss

(Rs. In lakhs)

| Particulars | Note | Financial Year Ended | | |
|------------------------------------------------------------------------------------------------------------------|------|----------------------|-----------------|-----------------|
| | | 2022 | 2021 | 2020 |
| | | Consolidated | Consolidated | Standalone |
| REVENUE: | | | | |
| Revenue from Operations | 14 | 1,124.89 | 1,321.75 | 2,194.04 |
| Other Income | 15 | 26.18 | 0.58 | 1.42 |
| Total Revenue | | 1,151.07 | 1,322.34 | 2,195.46 |
| EXPENSES: | | | | |
| Cost of Material Consumed | 16 | 2,756.63 | 368.93 | 1,387.45 |
| Changes In Inventory of WIP & Finished Goods | | (2,060.73) | 687.41 | 505.32 |
| Employee Benefit Expenses | 17 | 125.22 | 95.42 | 26.06 |
| Finance Costs | 18 | 1.42 | 6.21 | 25.83 |
| Depreciation & Amortisation cost | 19 | 0.28 | 0.03 | - |
| Other Expenses | 20 | 141.32 | 113.21 | 57.14 |
| Total Expenses | | 964.13 | 1,271.21 | 2,001.81 |
| Exceptional and prior period items | | - | - | - |
| Net Profit / (Loss) before Tax | | 186.93 | 51.13 | 193.66 |
| Less: Provision for Tax | | | | |
| (a) Current Tax | | 54.26 | 13.30 | 53.87 |
| (b) Deferred Tax | | (0.03) | 0.01 | - |
| Total | | 54.23 | 13.31 | 53.87 |
| Net Profit / (Loss) for the period after tax but before extra ordinary items | | 132.70 | 37.83 | 139.78 |
| Extraordinary Items | | | - | - |
| Net Profit / (Loss) for the period after tax and after extra ordinary items available for appropriation | | 132.70 | 37.83 | 139.78 |

Special Purpose Restated Financial Statement of Cash Flows
(Rs. In lakhs)

| Particulars | Financial Year Ended | | |
|-----------------------------------------------------------|----------------------|----------------|-----------------|
| | 2022 | 2021 | 2020 |
| | Consolidated | Consolidated | Standalone |
| Cash Flow From Operating Activities | | | |
| Net Profit Before Tax | 186.93 | 51.13 | 193.66 |
| Adjustments for : | | | |
| Depreciation/Amortisation | 0.28 | 0.03 | - |
| Interest Received | (2.34) | (0.58) | (1.42) |
| Finance cost | 1.42 | 6.21 | 25.83 |
| Operating Profit Before Working Capital Adjustment | 186.29 | 56.79 | 218.07 |
| Adjustment for Changes in Working Capital | | | |
| Trade and Other Payable | 65.01 | 110.20 | 63.01 |
| Short-Term Provisions/Borrowing | 40.93 | 56.72 | 26.18 |
| Other Current Liabilities | 338.17 | (529.18) | 244.53 |
| Trade and other Recievables | 3.74 | 6.39 | (33.92) |
| Long Term Loans & Advances | (75.10) | (401.10) | (121.15) |
| Short Term Loans & Advances | (125.98) | (34.80) | 11.00 |
| Inventories | (2,060.73) | 687.41 | 505.32 |
| Other Current Assets | (18.98) | 43.67 | (30.61) |
| Cash Flow Generated from Operations | (1,646.65) | (3.91) | 882.41 |
| Taxes Paid | 54.23 | 13.31 | 53.87 |
| Net Cash flow from Operating activities (A) | (1,700.88) | (17.21) | 828.54 |
| Cash Flow From Investing Activities | | | |
| (Purchase)/Sale of Fixed Assets | (0.31) | (0.34) | - |
| Investment | (11.36) | - | - |
| Changes in Capital WIP | - | - | - |
| Interest Received | 2.34 | 0.58 | 1.42 |
| Net Cash Flow from Investing Activites (B) | (9.33) | 0.24 | 1.42 |
| Cash Flow From Financing Activities | | | |
| Proceeds from/ (Repayment of) Borrowing | 1,786.26 | (235.33) | (823.43) |
| Proceeds from Share Capital | - | 296.50 | - |
| Proceeds from Share Capital pending allotment | - | - | - |
| Finance cost | (1.42) | (6.21) | (25.83) |
| Net Cash Flow From Financing Activities (C) | 1,784.84 | 54.97 | (849.26) |
| | | | |
| Increase/(Decrease) in Cash and Cash Equivalents (A+B+C) | 74.63 | 37.99 | (19.30) |
| Cash & Cash equivalent at the beginning of the year | 54.48 | 16.49 | 35.79 |
| Cash & Cash Equivalent at the end of the year | 129.11 | 54.48 | 16.49 |
| Balance with banks | 126.96 | 53.88 | 13.83 |
| Cash in hand | 2.15 | 0.60 | 2.66 |
| Cash & Cash Equivalent at the end of the year | 129.11 | 54.48 | 16.49 |

Cash and cash equivalents comprises of:

| Particulars | Financial Year Ended | | |
|------------------------------------------------------------|----------------------|--------------|--------------|
| | 2022 | 2021 | 2020 |
| | Consolidated | Consolidated | Standalone |
| Cash-in-Hand | 2.15 | 0.60 | 2.66 |
| Balance with Banks | 25.76 | 53.88 | 1.33 |
| Balance in FD | 101.20 | - | 12.50 |
| Fixed deposit for Performance guarantee and Bank guarantee | - | - | - |
| Total | 129.11 | 54.48 | 16.49 |

GENERAL INFORMATION

Our Company was incorporated pursuant to a certificate of incorporation dated March 04, 2022 issued by the Registrar of Companies (“RoC”), Maharashtra at Mumbai following our conversion from the Modi's Navnirman Limited Liability Partnership to a Public Limited Company under the provisions of Chapter XXI of the Companies Act, 2013. The Corporate Identification Number of our Company is U45203MH2022PLC377939. For further details, please refer to the chapter “History and Certain Corporate Matters” beginning on page no. 98 of this Prospectus.

BRIEF COMPANY AND ISSUE INFORMATION

| | |
|--------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Registered Office | MODI'S NAVNIRMAN LIMITED Shop No. 5, CTS 947/A , Rashmi Tara Datta Mandir, Kandivali (West), Mumbai-400067. Tel No.: +91 – 98199 89100 Email ID: info@modisnirman.com Website: www.modisnirman.com |
| Corporate Office | Shop No. 1, Rashmi Heights, M G Road, Opp. Kamla Nagar, Kandivali (West), Mumbai-400067 |
| Date of Incorporation as LLP | December 31, 2015 |
| Date of Incorporation as Public Limited Company | March 04, 2022 |
| Company Registration Number | 377939 |
| Company Identification Number | U45203MH2022PLC377939 |
| Address of the Registrar of Companies | Address: 100, Everest, Marine Drive, Mumbai 400 002., Tel No: +91- 22- 2281 2627 / 2202 0295/ 2284 6954 Website: www.mca.gov.in |
| Issue Programme | Issue Opens on: June 23, 2022 Issue Closes on: June 28, 2022 |
| Designated Stock Exchange | BSE Limited |
| Company Secretary and Compliance Officer | Nishi Modi Shop No. 5, CTS 947/A, Rashmi Tara Datta Mandir, Kandivali (West), Mumbai-400067. Tel No.: +91 – 98199 89100 Email ID: info@modisnirman.com Website: www.modisnirman.com |

Board of Directors

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

| Name | Designation | DIN | Residential Address |
|------------------|------------------------------------|----------|--------------------------------------------------------------------------------------------------------|
| Dineshkumar Modi | Chairman and Managing Director | 02793201 | B-5/201, Dilip Apartmentm, Kamala Nagar, M.G. Road, Kandivali(West), Mumbai Maharashtra–400067. |
| Mahek Modi | Whole Time Director | 06705998 | B-5/202, Kamla Nagar, M.G.Road, Near Swimming Pool, Kandivali (West) S.O., Mumbai Maharashtra-400067. |
| Rashmi Modi | Whole Time Director | 02808164 | B-5/201 Kamla Nagar, M.G Road Near Kailash Tower, Kandivali West Mumbai Maharashtra-400067. |
| Payal Sheth | Non–Executive Director | 09520424 | 704, Sage Grove, Garden Grove Complex, Chikuwadi, Borivai West, Mumbai Suburban, Maharashtra – 400092. |
| Hiren Rupani | Non Executive Independent Director | 09531398 | 12, Neelam Building, Ravi Mahajan Road, Dahanukar Wadi, Kandivali West, Mumbai Maharashtra – 400067 |
| Vinit Mehta | Non Executive Independent Director | 09579523 | B/902, New Veena Vihar, Datta Mandir Road, Opp. Chirag Mehta Hospital, Dahanukarwadi, |

| Name | Designation | DIN | Residential Address |
|------|-------------|-----|----------------------------------------------|
| | | | Kandivali West, Mumbai, Maharashtra – 400067 |

For further details of our Directors, see “Our Management” on page no 102 of this Prospectus.

INVESTOR GRIEVANCES

Investors may contact the Company Secretary and Compliance Officer and /or the Registrar to the Issue and/or 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 and non-receipt of funds by electronic mode.

All Issue related grievances, other than of Anchor Investors may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder’s DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for Retail Individual Investors who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary where the Bid 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. All grievances relating to Bids 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.

DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY

LEAD MANAGER



ARYAMAN FINANCIAL SERVICES LIMITED

60, Khatau Building, Ground Floor

Alkesh Dinesh Modi Marg

Opp. P. J. Towers (BSE Building),

Fort, Mumbai – 400 001

Tel No.: +91 – 22 – 6216 6999

Email: ipo@afsl.co.in

For Investor Grievances: feedback@afsl.co.in

Website: www.afsl.co.in

Contact Person: Vatsal Ganatra

SEBI Registration No.: INM000011344

REGISTRAR TO THE ISSUE



BIGSHARE SERVICES PRIVATE LIMITED

Office No. S6-2, 6th Floor, Pinnacle Business Park,

Mahakali Caves Road, Next to Ahura Centre, Andheri

(East), Mumbai - 400 093

Tel. No.: +91 22 6263 8200

Email: ipo@bigshareonline.com

Website: www.bigshareonline.com

Investor Grievance Email: investor@bigshareonline.com

Contact Person: Babu Raphael

SEBI Registration No.: INR000001385

LEGAL COUNSEL TO THE ISSUE

Abdus Samee Abdul Qadir Maniyar (A. A. Maniyar) (Advocate)

Office No. 2-A, Ground Floor, Ali Chambers

Tamarind Street, Fort, Mumbai 400 001.

Tel No.: +91 - 22 - 2265 5505

Email: advaamaniyar@gmail.com

Contact Person: Sayyed Allahnaksh

STATUTORY AUDITORS TO OUR COMPANY

M/s. D G M S & CO.

Office No. 10, VihangVihar, Opp. Gautam Park Building,
Panchpakhadi, Thane West, Thane – 400 602

Tel: + 91 – 98242 31214

Email: doshimaru.andheri@gmail.com

Contact Person: HirenJayantilalMaru

Membership No.: 108456

Firm Registration No.: 0112187W

Peer Review No: 010830

CHANGES IN THE AUDITORS

There has been no change in the auditors of our Company in the three years immediately preceding the date of this Prospectus and M/s. D G M S & CO. were appointed as the first Auditors of our Company on March 14, 2022. However, the below mentioned change in Statutory Auditor was undertaken in our Erstwhile LLP during the three years immediately preceding the date of this Prospectus:

| Sr. No. | Date of Change | From | To | Reason for change |
|---------|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| 1. | September 20, 2021 | M/s. Kashyap Umesh & Associates, Chartered Accountants 208, Malad Shopping Centre, 2 nd Floor, South Wing, S.V. Road, Malad(West), Mumbai – 400 006. Tel: 022 – 40165545/46 Email: umeshmehta3@gmail.com Contact Person: Umesh K. Mehta Peer Review No.: N. A. Membership No.: 033231 Firm Registration No.: 106421W | M/s. D G M S & CO. Office No. 10, VihangVihar, Opp. Gautam Park Building, Panchpakhadi, Thane West, Thane – 400 602. Tel: + 91 – 98242 31214 Email: doshimaru.andheri@gmail.com Contact Person: Hiren Jayantilal Maru Membership No.: 108456 Firm Registration No.: 125097W Peer Review No: 010830 | Appointment of Peer Review certified Auditor |

BANKER(S) TO OUR COMPANY



KOTAK MAHINDRA BANK

Arkade Bhoomi Heights, Shop No. 2 & 3 Dhanukarwadi,
M.G Road, Kandivali W, Mumbai- 400067.

Contact Person: Sameer Jalan

Tel no. : +91-7045928083

Email Id: sameer.jalan@kotak.com

Website: <https://www.kotak.com>

BANKER(S) TO THE ISSUE / REFUND BANK / SPONSOR BANK



Axis Bank Limited

Gr Floor G-1 , Maker Chamber IV , Mumbai- 400021.

Contact Person : Kalpesh H Raut

Tel no. : +91 7738043348

Email ID : Narimanpoint.branchhead@axisbank.com

Website: <https://www.axisbank.com>

SELF CERTIFIED SYNDICATE BANK(S)

The list of banks that have been notified by SEBI to act as the SCSBs (i) in relation to the ASBA (other than through UPI Mechanism) is provided on the website of SEBI at

<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>, as applicable or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI Mechanism), a list of which is available on the website of SEBI at <https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> or such other website as updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, refer to the above-mentioned link or any other such website as may be prescribed by SEBI 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>. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above mentioned SEBI link.

REGISTERED BROKERS

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

REGISTRAR AND SHARE TRANSFER AGENTS

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of SEBI (www.sebi.gov.in) at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, respectively, as updated from time to time.

COLLECTING DEPOSITORY PARTICIPANTS

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the website of SEBI (www.sebi.gov.in) at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, respectively, as updated from time to time.

INTER-SE ALLOCATION OF RESPONSIBILITIES

Aryaman Financial Services Limited (AFSL) is the sole Lead Manager (LM) to the issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them.

MONITORING AGENCY

Since the proceeds from the Fresh Issue does not exceed ₹ 10,000 Lakhs in terms of Regulation 262 (1) of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

APPRAISING AUTHORITY

The objects of the Issue and deployment of funds are not appraised by any independent agency/ bank/ financial institution.

CREDIT RATING

As the Issue is of Equity Shares, the appointment of a credit rating agency 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.

TRUSTEES

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

GREEN SHOE OPTION

No green shoe option is applicable for the Issue

EXPERT OPINION

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

Our Company has received written consent from the Statutory Auditor namely, M/s. D G M S & Co., Chartered Accountants, to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 in respect to their Report on Restated Financial Statements dated June 13, 2022 and Report on Statement of Tax Benefits dated June 13, 2022 and issued by them, included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.

However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

FILING OF PROSPECTUS

The Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246 (2) of SEBI ICDR Regulations. However, pursuant to sub regulation (5) of Regulation 246 of the SEBI ICDR Regulations, the copy of Prospectus shall be furnished to the Board in a soft copy.

Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. A copy of the Prospectus along with the documents required to be filed under Section 26 and 28 of the Companies Act, 2013 will be delivered to the Registrar of Company, Mumbai, situated at 100, Everest, Marine Drive, Mumbai – 400 002.

ISSUE PROGRAMME

| Event | Dates |
|-----------------------------------------------------------------------|---------------|
| Issue Opening Date | June 23, 2022 |
| Issue Closing Date | June 28, 2022 |
| Finalization of Basis of Allotment with the Designated Stock Exchange | July 01, 2022 |
| Initiation of Allotment / Refunds / Unblocking of Funds | July 04, 2022 |
| Credit of Equity Shares to demat accounts of allottees | July 05, 2022 |
| Commencement of trading of Equity Shares on the Stock Exchange | July 06, 2022 |

The above timetable is indicative and does not constitute any obligation on our Company or the Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company, or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Applications and any revision to the same shall be accepted only between **10.00 a.m. and 5.00 p.m. (IST)** during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Applications and any revision to the same shall be accepted between **10.00 a.m. and 3.00 p.m. (IST)** or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchanges. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Prospectus are Indian Standard Times. Applicants are cautioned

that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither our Company, nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

In accordance with the SEBI Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Applicants can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the 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 or the electronic Application Form, for a particular Applicant, the details as per the file received from the 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 Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSB or the member of the Syndicate for rectified data.

UNDERWRITING AGREEMENT

This Issue is 100% Underwritten. The Underwriting agreement is dated June 02, 2022 and addendum dated June 13, 2022. 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 Shares Underwritten | Amount Underwritten | % of total Issue size underwritten |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|-----------------------|------------------------------------|
| Aryaman Financial Services Limited 60, Khatau Building, Gr. Floor, Alkesh Dinesh Modi Marg, Opp. P. J. Tower (BSE Bldg.), Fort, Mumbai – 400 001 Tel. No.: +91 – 22 – 6216 6999 Email: ipo@afsl.co.in | 11,92,000 | 2,145.60 lakhs | 94.60% |
| Aryaman Capital Markets Limited 60, Khatau Building, Gr. Floor, Alkesh Dinesh Modi Marg, Opp. P. J. Tower (BSE Bldg.), Fort, Mumbai – 400 001 Tel. No.: +91 – 22 – 6216 6999 Email: aryacapm@gmail.com | 68,000 | 122.40 lakhs | 5.40% |
| Total | 12,60,000 | 2,268.00 lakhs | 100.00% |

As per Regulation 260(2) of SEBI (ICDR) Regulations, 2018, the Lead Manager has agreed to underwrite to a minimum extent of 15% of the Issue out of its own account. In the opinion of the Board of Directors (based on certificate given by the Underwriters), the resources of the above mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for 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 Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one 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 an IPO, our Company shall be required to file a fresh Draft Prospectus.

MARKET MAKER



ARYAMAN CAPITAL MARKETS LIMITED

60, Khatau Building, Gr. Floor,
Alkesh Dinesh Modi Marg,
Opp. P. J. Tower (BSE Bldg.),
Fort, Mumbai – 400 001
Tel. No.: +91 – 22 – 6216 6999
Email: aryacpm@gmail.com
Contact Person: Mr. Harshad Dhanawade
SEBI Registration No.: SMEMM0651421122012

Details of the Market Making Arrangement for this Issue

Our Company and the Lead Manager, have entered into an agreement dated June 02, 2022 and addendum dated June 13, 2022 with Aryaman Capital Market Limited (“ACML”), a Market Maker registered with SME Platform of BSE Limited in order to fulfil the obligations of Market Making

The Market Maker shall fulfil 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 BSE 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 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 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 Issue their holding to the Market Maker 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.
3. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and SME Platform of BSE Limited from time to time.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
5. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
6. The shares of the Company will be traded in continuous trading session from the time and day the company gets listed on SME Platform of BSE Limited and Market Maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.
7. 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 or any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
8. 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.
9. The Market Maker shall have the right to terminate the said arrangement by giving a three months notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker.

In case of termination of the above mentioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further the Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time.

10. **Risk containment measures and monitoring for Market Maker:** SME Platform of BSE Limited will have all margins which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
11. **Punitive Action in case of default by Market Maker:** SME Platform of BSE Limited will monitor the obligations on a real-time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
12. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹ 250 Crores, the applicable price bands for the first day shall be:
 - In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The 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.

The following spread will be applicable on the SME Exchange Platform:

| Sr. No. | Market Price Slab (in M) | Proposed spread (in % to sale price) |
|---------|--------------------------|--------------------------------------|
| 1. | Up to 50 | 9 |
| 2. | 50 to 75 | 8 |
| 3. | 75 to 100 | 7 |
| 4. | Above 100 | 6 |

13. 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 ₹ 20 Crores | 25% | 24% |
| ₹ 20 Crores to ₹ 50 Crores | 20% | 19% |
| ₹ 50 Crores to ₹ 80 Crores | 15% | 14% |
| Above ₹ 80 Crores | 12% | 11% |

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

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

CAPITAL STRUCTURE

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

(₹ in lakhs, except share data)

| Sr. No. | Particulars | Aggregate Value at Nominal Value | Aggregate Value at Issue Price |
|-----------|------------------------------------------------------------------------------------------------------------------------------|----------------------------------|--------------------------------|
| A | Authorised Share Capital | | |
| | 45,00,000 Equity Shares of face value of ₹ 10 each | 450.00 | - |
| B | Issued, Subscribed and Paid-up Share Capital before the Issue | | |
| | 29,70,000 Equity Shares of face value of ₹ 10 each | 297.00 | - |
| C | Present Issue in Terms of this Prospectus | | |
| | Issue of 12,60,000 Equity Shares of face value of ₹ 10 each ⁽¹⁾ | 126.00 | 2268.00 |
| | Which Comprises: | | |
| | 68,000 Equity Shares of face value of ₹ 10 each at a price of ₹ 180 per Equity Share reserved as Market Maker Portion | 6.80 | 122.40 |
| | Net Issue to Public of 11,92,000 Equity Shares of face value of ₹ 10 each at a price of ₹ 180 per Equity Share to the Public | 119.20 | 2145.60 |
| | Of which ⁽²⁾ | | |
| | Allocation to Retail Individual Investors of 5,96,000 Equity Shares | 59.60 | 1072.80 |
| | Allocation to other than Retail Individual Investors of 5,96,000 Equity Shares | 59.60 | 1072.80 |
| D | Paid-up Equity Capital after the Issue | | |
| | 42,30,000 Equity Shares of face value of ₹ 10 each | | 423.00 |
| E. | Securities Premium Account | | |
| | Before the Issue | | NIL |
| | After the Issue | | 2142.00 ⁽³⁾ |

⁽¹⁾ The present Issue has been authorised by a resolution of the Board of Directors, dated April 04, 2022 and by a resolution of the shareholders of our Company in the Extra Ordinary General Meeting held on April 06, 2022.

⁽²⁾ Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

⁽³⁾ To be finalized upon determination of the Issue Price.

Our company has no outstanding convertible instruments as on the date of this Prospectus.

NOTES TO CAPITAL STRUCTURE

1. Share Capital History of our Company

The following table sets forth the history of the equity share capital of our Company:

| Date of Allotment of Equity Shares | No. of Equity Shares | Face Value (₹) | Issue Price (₹) | Nature / Reason of Allotment | Nature of Consideration | Cumulative No. of Equity Shares | Cumulative Paid Up Share Capital (₹) | Cumulative Share Premium (₹) |
|------------------------------------|----------------------|----------------|-----------------|------------------------------------|-------------------------------------------------------------|---------------------------------|--------------------------------------|------------------------------|
| On Incorporation | 29,70,000 | 10 | 10 | Subscription to MoA ⁽¹⁾ | Other than cash, pursuant to conversion of Modi's Navnirman | 29,70,000 | 2,97,00,000 | Nil |

| Date of Allotment of Equity Shares | No. of Equity Shares | Face Value (₹) | Issue Price (₹) | Nature / Reason of Allotment | Nature of Consideration | Cumulative No. of Equity Shares | Cumulative Paid Up Share Capital (₹) | Cumulative Share Premium (₹) |
|------------------------------------|----------------------|----------------|-----------------|------------------------------|------------------------------------------------------------------------------|---------------------------------|--------------------------------------|------------------------------|
| | | | | | LLP into our Company under Part I of Chapter XXI of the Companies Act, 2013. | | | |

⁽¹⁾ 14,02,692 equity shares were allotted to Dineshkumar Modi, 8,31,235 equity shares were allotted to Rashmi Modi, 7,35,073 equity shares were allotted to Mahek Modi, 250 equity shares were allotted to Payal Sheth, 250 equity shares were allotted to Samir Sheth, 250 equity shares were allotted to Rinkle Sheth, 250 equity shares were allotted to Urvish Doshi, pursuant to subscription to the MoA.

2. Details of Equity Shares issued for consideration other than cash:

Except as set out below, we have not issued Equity Shares for consideration other than cash:

| Date of Allotment | Name of the Allottees | No. of Equity Shares | Face Value (₹) | Issue Price (₹) | Reasons for allotment | Benefits accrued to our Company |
|-------------------|-----------------------|----------------------|----------------|-----------------|------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|
| On Incorporation | Dineshkumar Modi | 14,02,692 | 10 | 10 | Other than cash, pursuant to conversion of Modi's Navnirman LLP into our Company under Part I of Chapter XXI of the Companies Act, 2013. | Nil - Subscribers to MoA upon formation of Company |
| | Rashmi Modi | 8,31,235 | | | | |
| | Mahek Modi | 7,35,073 | | | | |
| | Payal sheth | 250 | | | | |
| | Samir sheth | 250 | | | | |
| | Rinkle Doshi | 250 | | | | |
| | Urvish Doshi | 250 | | | | |

3. No shares have been allotted in terms of any scheme approved under sections 230-234 of the Companies Act, 2013.

4. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme.

5. No shares have been issued at a price lower than the Issue Price within the last one year from the date of the Prospectus except as mentioned under:

| Date of Allotment | Name of the Allottees | No. of Equity Shares | Face Value (₹) | Issue Price (₹) | Promoters / Promoter Group | Reasons for allotment |
|-------------------|-----------------------|----------------------|----------------|-----------------|----------------------------|------------------------------------------------------------------------------------------|
| On Incorporation | Dineshkumar Modi | 14,02,692 | 10 | 10 | Yes | Conversion of erstwhile LLP into Company under the provision of the Companies Act, 2013. |
| | Rashmi Modi | 831,235 | | | Yes | |
| | Mahek Modi | 7,35,073 | | | Yes | |
| | Payal Sheth | 250 | | | Yes | |
| | Samir Sheth | 250 | | | No | |
| | Rinkle Doshi | 250 | | | Yes | |
| | Urvish Doshi | 250 | | | No | |

6. Shareholding Pattern of our Company

A) The table below presents the current shareholding pattern of our Company as on the date of this Prospectus.

| Category (I) | Category of Share- holder (II) | No. of Share-holder (III) | No. of fully paid-up equity shares held (IV) | No. of Partly paid-up equity shares held (V) | No. of shares Underlying Depository Receipts (VI) | Total Nos. Shares held (VII) = (IV) + (V) + (VI) | Share holding as a % of total No. of Shares (calculated As per SCRR, 1957)(VIII)As a % of (A+B+C2) | Number of Voting Rights held in each Class of securities (IX) | | | | No of Underlying Outstanding Convertible securities (incl. Warrants) (X) | Share Holding as a % assuming Full convertible securities (as a% of Diluted Share Capital) (XI)=(VII)+(X) As a % of (A+B+C2) | Number of Locked In shares (XII) | | No. of shares Pledged Or Otherwise encumbered (XIII) | | No. of Equity shares held in De-mat 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) | |
| | | | | | | | | Class-Equity | Class | Total | | | | | | | | |
| A | Promoters & Promoter Group | 5 | 29,69,500 | - | - | 29,69,500 | 99.98% | 29,69,500 | - | 29,69,500 | 99.98% | - | 99.98% | - | - | - | - | 29,69,500 |
| B | Public | 2 | 500 | - | - | 500 | 0.02% | 500 | - | 500 | 0.02% | - | 0.02% | - | - | - | - | 500 |
| C | Non Promoter Non Public | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| C1 | Shares Underlying DRs | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| C2 | Shares held by Employee Trusts | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Total | 7 | 29,70,000 | - | - | 29,70,000 | 100.00% | 29,70,000 | - | 29,70,000 | 100.00% | - | 100.00% | - | - | - | - | 29,70,000 |

- B) Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as on the date of this Prospectus.

| Sr. No. | Name of the Shareholder | No. of Shares | Percentage of Pre-Issue Share Capital (%) |
|--------------|-------------------------|------------------|-------------------------------------------|
| 1. | Dineshkumar Modi | 14,02,692 | 47.23% |
| 2. | Rashmi Modi | 8,31,235 | 27.99% |
| 3. | Mahek Modi | 7,35,073 | 24.75% |
| Total | | 29,69,000 | 99.97% |

- C) Our Company was incorporated on March 04, 2022. Hence, there were no shareholders two years prior to this Prospectus.
- D) Our Company was incorporated on March 04, 2022. Hence, there were no shareholders one year prior to this Prospectus.
- E) Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as of ten days prior to the date of this Prospectus.

| Sr. No. | Name of the Shareholder | No. of Shares | Percentage of Pre-Issue Share Capital (%) |
|--------------|-------------------------|------------------|-------------------------------------------|
| 1. | Dineshkumar Modi | 14,02,692 | 47.23% |
| 2. | Rashmi Modi | 8,31,235 | 27.99% |
| 3. | Mahek Modi | 7,35,073 | 24.75% |
| Total | | 29,69,000 | 99.97% |

- F) Our Company has not made any public issue (including any rights issue to the public) since its incorporation.
- G) Our Company has not issued any warrants, convertible debentures, loan or any other instrument which would entitle the shareholders to equity shares upon exercise or conversion.
7. Except as disclosed in this 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 Issue 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.

8. Shareholding of our Promoters

- a) Build-up of the shareholding of our Promoters

| Date of Allotment / Transfer | Nature of Issue / Transaction | Nature of Consideration | No. of Equity Shares | FV (₹) | Acquisition / Transfer Price | Cumulative No. of shares | % of Pre Issue Equity Share Capital | % of Post Issue Equity Share Capital |
|------------------------------|-------------------------------|-------------------------|----------------------|--------|------------------------------|--------------------------|-------------------------------------|--------------------------------------|
| Dineshkumar Modi | | | | | | | | |
| Upon Incorporation | Subscription to MOA | Other than Cash | 14,02,692 | 10 | 10 | 14,02,692 | 47.23% | 33.16 % |
| Rashmi Modi | | | | | | | | |
| Upon Incorporation | Subscription to MOA | Other than Cash | 8,31,235 | 10 | 10 | 8,31,235 | 27.99% | 19.65% |
| Mahek Modi | | | | | | | | |
| Upon Incorporation | Subscription to MOA | Other than Cash | 7,35,073 | 10 | 10 | 7,35,073 | 24.75% | 17.38% |

Notes:

- None of the shares belonging to our Promoters have been pledged till date.
- The entire Promoters' shares shall be subject to lock-in from the date of allotment of the equity shares issued through this for periods as per applicable Regulations of the SEBI (ICDR) Regulations.
- Our Promoters have confirmed to the Company and the BRLMs that the Equity Shares held by our Promoters have been financed from their personal funds and no loans or financial assistance from any bank or financial institution has been availed by them for this purpose.
- All the shares held by our Promoters, were fully paid-up on the respective dates of acquisition of such shares.

b) Pre- Issue and Post- Issue Shareholding of our Promoters and Promoter Group

Provided below are details of Equity Shares held by our Promoters and the members of our Promoter Group as on the date of this Prospectus:

| Sr. No. | Category of Promoters | Pre-Issue | | Post- Issue | |
|---------------------------------------------------------------------------|-----------------------|----------------------|--------------------------------------|----------------------|---------------------------------------|
| | | No. of Equity Shares | Percentage of pre- issue capital (%) | No. of Equity Shares | Percentage of post- issue capital (%) |
| Promoters | | | | | |
| 1 | Dineshkumar Modi | 14,02,692 | 47.24% | 14,02,692 | 33.16% |
| 2 | Rashmi Modi | 8,31,235 | 27.99% | 8,31,235 | 19.65% |
| 3 | Mahek Modi | 7,35,073 | 24.75% | 7,35,073 | 17.38% |
| Promoter Group (as per defined by Reg. 2(1)(pp) of SEBI ICDR Regulations) | | | | | |
| 1 | Payal Sheth | 250 | 00.01% | 250 | 00.01% |
| 2 | Rinkle Doshi | 250 | 00.01% | 250 | 00.01% |
| Total Promoters & Promoter Group Holding | | 29,69,500 | 99.98% | 29,69,500 | 70.20 % |
| Total Paid up Capital | | 29,70,000 | 100.00% | 42,30,000 | 100.00% |

All Equity Shares held by the Promoters and members of our Promoter Group have been dematerialised as on date of this Prospectus.

9. Our Company has Seven (7) shareholders, as on the date of this Prospectus.

10. We hereby confirm that:

- None of the members of the Promoters, Promoter Group, Directors and their immediate relatives have purchased or sold any Equity shares of our Company within the last six months from the date of this Prospectus, except for subscription of shares upon conversion of LLP to Company, as disclosed above.
- None of the members of the Promoter Group, Directors and their immediate relatives have financed the purchase by any other person of Equity shares of our Company other than in the normal course of business of the financing entity within the period of six months immediately preceding the date of this Prospectus.

11. Promoter's Contribution and other Lock-in details

a) Details of Promoter's Contribution locked-in for three (3) years

Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Issue Equity Share capital of our Company held by the Promoters, shall be locked in for a period of three years as minimum Promoter's contribution from the date of Allotment and the shareholding of the Promoters 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.

The details of the Equity Shares held by our Promoters, which shall be locked-in for a period of three years from the date of allotment, are set out in the following table:

| Name of Promoters | No. of Equity Shares Locked-in | % of the post- Issue equity share capital |
|---------------------------------|--------------------------------|-------------------------------------------|
| Dineshkumar Modi ⁽¹⁾ | 4,00,000 | 9.46% |
| Rashmi Modi ⁽¹⁾ | 2,40,000 | 5.67% |
| Mahek Modi ⁽¹⁾ | 2,20,000 | 5.20% |
| Total | 8,60,000 | 20.33% |

⁽¹⁾ All the Equity Shares were fully paid-up on the respective dates of allotment or acquisition of such Equity Shares, as the case may be. For details regarding allotment of the above Equity Shares, please refer Note no. 8 under “Notes to Capital Structure” on page no. 55 of this Prospectus.

Our Promoters have given consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post-Issue Equity Share capital of our Company as the Promoter’s Contribution. Our Promoters has agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoter’s Contribution from the date of filing of this Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

We confirm that in compliance with regulation 237 of SEBI ICDR Regulations, the minimum Promoters contribution of 20% as shown above which is subject to lock-in for three years, we confirm the following:

- The Company was formed by conversion of a Limited Liability Partnership under the provisions of Companies Act, 2013 and Dineshkumar Modi, Mahek Modi and Rashmi Modi was the erstwhile partner in the LLP and upon conversion they are designated as the Promoters of the Company. There was no change in the management of the Company;
- The Equity Shares offered towards minimum Promoters’ contribution have been acquired on March 04, 2022 (i.e in the last 1 year) upon conversion of LLP into Company and against the capital existing in such LLP for a period of more than 1 year on a continuous basis;
- Revaluation of assets or capitalization on intangible assets was not involved in acquisition of all these shares and
- The Equity Shares held by the Promoters and offered for minimum 20% Promoter’ Contribution is not subject to any pledge.

We further confirm that our Promoters 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.

a) Details of share capital locked-in for one (1) year

i) Pursuant to Regulation 238 (b) of the SEBI (ICDR) Regulations, in addition to the Promoter’s Contribution to be locked-in for a period of 3 years, as specified above, the entire Pre-Issue Equity Share capital will be locked in for a period of one (1) year from the date of Allotment in this Issue.

ii) Pursuant to Regulation 242 of the SEBI Regulations, the Equity Shares held by our Promoters can be pledged only with banks or financial institutions as collateral security for loans granted by such banks or financial institutions for the purpose of financing one or more of the objects of the Issue and the pledge of shares is one of the terms of sanction of such loan. However, as on date of this Prospectus, none of the Equity Shares held by our Promoters have been pledged to any person, including banks and financial institutions.

iii) Pursuant to Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by our Promoters, which are locked in as per Regulation 238 of the SEBI (ICDR) Regulations, may be transferred to and amongst our Promoters / Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.

iv) Pursuant to Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by shareholders other than our Promoters, which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.

12. Neither the Company, nor its Promoters, Directors or the Lead Manager have entered into any buyback and/or standby arrangements for purchase of Equity Shares of the Company from any person.
13. All Equity Shares issued pursuant to the Issue shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Prospectus. 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.
14. As on the date of this Prospectus, the 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 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.
15. As on date of this Prospectus, there are no outstanding ESOP's, warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares, nor has the company ever allotted any equity shares pursuant to conversion of ESOP's till date.
16. None of our Directors or Key Managerial Personnel holds Equity Shares in the Company, except as stated in the chapter titled "Our Management" beginning on page no.102 of this Prospectus.
17. 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 no. 295 of this 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.
18. An over-subscription to the extent of 1% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 1% of the Issue, as a result of which, the post Issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters 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.
19. Subject to valid applications being received at or above the Issue Price, under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.
20. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.
21. There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.
22. Our Company shall ensure that transactions in the Equity Shares by our Promoters and our Promoter Group between the date of this Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
23. Our Promoters and Promoter Group will not participate in the Issue.
24. Our Company has not re-valued its assets and we do not have any revaluation reserves till date.

SECTION V – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

Issue Proceeds and Net Issue Proceeds

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

| | | (₹ in lakhs) |
|---------------------------------------------|-----------------|--------------|
| Particulars | Amount | |
| Gross Proceeds of the Issue | 2268.00 | |
| Less: Issue related expenses ⁽¹⁾ | 68.00 | |
| Net Proceeds of the Issue | 2,200.00 | |

⁽¹⁾The Issue related expenses are estimated expenses and subject to change

Net Issue

Our Company proposes to utilize the Net Proceeds from Issue towards funding the following objects (collectively, referred to herein as the “Objects”):

1. Investment in subsidiary company – SMNPL for Repayment of its outstanding unsecured loans;
2. General Corporate Purpose

Further, our Company expects that the listing of the Equity Shares will enhance our visibility and our brand image among our existing and potential stakeholders.

The Main Objects clause as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by the Company through the Present Issue.

Further, we confirm that the activities that we have been conducting until now are in accordance with the objects clause of our Memorandum of Association.

Proposed Schedule of Implementation and Deployment of the Net Proceeds

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

| | | | | (₹ in lakhs) |
|--------------|-------------------------------------------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------|--------------|
| Sr. No. | Particulars | Amount to be funded from the Net Proceeds | Amount to be deployed from the Net Proceeds in FY 2022-23 | |
| 1. | Investment in subsidiary company – SMNPL for Repayment of its outstanding unsecured loans | 1,779.00 | 1,779.00 | |
| 2. | General Corporate Purpose | 421.00 | 421.00 | |
| Total | | 2,200.00 | 2,200.00 | |

Requirement of Funds and Means of Finance

The fund requirements mentioned above are based on the internal management estimates of our Company and have not been verified or appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilizing our internal accruals or seeking debt financing.

The entire fund requirements are to be financed from the Net Issue Proceeds, and there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the Issue.

For further details on the risks involved in our proposed fund utilization as well as executing our business strategies, please see the section titled “*Risk Factors*” on page no. 19 of this Prospectus.

DETAILS OF THE FUND REQUIREMENTS

1. Investment in subsidiary company – SMNPL for Repayment of its outstanding unsecured loans

In September 2020, we have acquired 100% holding in Shree Modi’s Navnirman Pvt. Ltd. making it our wholly owned Subsidiary Company. We propose to utilize ₹ 1,779.00 lakhs out of the Net Proceeds towards investment in Shree Modi’s Navnirman Private Limited, for the purpose of Repayment of its outstanding unsecured loans. Our Company proposes to invest such amounts from the Net Proceeds either directly or indirectly, by way of subscription to equity shares, preference shares, non-convertible debentures and/or by way of sub-ordinate debt. Such investments into this subsidiary may be in the form of debt or equity, or in any other manner. The actual mode of investment has not been finalised as on the date of this Prospectus, and will be finalized at the time of utilization of the funds received from the Net Proceeds.

Our Subsidiary Company is in the business of real estate development. Our subsidiary has from time to time procured short term unsecured loan from its directors and certain parties for funding the on-going projects and business activities. As on March 31, 2022, there are no borrowings from any banks or financial institutions and we have funded our growth activities by borrowing unsecured loans only. We believe that such repayment / prepayment will help reduce our outstanding indebtedness and improve our debt-equity ratio. We believe that such repayment will help us achieve our intention of a low debt balance sheet. We believe that reducing indebtedness will result in enhanced equity base, improve our leverage capacity and various other benefits.

The breakdown of the estimated utilisation by SMNPL is as follows:-

(₹ in Lakhs)

| Sr. No. | Name of the Lender | Related Party | Amount of Loan outstanding as on March 31, 2022 | Amount of Loan proposed to be repaid. |
|---------|-------------------------------|---------------|-------------------------------------------------|---------------------------------------|
| 1. | Dineshkumar Modi | Yes | 1,444.00 | 1,444.00 |
| 2. | Avi Jewels Pvt Ltd | No | 170.00 | 170.00 |
| 3. | Hirkani Multiventures Pvt Ltd | No | 50.00 | 50.00 |
| 4. | Darsh Exim Pvt Ltd | No | 45.00 | 45.00 |
| 5. | Mahak Diam Pvt Ltd | No | 25.00 | 25.00 |
| 6. | Yashika Jewels Pvt Ltd | No | 25.00 | 25.00 |
| 7. | Mahek Modi | Yes | 20.00 | 20.00 |
| | Total | | 1,779.00 | 1,779.00 |

M/s. D G M S & Co., Chartered Accountants, Statutory Auditors of our Company, have vide their certificate dated June 13, 2022 confirmed the above outstanding loans as on March 31, 2022

M/s. D G M S & Co., Chartered Accountants, have further certified vide the aforesaid certificate that the funds obtained through these loans were utilised towards business purposes, including project financing for on-going and planned projects.

The entire amount of ₹ 1,779.00 lakhs shall be repaid within F. Y. 2022-23

2. General Corporate Purpose

Our management will have flexibility to deploy ₹ 421.00 lakhs, aggregating to 19.14% of the Net Proceeds towards general corporate purposes, including but not restricted to strategic initiatives, partnerships, joint ventures and acquisitions, branding, marketing, new client referral fees 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 any other purposes as may be approved by our Board, subject to compliance with the necessary provisions of the Companies Act.

Our management, in accordance with the policies of the Board, will have flexibility in utilizing any amounts for general corporate purposes under the overall guidance and policies of our Board. The quantum of utilization of funds towards

any of the purposes will be determined by the Board, based on the amount actually available under this head and the business requirements of our Company, from time to time.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that in terms of Regulation 230(2) of the SEBI ICDR Regulations, the extent of the Net Proceeds according to this Prospectus, proposed to be used for general corporate purposes, shall not exceed 25% of the amount raised by our Company through the Issue of Equity Shares.

ISSUE RELATED EXPENSES

The total estimated Issue Expenses are ₹ 68.00 Lakhs, which is 3.00 % of the total Issue Size. The details of the Issue Expenses are tabulated below:

| Sr. No. | Particulars | Amount (₹ in lakhs) | % of Total Expenses | % of Total Issue size |
|--------------|-----------------------------------------------------------------------------------------------------------------------------------------------|---------------------|---------------------|-----------------------|
| 1 | Issue Management fees including fees and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses. | 31.70 | 46.62% | 1.40% |
| 2 | Brokerage and selling commission ^{(1), (2) & (3)} | 11.34 | 16.68% | 0.50% |
| 3 | Printing & Stationery, Distribution, Postage, etc. | 1.50 | 2.21% | 0.07% |
| 4 | Advertisement and Marketing Expenses | 1.50 | 2.21% | 0.07% |
| 5 | Stock Exchange Fees, Regulatory and other Expenses | 21.96 | 32.29% | 0.96% |
| Total | | 68.00 | 100.00% | 3.00% |

⁽¹⁾ The SCSBs and other intermediaries will be entitled to a commission of ₹ 10/- per every valid Application Form submitted to them and uploaded on the electronic system of the Stock Exchange by them.

⁽²⁾ The SCSBs would be entitled to processing fees of ₹ 10/- per Application Form, for processing the Application Forms procured by other intermediaries and submitted to the SCSBs.

⁽³⁾ Further the SCSBs and other intermediaries will be entitled to selling commission of 0.01% of the Amount Allotted (product of the number of Equity Shares Allotted and the Issue Price) for the forms directly procured by them and uploaded on the electronic system of the Stock Exchange by them.

The Issue expenses are estimated expenses and subject to change. The Issue expenses shall be payable within 30 working days post the date of receipt of the final invoice from the respective Intermediaries by our Company.

Appraisal and Bridge Loans

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

Year wise Deployment of Funds / Schedule of Implementation

As on the date of this Prospectus, no funds have been deployed on these objects. The entire Issue size is proposed to be deployed in the Financial Year 2022-23.

Monitoring of Utilization of Funds

Since the proceeds from the Issue do not exceed ₹ 10,000 lakhs, in terms of Regulation 262 of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee will monitor the utilisation of the proceeds of the Issue. Our Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilised Net Proceeds in the balance sheet of our Company for the relevant fiscals subsequent to receipt of listing and trading approvals from the Stock Exchange.

Pursuant to the SEBI Listing Regulations, our Company shall disclose to the Audit Committee of the Board of Directors the uses and applications of the Net Proceeds. Our Company shall prepare a statement of funds utilised for purposes other than those stated in this Prospectus and place it before the Audit Committee of the Board of Directors, as required under applicable law. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full.

The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with the Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchange on a half yearly basis, a statement indicating (i) deviations, if any, in the utilisation of the proceeds of the Issue from the objects of the Issue as stated above; and (ii) details of category wise variations in the utilisation of the proceeds from the Issue from the objects of the Issue as stated above.

Interim Use of Funds

Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act. 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 Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act. The notice in respect of such resolution to Shareholders shall simultaneously be published in the newspapers, one in English and one in Regional language of the jurisdiction where our Registered Office is situated. The Shareholders who do not agree to the above stated proposal, our Promoters or controlling Shareholders will be required to provide an exit opportunity to such dissenting Shareholders, 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

Except for repayment of loan by SMNPL to some of our Promoter / Promoter Group, as mentioned in this Chapter above, no part of the Net Proceeds will be paid by our Company as consideration to our Promoters, Promoter Group, our Board of Directors, our Key Management Personnel or Group Companies except in the normal course of business in compliance with applicable law.

BASIS OF ISSUE PRICE

The Issue Price has been determined by our Company in consultation with the Lead Manager on the basis of the key business strengths. The face value of the Equity Shares is ₹ 10 and Issue Price is ₹ 180 per Equity Shares and is 18 times of the face value. Investors should read the following basis with the sections titled “Risk Factors”, “Financial Information” and the chapter titled “Our Business” beginning on page nos.19, 121 and 79 respectively, of this Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of Our Company could decline due to these risk factors and you may lose all or part of your investments.

Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for the Issue Price are:

- Experienced Management Team
- Established brand and reputation
- Our proven execution capabilities
- Strong project pipeline providing cash flow visibility

For more details on qualitative factors, refer to chapter “Our Business” on page no. 79 of this Prospectus.

Quantitative Factors

The information presented in this section for the Fiscal ended March 31, 2022, March 31, 2021 and March 31, 2020 is derived from our Restated Financial Statements. For more details on financial information, investors please refer the chapter titled “Financial Statements as Restated” on page no. 121 of this Prospectus.

Investors should evaluate our Company taking into consideration its earnings and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the price are as follows:

1. Basic and Diluted Earnings / Loss Per Share (“EPS”)

| Year ended March 31, | Basic & Diluted | |
|-------------------------|---------------------------|---------|
| | EPS (in ₹) ⁽¹⁾ | Weights |
| 2022 | 4.47 | 3 |
| 2021 | 1.27 | 2 |
| 2019 | 4.71 | 1 |
| Weighted Average | 3.44 | |

⁽¹⁾ Based on Restated Financials of our Company

⁽²⁾ Not Annualised

Notes:

- a. Basic EPS has been calculated as per the following formula:

$$\text{Basic EPS (₹)} = \frac{\text{Net profit/ (loss) as restated, attributable to Equity Shareholders}}{\text{Weighted average number of Equity Shares outstanding during the year/period}}$$

- b. Diluted EPS has been calculated as per the following formula:

$$\text{Diluted EPS (₹)} = \frac{\text{Net profit/ (loss) as restated, attributable to Equity Shareholders}}{\text{Diluted Weighted average number of Equity Shares outstanding during the year/period}}$$

- c. Basic and Diluted EPS calculations are in accordance with Accounting Standard 20 “Earnings per Share”, notified under section 133 of Companies Act, 2013 read together with paragraph 7 of Companies (Accounting) Rules, 2014.
- d. The above statement should be read in conjunction with Significant Accounting Policies and Notes to Restated Financial Statements as appearing in “Annexure IV & V - Financial Information” beginning on page no. 121 Prospectus.

2. Price Earnings Ratio (“P/E”) in relation to the Price of ₹180 per share of ₹ 10 each

| Particulars | P/E |
|---------------------------------------------------------------|-------|
| P/E ratio based on Basic and Diluted EPS as at March 31, 2022 | 40.27 |
| P/E ratio based on Weighted Average EPS | 52.27 |

Industry P/E Ratio*

| Particulars | P/E Ratio |
|---------------------------------------------|-----------|
| Highest: National Standard (India) Limited* | 514.30 |
| Sadbhav Infrastructure Project Limited* | 3.00 |
| Industry Average# | 30.80 |

* (Source: Capital Market, Vol.XXXVII/09, June 13-26, 2022; Segment: Construction)

(Source: Capital Market, Vol.XXXVII/08, May 30-June 12, 2022; Segment: Construction)

3. Return on Net worth (RoNW)

| Year ended March 31, | RoNW (%) ⁽¹⁾ | Weight |
|-------------------------|-------------------------|--------|
| 2022 | 34.81% | 3 |
| 2021 | 12.77% | 2 |
| 2020 | 47.06% | 1 |
| Weighted Average | 29.51% | |

⁽¹⁾ Based on Restated Financials of our Company

Note: Return on Net worth has been calculated as per the following formula:

$$\text{RoNW} = \frac{\text{Net profit/loss after tax, as restated}}{\text{Net worth excluding preference share capital and revaluation reserve}}$$

4. Net Asset Value (NAV) based on actual no. of equity shares at the end of the year

| Financial Year | NAV (₹) |
|--------------------------|---------|
| NAV as at March 31, 2022 | 12.84 |
| NAV after Issue | 62.63 |
| Issue Price (₹) | 180.00 |

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

$$\text{NAV} = \frac{\text{Net worth excluding preference share capital and revaluation reserve}}{\text{Outstanding number of Equity shares at the end of the year}}$$

5. Comparison with Industry Peers

Peer Group Comparison of Accounting Ratios:

| Particulars | CMP* | EPS (₹) | PE Ratio | RONW (%) | NAV per share (₹) | Face Value (₹) | Revenue from Operations (₹ in Lakhs) |
|-----------------------------------------|--------|---------|----------|----------|-------------------|----------------|--------------------------------------|
| Modi's Navnirman Limited ⁽¹⁾ | 180 | 4.47 | 40.27 | 34.81% | 12.84 | 10 | 1,124.89 |
| Peer Group ** | | | | | | | |
| Arihant Superstructures Limited | 136.75 | 10.02 | 13.65 | 23.19% | 43.35 | 10 | 33,093.75 |
| KBC Global Limited | 5.07 | 2.8 | 1.81 | 12.40% | 2.27 | 1 | 10,164.52 |
| Ajmera Realty & Infra India Limited | 272.7 | 12.75 | 21.39 | 7.56% | 169.28 | 10 | 48,268.00 |
| Hubtown Limited | 53.15 | (2.85) | (18.65) | (10.10)% | 177.24 | 10 | 19,028.00 |

| Particulars | CMP* | EPS (₹) | PE Ratio | RONW (%) | NAV per share(₹) | Face Value (₹) | Revenue from Operations (₹in Lakhs) |
|------------------------------|----------|------------|----------|-------------|------------------------|----------------------|----------------------------------------------|
| Godrej Properties Limited | 1,398.30 | 12.68 | 110.28 | 4.04% | 312.08 | 5 | 182,488.00 |
| Macrotech Developers Limited | 967.9 | 26.28 | 36.83 | 9.98% | 251.40 | 10 | 923,320.00 |
| Vascon engineers Limited | 23.5 | 1.76 | 13.35 | 4.43% | 37.34 | 10 | 65,303.00 |

* CMP for our Company is considered as Issue Price

**Source: www.bseindia.com.

Notes:

- (i) The figures of Modi's Navnirman Limited are based on restated financial statements.
- (ii) Considering the nature and size of business of the Company, the peers are not strictly comparable. However same have been included for broad comparison.
- (iii) Current Market Price (CMP) is the closing price of peer group scripts as on May 31, 2022.
- (iv) The figures for the peer group are based on the consolidated audited financials for the year ended March 31, 2022.

6. The face value of our share is ₹ 10.00 per share and the Issue Price is of ₹ 180 per share are 18 times of the face value.
7. The Company in consultation with the Lead Manager believes that the Issue price of ₹180 per share for the Public Issue is justified in view of the above parameters. The investors may also want to peruse the Risk Factors and Financials of the Company including important profitability and return ratios, as set out in the Financial Statements included in this Prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is ₹ 10 per share and the Issue Price is 18 times of the face value i.e. ₹ 180 per share.

STATEMENT OF TAX BENEFITS

To,
The Board of Directors,
Modi's Navnirman Limited
Shop No. 5, CTS 947/A,
Rashmi Tara Datta Mandir,
Kandivali (West), Mumbai - 400067

Dear Sirs,

Sub: Statement of Possible Special Tax Benefits available to Modi's Navnirman Limited and its shareholders prepared in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI Regulations") and the Companies Act, 2013, as amended (the "Act").

We hereby report that the accompanying Statement states the possible special tax benefits available to the Company and shareholders of the Company (hereinafter referred to as "**the Statement**") under the Income Tax Act, 1961 (read with Income Tax Rules, circulars, notifications) as amended by the Finance Act, 2021 presently in force in India (together referred to as the "**Direct Tax Laws**"), the Goods and Service Tax laws & Customs Act, 1962 (read with rules, circulars, notifications) presently in force in India (together referred to as the "**Indirect Tax Laws**").

These possible special tax benefits are dependent on the Company and/ or the Company's shareholders fulfilling the conditions prescribed under relevant Direct Tax Laws, Indirect Tax Laws and other laws. Hence, the ability of the Company or the Company's shareholders to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company or the Company's shareholders may or may not choose to fulfil. The Company has a subsidiary as on date of the Prospectus.

The benefits discussed in the enclosed Statement are not exhaustive and only cover the possible special direct and indirect tax benefits available to the Company and the Company's shareholders. The Statement is neither designed nor intended to be a substitute for professional tax advice and each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of the Company.

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

- a) the Company or its shareholders will continue to obtain these possible special tax benefits in future; or
- b) the conditions prescribed for availing the possible special tax benefits, where applicable, have been/would be met with; and

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

No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

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

We hereby give consent to include this Statement in the Prospectus in connection with the proposed initial public offering of the Company.

Yours faithfully,

For D G M S & Co
Chartered Accountants
FRN: **0112187W**

CA Hiren Maru
Partner
Membership No: 115279

Place: Mumbai
Date: June 13, 2022
UDIN: 22115279ALDMEY7156

Annexure

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND COMPANY'S SHAREHOLDERS

Outlined below are the possible special tax benefits available to **Modi's Navnirman Limited ("the Company")** and to its Shareholders under the Direct and Indirect Tax Laws in force in India.

A. SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY

1. Direct Tax

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

2. Indirect Tax

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

B. SPECIAL TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS OF THE COMPANY

1. Direct Tax

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

2. Indirect Tax

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

SECTION VI – ABOUT OUR COMPANY

INDUSTRY OVERVIEW

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications, publically available documents and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. You should read the entire Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statements” and related notes beginning on page nos. 19 and 121 of this Prospectus.

Global Economic Overview

The global economy enters 2022 in a weaker position than previously expected. As the new Omicron COVID-19 variant spreads, countries have reimposed mobility restrictions. Rising energy prices and supply disruptions have resulted in higher and more broad-based inflation than anticipated, notably in the United States and many emerging market and developing economies. The ongoing retrenchment of China’s real estate sector and slower-than-expected recovery of private consumption also have limited growth prospects.

Global growth is expected to moderate from 5.9 in 2021 to 4.4 percent in 2022—half a percentage point lower for 2022 than in the October World Economic Outlook (WEO), largely reflecting forecast markdowns in the two largest economies. A revised assumption removing the Build Back Better fiscal policy package from the baseline, earlier withdrawal of monetary accommodation, and continued supply shortages produced a downward 1.2 percentage-points revision for the United States. In China, pandemic-induced disruptions related to the zero-tolerance COVID-19 policy and protracted financial stress among property developers have induced a 0.8 percentage-point downgrade. Global growth is expected to slow to 3.8 percent in 2023. Although this is 0.2 percentage point higher than in the previous forecast, the upgrade largely reflects a mechanical pickup after current drags on growth dissipate in the second half of 2022. The forecast is conditional on adverse health outcomes declining to low levels in most countries by end-2022, assuming vaccination rates improve worldwide and therapies become more effective.

Risks to the global baseline are tilted to the downside. The emergence of new COVID-19 variants could prolong the pandemic and induce renewed economic disruptions. Moreover, supply chain disruptions, energy price volatility, and localized wage pressures mean uncertainty around inflation and policy paths is high. As advanced economies lift policy rates, risks to financial stability and emerging market and developing economies’ capital flows, currencies, and fiscal positions—especially with debt levels having increased significantly in the past two years—may emerge. Other global risks may crystallize as geopolitical tensions remain high, and the ongoing climate emergency means that the probability of major natural disasters remains elevated.

With the pandemic continuing to maintain its grip, the emphasis on an effective global health strategy is more salient than ever. Worldwide access to vaccines, tests, and treatments is essential to reduce the risk of further dangerous COVID-19 variants. This requires increased production of supplies, as well as better in-country delivery systems and fairer international distribution. Monetary policy in many countries will need to continue on a tightening path to curb inflation pressures, while fiscal policy—operating with more limited space than earlier in the pandemic—will need to prioritize health and social spending while focusing support on the worst affected. In this context, international cooperation will be essential to preserve access to liquidity and expedite orderly debt restructurings where needed. Investing in climate policies remains imperative to reduce the risk of catastrophic climate change

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2022/01/25/world-economic-outlook-update-january-2022>)

Global Growth

Global growth is estimated at 5.9 percent in 2021 and is expected to moderate to 4.4 percent in 2022, half a percentage point lower than in the October 2021 World Economic Outlook. The baseline incorporates anticipated effects of mobility restrictions, border closures, and health impacts from the spread of the Omicron variant. These vary by country depending on susceptibility of the population, the severity of mobility restrictions, the expected impact of infections on labor supply, and the importance of contact-intensive sectors. These impediments are expected to weigh on growth in the

first quarter of 2022. The negative impact is expected to fade starting in the second quarter, assuming that the global surge in Omicron infections abates and the virus does not mutate into new variants that require further mobility restrictions. Forecasts are based on information up to 18 January 2022.

Table 1. Overview of the World Economic Outlook Projections

(Percent change, unless noted otherwise)

| | Year over Year | | | |
|-----------------------------------------------------------|----------------|------------|-------------|------------|
| | 2020 | Estimate | Projections | |
| | | 2021 | 2022 | 2023 |
| World Output | -3.1 | 5.9 | 4.4 | 3.8 |
| Advanced Economies | -4.5 | 5 | 3.9 | 2.6 |
| United States | -3.4 | 5.6 | 4 | 2.6 |
| Euro Area | -6.4 | 5.2 | 3.9 | 2.5 |
| Germany | -4.6 | 2.7 | 3.8 | 2.5 |
| France | -8.0 | 6.7 | 3.5 | 1.8 |
| Italy | -8.9 | 6.2 | 3.8 | 2.2 |
| Spain | -10.8 | 4.9 | 5.8 | 3.8 |
| Japan | -4.5 | 1.6 | 3.3 | 1.8 |
| United Kingdom | -9.4 | 7.2 | 4.7 | 2.3 |
| Canada | -5.2 | 4.7 | 4.1 | 2.8 |
| Other Advanced Economies 3/ | -1.9 | 4.7 | 3.6 | 2.9 |
| Emerging Market and Developing Economies | -2.0 | 6.5 | 4.8 | 4.7 |
| Emerging and Developing Asia | -0.9 | 7.2 | 5.9 | 5.8 |
| China | 2.3 | 8.1 | 4.8 | 5.2 |
| India 4/ | -7.3 | 9 | 9 | 7.1 |
| ASEAN-5 5/ | -3.4 | 3.1 | 5.6 | 6 |
| Emerging and Developing Europe | -1.8 | 6.5 | 3.5 | 2.9 |
| Russia | -2.7 | 4.5 | 2.8 | 2.1 |
| Latin America and the Caribbean | -6.9 | 6.8 | 2.4 | 2.6 |
| Brazil | -3.9 | 4.7 | 0.3 | 1.6 |
| Mexico | -8.2 | 5.3 | 2.8 | 2.7 |
| Middle East and Central Asia | -2.8 | 4.2 | 4.3 | 3.6 |
| Saudi Arabia | -4.1 | 2.9 | 4.8 | 2.8 |
| Sub-Saharan Africa | -1.7 | 4 | 3.7 | 4 |
| Nigeria | -1.8 | 3 | 2.7 | 2.7 |
| South Africa | -6.4 | 4.6 | 1.9 | 1.4 |
| Memorandum | | | | |
| World Growth Based on Market Exchange Rates | -3.5 | 5.6 | 4.2 | 3.4 |
| European Union | -5.9 | 5.2 | 4 | 2.8 |
| Middle East and North Africa | -3.2 | 4.1 | 4.4 | 3.4 |
| Emerging Market and Middle-Income Economies | -2.2 | 6.8 | 4.8 | 4.6 |
| Low-Income Developing Countries | 0.1 | 3.1 | 5.3 | 5.5 |
| World Trade Volume (goods and services) 6/ | -8.2 | 9.3 | 6 | 4.9 |
| Advanced Economies | -9.0 | 8.3 | 6.2 | 4.6 |
| Emerging Market and Developing Economies | -6.7 | 11.1 | 5.7 | 5.4 |
| Commodity Prices (US dollars) | | | | |
| Oil 7/ | -32.7 | 67.3 | 11.9 | -7.8 |
| Nonfuel (average based on world commodity import weights) | 6.7 | 26.7 | 3.1 | -1.9 |
| Consumer Prices | | | | |
| Advanced Economies 8/ | 0.7 | 3.1 | 3.9 | 2.1 |
| Emerging Market and Developing Economies 9/ | 5.1 | 5.7 | 5.9 | 4.7 |

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2022/01/25/world-economic-outlook-update-january-2022>)

Indian Economic Overview

Introduction

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

Market size

India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 232.15 trillion (US\$ 3.12 trillion) in FY2021-22.,

India is the third-largest unicorn base in the world with over 83 unicorns collectively valued at US\$ 277.77 billion, as per the Economic Survey. By 2025, India is expected to have 100 unicorns, which will create ~1.1 million direct jobs according to the Nasscom-Zinnov report 'Indian Tech Start-up'.

India needs to increase its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030s, for productivity and economic growth according to McKinsey Global Institute. The net employment rate needs to grow by 1.5% per year from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030.

According to data from the Department of Economic Affairs, as of January 28, 2022, foreign exchange reserves in India reached the US\$ 634.287 billion mark.

Recent Developments

With an improvement in the economic scenario, there have been investments across various sectors of the economy. In 2020, the total deal value in India stood at ~US\$ 80 billion across 1,268 transactions. Of this, M&A activity contributed ~50% to the total transaction value. Private Equity - Venture Capital (PE-VC) sector recorded investments worth US\$ 47.6 billion across 921 deals in 2020. Some of the important recent developments in Indian economy are as follows:

- India's merchandise exports between April 2021 and December 2021 were estimated at US\$ 299.74 billion (a 48.85% YoY increase). In December 2021, the Manufacturing Purchasing Managers' Index (PMI) in India stood at 56.4.
- The gross GST (Goods and Services Tax) revenue collection stood at Rs. 1.38 trillion (US\$ 18.42 billion) in January 2022. This was a 15% rise over a year ago.
- According to the Department for Promotion of Industry and Internal Trade (DPIIT), FDI equity inflow in India stood at US\$ 547.2 billion between April 2000 and June 2021.
- India's Index of Industrial Production (IIP) for November 2021 stood at 128.5 against 126.7 for November 2020.
- Consumer Food Price Index (CFPI) – Combined inflation was 2.9% in 2021-22 (April-December) against 9.1% in the corresponding period last year.
- Consumer Price Index (CPI) – Combined inflation was 5.20% in 2021-22 (April-December) against 6.6% in 2020-21
- Foreign portfolio investors (FPIs) invested Rs.50,009 crore (US\$ 6.68 billion) in the Calendar year 2021.

Government Initiatives

The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 lakh crore (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).

Under PM GatiShakti Master Plan the National Highway Network will develop 25,000 km of new highways network which will be worth Rs. 20,000 crore (US\$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.

On February 2022, Ms. Nirmala Sitharaman Minister for Finance & Corporate Affairs said that productivity linked incentive (PLI) schemes to be extended to 14 sectors for achieving the mission of AtmaNirbhar Bharat and create 60 lakh (6 million) and an additional production of Rs. 30 lakh crore (US\$ 401.49 billion) in the next 5 years.

In the Union Budget of 2022-23, the government announced funding for the production linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion).

Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of an average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the Government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally and increasing digital literacy.

Road Ahead

India's electronic exports are expected to reach US\$ 300 billion by 2025-26 this will be nearly 40 times the FY2021-22 exports (till December 2021) of US\$ 67 billion.

As per the data published in a Department of Economic Affairs report, in the first quarter of FY22, India's output recorded a 20.1% YoY growth, recovering >90% of the pre-pandemic output in the first quarter of FY20. India's real gross value added (GVA) also recorded an 18.8% YoY increase in the first quarter of FY22, posting a recovery of >92% of its corresponding pre-pandemic level (in the first quarter of FY20). Also, in FY21, India recorded a current account surplus at 0.9% of the GDP. The growth in the economic recovery is due to the government's continued efforts to accelerate vaccination coverage among citizens. This also provided an optimistic outlook to further revive industrial activities.

As per RBI's revised estimates of July 2021, the real GDP growth of the country is estimated at 21.4% for the first quarter of FY22. The increase in the tax collection, along with government's budget support to states, strengthened the overall growth of the Indian economy.

India is focusing on renewable sources to generate energy. It is planning to achieve 40% of its energy from non-fossil sources by 2030, which is currently 30% and have plans to increase its renewable energy capacity from 175 gigawatt (GW) by 2022. In line with this, in May 2021, India, along with the UK, jointly launched a 'Roadmap 2030' to collaborate and combat climate change by 2030.

India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report. It is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by 2040 as per a report by PricewaterhouseCoopers.

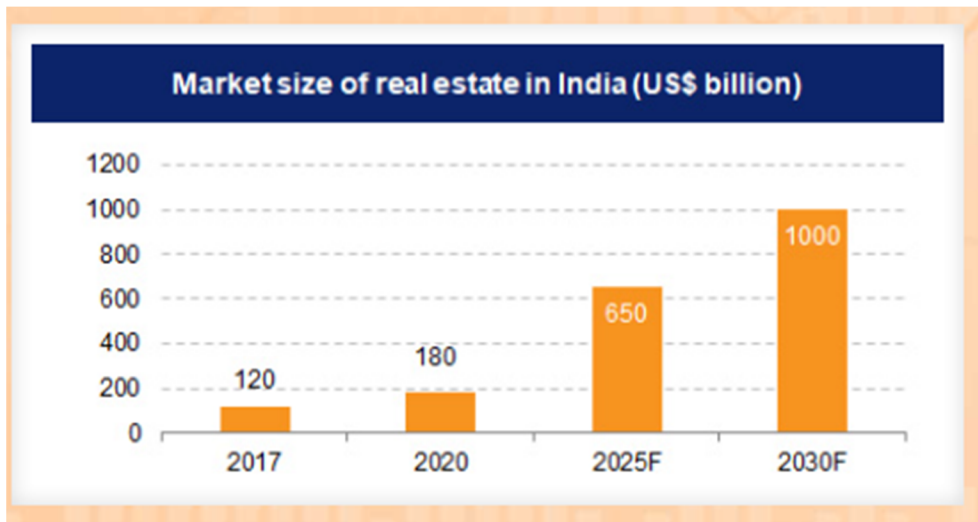
(Source: <https://www.ibef.org/economy/indian-economy-overview>)

INDIAN REAL ESTATE SECTOR

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

Market Size

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



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

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

Around 40 million square feet were delivered in India in 2021. It is expected that the country will have a 40% market share in the next 2-3 years. India is expected to deliver 46 million square feet in 2022.

According to Savills India, real estate demand for data centres is expected to increase by 15-18 million sq. ft. by 2025.

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

India's gross leasing volume in the top 8 cities stood at 16.2 this was 12.4% quarter to quarter growth in 2021. India's net absorption of the office market stood at 11.56 million square feet in quarter four of 2021. This was an 86% rise QoQ.

According to the Economic Times Housing Finance Summit, about 3 houses are built per 1,000 people per year compared with the required construction rate of five houses per 1,000 population. The current shortage of housing in urban areas is estimated to be ~10 million units. An additional 25 million units of affordable housing are required by 2030 to meet the growth in the country's urban population.

Government Initiatives

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

- In October 2021, the RBI announced to keep benchmark interest rate unchanged at 4%, giving a major boost to the real estate sector in the country. The low home loan interest rates regime is expected to drive the housing demand and increase sales by 35-40% in the festive season in 2021.
- Under Union Budget 2021-22, tax deduction up to Rs. 1.5 lakh (US\$ 2069.89) on interest on housing loan, and tax holiday for affordable housing projects have been extended until the end of fiscal 2021-22.
- The Atmanirbhar Bharat 3.0 package announced by Finance Minister Mrs. Nirmala Sitharaman in November 2020 included income tax relief measures for real estate developers and homebuyers for primary purchase/sale of residential units of value (up to Rs. 2 crore (US\$ 271,450.60) from November 12, 2020 to June 30, 2021).
- In order to revive around 1,600 stalled housing projects across top cities in the country, the Union Cabinet has approved the setting up of Rs. 25,000 crore (US\$ 3.58 billion) alternative investment fund (AIF).

- Government has created an Affordable Housing Fund (AHF) in the National Housing Bank (NHB) with an initial corpus of Rs. 10,000 crore (US\$ 1.43 billion) using priority sector lending short fall of banks/financial institutions for micro financing of the HFCs.
- As of January 31, 2021, India formally approved 425 SEZs, of which 265 were already operational. Most special economic zones (SEZs) are in the IT/ BPM sector.

Road Ahead

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

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

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

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

(Source: <https://www.ibef.org/industry/real-estate-india>)

Private Society Redevelopment 30 & 32

To provide old housing societies an opportunity to demolish and reconstruct the old building structures, the government has implemented the Private Society Redevelopment policy. Under this policy, private housing societies that need significant repairs and upgrades can be demolished and reconstructed. While the unit owners get new homes along with additional FSI, the real estate developers are permitted to sell the additional FSI to existing owners or new buyers to recover their costs incurred for the redevelopment. However, the societies can proceed with redevelopment only if 51% of the members agree and give their consent for the redevelopment

The government is currently planning to provide additional FSI amounting to 15% of built-up area per flat at no extra charge. Currently there are over 40,000 housing societies in Mumbai awaiting redevelopment proposals. Therefore, policy provides alternative development option, especially in areas with high land prices or lack of availability of land for development.

| Private Society Redevelopment 30 & 32 | | |
|-------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | DCR 1991 | DCR 2034 ⁹ |
| Floor Space Index (FSI) - Island City | Base FSI or Zonal FSI = 1.33 (Net Plot Area) Premium FSI = NA TDR = NA Fungible (35% of 1.33) = 0.47 Total FSI with Fungible = 1.80 | Base FSI or Zonal FSI = 1.33 (Gross Plot Area) Premium FSI = 0.34 (Gross Plot Area) TDR = 0.33 (Gross Plot Area) Fungible (35% of 2.00) = 0.70 Total FSI with Fungible = 2.70 |
| Floor Space Index (FSI) - Suburbs | Base FSI or Zonal FSI = 0.85 (Net Plot Area) Premium FSI = 0.50 (Balance Plot Area) TDR = 0.50 (Balance Plot Area) Fungible FSI (35% of 2.00) = 0.50 Total FSI = 2.50 ** No additional FSI of Road setback instead gets adjusted in the form of TDR | Base FSI or Zonal FSI = 1.00 (Gross Plot Area) Premium FSI = 0.50 (Gross Plot Area) TDR = 0.50 (Gross Plot Area) Fungible FSI (35% of 2.00) = 0.70 Total FSI = 2.70 ** Road setback area will not get adjusted in TDR, instead 100% FSI of Road setback if given |
| Recreational Ground (RG) Deduction in FSI | 15% & physical provision as per plot area | No Applicable, only physical provision is required |
| AOS provision | No | Plot area less than 4,000 sq.m. = Nil Plot area between 4,000 sq.m. to 10,000 sq.m. = 5% Plot area more than 10,000 sq.m. = 10% |
| Inclusive Housing | Inclusive housing is not applicable if all existing individual tenements have Carpet Area of less 80 sq.m. in the scheme. | |
| Development Surcharge | NA | Applicable on Premium FSI + TDR & on fungible of Premium FSI & TDR (4% X Land RR X FSI) |

Source: Draft Development Plan – 2034, Draft development Control & Promotion Regulations 2034

OUR BUSINESS

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 page nos. 19, 121 and 149 respectively, of this Prospectus. Unless the context otherwise requires, in relation to business operations, in this chapter of this Prospectus, all references to “we”, “us”, “our” and “our Company” are to Modi’s Navnirman Limited as the case may be.

OVERVIEW

About the Group

The Modi Group is an established Mumbai based group having its presence in the construction industry for more than a decade. The group was founded by our promoter Mr. Dineshkumar Modi in year 2009. In the years following its inception the group concentrated on developing affordable housing in the residential segment. Modi Group has so far constructed 7 residential and commercial projects (*Namely i) Rashmi Tara ii) Rashmi Chaaya, iii) Badshahs Residency, iv) Rashmi Sadhna, v) Rashmi Sheela, vi) Mrunali, vii) Rashmi Kunj*) in the western suburbs of Mumbai specifically in and around the areas of Borivali, Kandivali, Malad and Goregaon. The group has 5 projects, which are currently under construction. As on the date of this Prospectus, our Company, our subsidiary (SMNPL) and proprietary concern of our promoter (Modis Nirman) have constructed and delivered possession of approximately 1.45 lakhs sq. ft. of carpet area of residential units. (This translates into a constructed area i.e. 2.10 lakhs sq. ft).

About The Company

Our Company, Modi’s Navnirman Limited was originally incorporated as a Limited Liability Partnership in the name and style of Modi’s Navnirman LLP on December 31, 2015 and was subsequently converted into a “Public Limited” on March 04, 2022 with a view to corporatize the group’s activities in the real estate sector. Since inception, we have been focused on the mid-market and affordable housing categories as our target segment within the residential housing market. The mid-market and affordable housing categories have accounted for significant share of overall market absorption in India in recent years

Also, as on date of this Prospectus, our Company does not have any borrowings from any bank or financial institutions and all our assets are free of any charge. This we believe is a unique positioning of our company in an otherwise highly leveraged real estate sector in India. Historically, we have sought to develop our projects either through development agreements (“DA”) with Co-operative Housing Society (Society) / landowners of the proposed projects. We are transitioning to a real estate development model with a shift towards an asset light business strategy by doing Development Agreements.

Our customer-centric business model focuses on designing and developing our products to address consumer needs across price points. We have capabilities to deliver a project from conceptualization to completion with fast turnaround time from acquisition to launch to completion, which focuses on de-risking and improving our return on investment. We streamline our supply chain and construction processes with an aim to develop high quality products consistently and in a timely and cost efficient manner. We partner with top architects and design team which uses customer insights to conceptualize and design products that are best suited for the current location and target a variety of customer groups. Our construction management and procurement teams focus on realizing efficiencies in procurement, vendor selection and construction. Our in-house sales team is supported by a well skilled execution team which delivers precisely designed products and amenities to its customers. We believe one of the reasons for our success in recent years has been our ability to convert the surroundings of a location into attractive destinations for people across income groups. We believe that our understanding of the real estate market in Suburbs area of Mumbai, positive perception by our customers, innovative design, and marketing and branding techniques enable us to attract customers.

We currently have Ongoing and Upcoming projects, which we expect to provide an estimated total Carpet Area of 5.88 Lakhs square feet. The estimated Carpet Area of our ongoing projects is summarised in the table below:

| Project Type ⁽¹⁾ | Estimated Carpet Area (in sq. ft.) ^{(1) (2)} | No. of Project ⁽³⁾ | Percentage of Total Ongoing Estimated Carpet Area |
|-----------------------------|-------------------------------------------------------|-------------------------------|---------------------------------------------------|
| Residential | 69,430 | 2 | 36.17% |
| Residential-cum-Commercial | 1,22,530 | 3 | 63.83% |
| Total | 1,91,960 | 5 | 100.00% |

⁽¹⁾ Information provided in respect of our ongoing projects is based on current management plans and subject to change.
⁽²⁾ We classify our projects as Completed and Ongoing or Upcoming depending on their respective stages of development.
⁽³⁾ Rashmi Heights a Residential-cum-Commercial project being developed by M/s. Modis Nirman (Proprietor: Dineshkumar Modi) in which our company is an investment partner (when our company was LLP). Now upon conversion our company has signed an MOU with Modis Nirman where our investment deposit will be refunded with fixed ROI upon the completion of the Project.

The estimated Carpet Area of our Upcoming projects is summarised in the table below:

| Project Type ⁽¹⁾ | Estimated Carpet Area (in sq. ft.) ^{(1) (2)} | No. of Project | Percentage of Total Ongoing Estimated Carpet Area |
|-----------------------------|-------------------------------------------------------|----------------|---------------------------------------------------|
| Residential | 1,16,580 | 2 | 29.44% |
| Residential-cum-Commercial | 2,79,390 | 3 | 70.56% |
| Total | 3,95,970 | 5 | 100.00% |

⁽¹⁾ Information provided in respect of our upcoming projects is based on current management plans and subject to change.
⁽²⁾ We classify our projects as Completed and Ongoing or Upcoming depending on their respective stages of development.

Our total income as restated were ₹ 1,151.07 lakhs, ₹ 1,322.34 lakhs and ₹ 2,195.46 lakhs for the fiscals 2022, 2021 and 2020 respectively. Further, Our Profit after Tax had been recorded at ₹ 132.70 lakhs, ₹ 37.83 lakhs and ₹ 139.78 lakhs for the fiscals 2022, 2021 and 2020 respectively

As on April 30, 2022, on consolidated basis we have 11 employees on the pay roll of our Company.

COMPETITIVE STRENGTHS

We believe that the following are our primary competitive strengths:

Experienced Management Team

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

Established brand and reputation

All of our Completed, Ongoing and Upcoming projects are located in Mumbai. Further most of our project names begin with the word "Rashmi" (such as "Rashmi Sadhna", "Rashmi Sheela" "Rashmi Terrace", etc) which differentiates our projects from the projects of the other developers in Mumbai. The term "Rashmi", has become Synonymous with our

Company. We believe that over the years through successful completion and timely delivery of the projects we have been able to establish and strengthen the “Rashmi” brand will enable us to get a positive support for future projects using the same brand in the form of advance bookings, revenue share deals, development rights, government approvals, etc.

Our proven execution capabilities

We believe that we are a knowledge-based organisation and we undertake research for our projects prior to making any decisions to acquire, develop or sell our properties. Our projects span different segments of the real estate market, such as residential and commercial and we believe this diversity will allow us to better weather market cycles. We have also demonstrated our ability to develop projects in diverse market conditions. Our track record of successful developments is due primarily to our Promoter Dineshkumar Modi who has an established reputation in the industry and has completed a significant number of projects. Our Group has successfully completed and delivered 7 residential projects and commercial projects as on the date of this Prospectus.

Further as on the date of this Prospectus, our Company has been successful in getting all its ongoing projects registered under the “Real Estate (Regulation and Development) Act 2016” (RERA) which we believe will help us compete against other real estate developers in Mumbai.

Strong project pipeline providing cash flow visibility

We believe that we have a strong project pipeline, which provides cash flow visibility. We currently have 5 Ongoing and 5 Upcoming projects, which we expect to provide a total Carpet Area of approximately 5.88 lakhs square feet. These include 2 Ongoing and 2 upcoming residential projects with approximately 1.86 Lakhs square feet of estimated Carpet Area, 3 Ongoing and 3 upcoming Residential-cum-Commercial projects with approximately 4.02 Lakhs square feet of estimated Carpet Area.

OUR STRATEGY

Increase geographical presence

Our Projects have been currently located in the western suburbs of Mumbai specifically in and around the areas of Borivali, Kandivali, Malad and Goregaon. Going forward we plan to establish our presence in the other regions in Mumbai and we intend to execute projects in other major cities. Our emphasis is on expanding the scale of our operations as well as growing our geographical presence, which we believe will provide attractive opportunities to grow our business and revenues.

To build-up a professional organization

As an organization, we believe in transparency and commitment in our work and with our customers. We have an experienced team for taking care of our day to day operations. We will consistently put efforts among its group of experienced employees to transform them into an outstanding team of empowered professionals which helps in further accelerating the wheels of development of the Organization. Further, once our company is listed on stock exchange it opens door for us to attract higher quality managerial staff by providing ESOP etc.

Continue to strengthen relationships with key service providers and take benefit of scalability by outsourcing model

Many of our processes in the construction process are outsourced to third party service providers. We intend to continue to follow this outsourcing model and further strengthen our relationships with key service providers. This will enable our management to focus more on our core business by continuing to outsource the design and construction to our service providers. We also believe that our outsourcing model will enable us to develop projects with quality design and construction as we are able to access the best service providers in their respective fields to create the type of projects that we believe our customers want. Our intention of developing eco-friendly designs and construction and our focus on compliance requires us to engage top service providers in Mumbai.

Continue to maintain a low debt balance sheet

We believe that we are one of very few real estate companies operating on a low debt balance sheet model (except unsecured loans from Directors and certain parties), i.e. as on March 31, 2022, our Company has no outstanding loans from any banks or financial institutions. Though, we may need to raise bank funding for our on-going or future projects,

we intend to re-pay the same at the earliest and continue to operate under the low-debt balance sheet model. To further reduce our dependency on borrowed funds, we currently intend to repay our outstanding Director loans using part of the funds from the Net Proceeds of this Issue. For details, please refer the chapter “Objects of the Issue” on page no. 62 of this Prospectus.

Further, a low debt balance sheet increases our fund raising capability in case of any future project on a much larger scale and accordingly enables us to expand our reach. Our Company can undertake expansion plan including entering bigger development agreements and engaging high technology construction set-up which may require additional capital and the same is aided by our current low leverage balance sheet, enabling us to raise capital at attractive interest rates and also on favourable terms.

DESCRIPTION OF OUR BUSINESS

We are a real estate development company primarily operating in Mumbai, focused on quality and affordable developments. We have a diversified portfolio of Completed, Ongoing and Upcoming projects in mixed-use or single-segment developments, which cover key segments of the real estate market, namely: (i) residential and (ii) residential-cum-commercial.

Completed Projects are those projects wherein the land or rights thereto have been acquired, the designs, development and construction activities have been completed in accordance with the approved business plan of the project, occupancy certificates have been received from the competent authority in respect of buildings in the project and the units are delivered or ready to be delivered to the customers.

The projects, where the land or rights thereto have been acquired, the plans have been designed and the basic approvals for commencement of the project has been obtained from the competent authority and also the construction work at the respective sites has started, have been categorised as “ongoing” projects

The “upcoming projects” includes projects where Letter of Intent received from the Society or Development Agreement with society have been entered, the building plan of the project is either approved or is being finalised, and the process for seeking necessary approvals for development of the project or part thereof is under process. The construction activities for these projects will commence only after receiving the necessary approvals.

Highlights of the projects completed by our Company:-

| Sr. No. | Project Name | Development Site/ Location | Development Type | Name of Entity that is the developer of the project | Our Share | Carpet Area (in sq. ft.) ⁽¹⁾ | No. Of Units | Date of Commencement ⁽²⁾ | Date of Completion ⁽³⁾ |
|---------|---------------|----------------------------|--------------------------|-----------------------------------------------------|-----------|-----------------------------------------|--------------------|-------------------------------------|-----------------------------------|
| 1. | Rashmi Sadhna | Kandivali, Mumbai | Residential | Modi's Navnirman Limited | 52% | 17,000 | 29 Flats | September 11, 2017 | July 28, 2019 |
| 2. | Rashmi Sheela | Kandivali, Mumbai | Residential & Commercial | Modi's Navnirman Limited | 56% | 25,900 | 7 Shops & 38 Flats | January 29, 2018 | March 20, 2020 |

⁽¹⁾ As per the regulations of RERA the real estate units are to be sold based on their carpet area, thus carpet area of the units has been disclosed. However the aggregated Constructed area of the above units is estimated at 63,000 sq. ft.

⁽²⁾ Date of commencement refers to the date of receipt of Commencement Certificate from Mumbai Municipal Corporation.

⁽³⁾ Date of completion refers to the date of receipt of Occupation Certificate from Mumbai Municipal Corporation.

Set forth below is a brief description of the projects completed by Our Company:

Rashmi Sadhna

Location: Ravi Mahajan & Datta Mandir Road Junction, Dahanaukarwadi, Kandivali (W), Mumbai

The Building comprises of 9 Floors and is equipped with all the necessary features like, earthquake resist structure, automatic passenger elevator, diesel generator backup for common utilities and flat, 24 hours water supply.

There are total 29 residential flats of 1, 2 & 3 BHK with size ranging from 427,592,597,764 to 860sq. ft. (Rera Carpet). All the Flats are well designed with vitrified tile flooring, kitchen and balconies. The flats have spacious bedrooms and attached toilets with complete bathroom accessories, modular kitchen with granite top, tube and light holders in living

area and bedrooms, geysers and exhaust fans in toilets and kitchens etc. It was a successful project with all the flats being sold

Rashmi Sheela

Location: Datta Mandir Road, Dahanaukarwadi, Kandivali (W), Mumbai.

The Building comprises of 12 Floors and is equipped with all the necessary features like, earthquake resist structure, automatic passenger elevator, diesel generator backup for common utilities and flat, 24 hours water supply & 1 level podium as well.

There are total 38 residential flats of 1 & 2 BHK with size ranging from 392 to 582 sq. ft. & 7 Commercial Shop with size ranging from 104 to 320 Sq. Ft. (Rera Carpet) we also have semi commercial premises on 1st floor accumulating to 2,796 Sq. Ft. All the Flats are well designed with vitrified tile flooring, kitchen and balconies. The flats have spacious bedrooms and attached toilets with complete bathroom accessories, modular kitchen with granite top, tube and light holders in living area and bedrooms, geysers and exhaust fans in toilets and kitchens etc. Further, there are 7 shops and one semi commercial floor in this project as well. It was a successful project with all the flats and shops being sold

Highlights of our Ongoing Projects:-

| Sr. No. | Project Name | Development Site/ Location | Development Type | Name of Entity that is the developer of the project | Our Share | Carpet Area- Sq. Ft. ⁽¹⁾ | No. Of Units | Date of Commencement ⁽²⁾ | Expected Date of Completion ⁽³⁾ |
|---------|-------------------------------|----------------------------|--------------------------|-----------------------------------------------------|-----------|-------------------------------------|-----------------------------|-------------------------------------|--------------------------------------------|
| 1 | Rashmi Enclave | Kandivali, Mumbai | Residential & Commercial | Shree Modi's Navnirman Private Limited | 57.27% | 36,390 | 60 Flats & 9 Shops | June 18, 2021 | August 11, 2023 |
| 2 | Rashmi Terrace | Kandivali, Mumbai | Residential | Shree Modi's Navnirman Private Limited | 56.60% | 27,210 | 53 Flats | December 10, 2021 | May 28, 2023 |
| 3 | Rashmi Jewel | Kandivali, Mumbai | Residential | Shree Modi's Navnirman Private Limited | 56.94% | 42,220 | 72 Flats | July 06, 2021 | August 11, 2023 |
| 4 | Rashmi Heights ⁽⁴⁾ | Kandivali, Mumbai | Residential & Commercial | Modis Nirman | 54.12% | 67,440 | 85 Flats | February 25, 2019 | June 30, 2024 |
| 5 | Rashmi Kavita | Kandivali, Mumbai | Residential & Commercial | Shree Modi's Navnirman Private Limited | 48.48% | 18,700 | 4 Shop, 5 Office & 24 Flats | March 16, 2022 | August 11, 2023 |

⁽¹⁾ As per the regulations of RERA the real estate units are to be sold based on their carpet area, thus carpet area of the units has been disclosed. However the aggregated Constructed area of the above units is estimated at 2, 87,000 sq. ft.

⁽²⁾ Date of commencement refers to the date of receipt of Commencement Certificate from Municipal Corporation of Greater Mumbai.

⁽³⁾ Expected date of completion refers to the expected date of receipt of Occupation Certificate from Municipal Corporation of Greater Mumbai.

⁽⁴⁾ Rashmi Heights is under Modis Nirman (Proprietor: Dineshkumar Modi) in which our company is an investment partner (when our company was LLP). Now upon conversion our company has signed an MOU with Modis Nirman where our investment deposit will be refunded with fixed ROI upon the completion of the Project.

Set forth below is a brief description of a few of our ongoing projects:

Rashmi Enclave

Location: Hemu Kalani Road No -3, Anand Nagar, Kandivali (W), Mumbai

The project comprises of 2 Wings of 13 floors each, with special features such as earthquake resistant RCC structure, automatic 6 passenger elevator, Gated community with guard room and security system supported by intercom, etc.

The project comprises of 58 flats of 1, 2 & 3 BHK with size ranging from 415 to 815 sq. ft Further, The Project shall have 9 Commercial shops accumulating to. 140 to 328 sq. ft., we also have Semi Commercial Premises on 1st Floor accumulating to 1,300 to 1,480 Sq. Ft.

Rashmi Jewel

Location: Naidu Road, Kandivali (w), Mumbai

The project comprises of 2 Wings of 8 floors each, with special features such as earthquake resistant RCC structure, automatic 6 passenger elevator, Gated community with guard room and security system supported by intercom, etc.

The project comprises of 72 flats of 1, 2 & 3 BHK with size ranging from 363 to 751 sq. ft.

Highlights of our Upcoming / Upcoming Projects:-

| Sr. No. | Project Name ⁽²⁾ | Development Site/ Location | Development Type | Our Share | Carpet Area (in sq. ft.) ⁽¹⁾ |
|---------|-----------------------------|----------------------------|--------------------------|----------------------|-----------------------------------------|
| 1 | Rashmi Celestia | Borivali, Mumbai | Residential & Commercial | Under Planning stage | 83,750 |
| 2 | Shree Manorath CHSL | Borivali, Mumbai | Residential | | 57,620 |
| 3 | Rashmi Delight | Kandivali, Mumbai | Residential & Commercial | | 34,840 |
| 4 | Vasudeo Terrace | Borivali, Mumbai | Residential | | 58,960 |
| 5 | Shree Siddhivinayak | Kandivali, Mumbai | Residential & Commercial | | 1,60,800 |

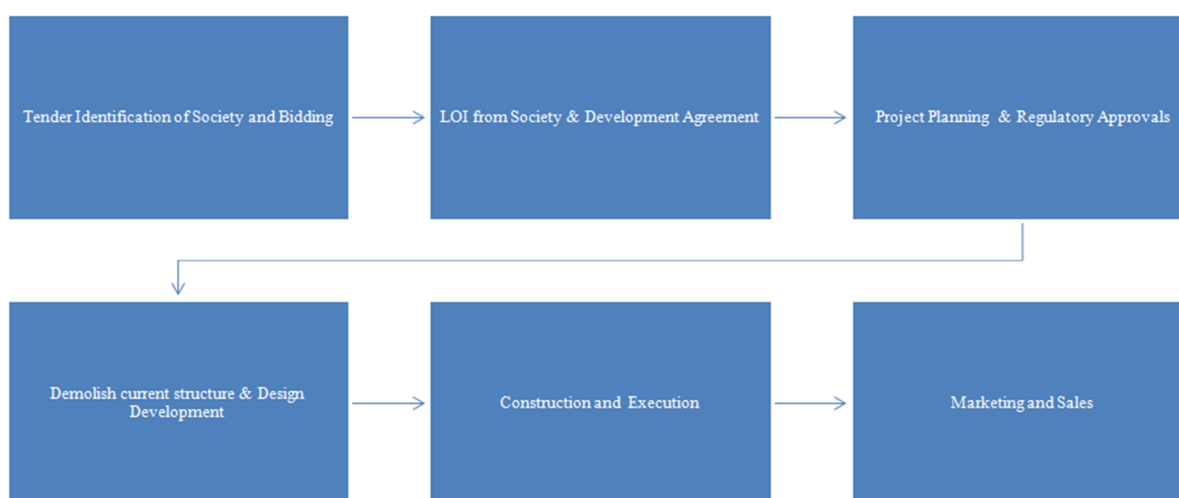
⁽¹⁾ As per the regulations of RERA the real estate units are to be sold based on their carpet area, thus carpet area of the units has been disclosed. However the aggregate saleable area of the above units is estimated at 5, 91,000 sq. ft.

⁽²⁾ The Company is in the process of finalisation of Development Agreement and thereafter obtain the RERA registration for the said project and upon receiving the same these projects will be commenced.

KEY BUSINESS PROCESS

We are a construction Company, primarily based out of and operating in the western suburbs of Mumbai specifically in and around the areas of Borivali, Kandivali, Malad and Goregaon. We believe that the success of any project is mainly dependant on its location and construction quality, Timely delivery and therefore, we have established a systematic process for our construction projects from getting LOI from Societies to project execution and to customer marketing

The key processes of our business are explained below:



1. Tender Identification of Society and Bidding

Our Promoter, Dineshkumar Modi has been involved in construction business for over 10 years and has built cordial relations with various local societies. This enables us to obtain various projects as a Developer. We also, constantly monitor new projects awarded by various societies and accordingly approach them with our expertise and experience. After identifying the Tender we bid for the same

• **LOI form Society & Development Agreement**

After receiving various bids, the society in its AGM with approval of its majority members decides to go ahead with a builder of its choice. A letter of intent is a document given by the society which gives preliminary commitment to us, transferring the development rights to us. This is the foundation document as it the point of commencement of the relation. After this a development agreement is drafted which is an agreement between the society and us which lays down the terms and conditions of redevelopment including the area, quality of materials to be used, time taken, etc. The development agreement is of utmost importance and drafted with utmost care since it gives a clear idea of what we have promised to the society and what terms have we agreed hence mitigating the risks of lawsuits in future.

• **Project Planning & Regulatory Approvals**

The project planning and execution process commences with a detailed budget finalisation and obtaining of requisite statutory and regulatory approvals, including environmental approvals, the approval of building plans and layout plans. We coordinate with and engage third party design firms and architects for our projects. This is a fairly important step as the designing of projects which are huge and complex; require specific technical expertise from drawing stage to obtaining the necessary regulatory approvals. The design team primarily carries out measurements & verifications of the boundaries of the plot to ensure the exact developable area, considering various regulatory requirements. Our emphasis is on use of advanced technologies like computer aided design software to ensure optimisation of costs and space.

Generally, depending upon the size and complexity of a project, it takes approximately three months to six months to complete the planning and design phase and to obtain all necessary approvals and permits required to commence work.

• **Demolish current structure & Design Development**

Once Requisite approvals are taken and Project Planning is done we engage third party contractor to demolish the current structure of the building. We coordinate with the design firms and architects for our projects. In particular, we hire third parties, to design projects which are complex and require specific technical expertise and to design specific high-end projects. Our emphasis is on use of advanced technologies like computer aided design software to ensure optimisation of costs and space. We also have in-house design and project management teams that are responsible for designing, budgeting, planning, contracting and tracking the execution of projects. Our specialised in-house design and project management teams are experienced in adapting international design concepts to suit the requirements of the Mumbai real estate market. In addition, we also engage other external consultants for the planning of our projects. The designing and architect firms and structural consultants are engaged by us separately for each project and are particular to the project. The work performed by these third parties must comply with specifications provided by us and, in all cases, is subject to our review.

Generally, depending upon the size and complexity of a project, it takes approximately three months to six months to complete the planning and design phase and to obtain all necessary approvals and permits required to commence work.

• **Construction and Execution**

For execution of the project, whether owned by us or taken on contract, we rely on external contractors for the construction of projects. Our Company looks at the experience of the proposed subcontractor in similar works done by them and the also the financial soundness of the party. Other factors which are considered by us while selecting subcontractors are:-

The employee strength of the proposed subcontractor i.e. number of technical persons who are experienced in the similar type of work.

The equipment & machinery which is used for execution of the said work, Technical know-how, particularly in using the state of the art equipment and machinery for optimization of all resources invested towards the execution of the work.

• **Marketing and Sales**

The marketing of any project begins primarily with defining the target audience, i.e. project positioning. Accordingly our marketing team devises various marketing techniques which include digital media, social media, outdoor advertising, etc. The next important step is to ensure that our brand “Rashmi” and “Modi’s Nirman” is well recognised and hence, the

brand positioning is an important aspect for customer recall and word of mouth publicity. A comprehensive marketing campaign is finalised by our senior management after taking into consideration the existing market scenarios.

We mainly market our projects through our internal marketing team, and sometimes through certain external brokers and consultants. We maintain a database consisting of our existing customers, referrals and leads we have generated through various advertising and awareness campaigns.

Upon completion of construction of the building or structure, first we transfer title to the existing members of the society and thereafter our share of the project; we transfer title to the customer and after execution of the definitive agreement with the customer. The day-to-day management and control of the completed building is relinquished to the management board or society of the owners.

OUR COMPETITORS

The real estate development industry in India, including Mumbai, while fragmented, is highly competitive. We expect to face increased competition from large domestic development companies. We compete for the sale of our projects. We believe that we are able to distinguish ourselves from our competitors on the basis of our Timely Delivery the western suburbs of Mumbai specifically in and around the areas of Borivali, Kandivali, Malad and Goregaon our established brand and reputation, the quality of our design and construction, and the location of our projects.

We also compete to acquire land development rights. The availability of suitable land parcels or societies for our projects (particularly of the size we target and in desirable locations) may be limited in Mumbai. However, we believe that our established brand and reputation provide us with a competitive advantage when competing for land development rights, as we believe third-party societies recognise the premium that may be obtained on the sale of projects developed under our brand.

We presently compete in Mumbai with various regional companies, including Nirman Group, Sanghi Builders and Developers, Brijwasi Buildcon, etc. As we may expand our business activities to include real estate development in other parts of India, we may experience competition in the future from competitors with significant operations elsewhere in India.

COLLABORATIONS

The Company has so far not entered into any technical or financial collaboration agreement

INSTALLED CAPACITY AND CAPACITY UTILISATION

Since our Company is not involved in any manufacturing activities, installed capacity and capacity utilisation is not applicable to us.

HEALTH, SAFETY AND ENVIRONMENT

We are committed to complying with applicable health, safety and environmental regulations and other requirements in our operations. To help ensure effective implementation of our safety policies and practices, at the beginning of 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, employees and sub-contractors.

As a real estate developer in India, we are subject to various mandatory national, state and municipal environmental laws and regulations. Our operations are also subject to inspection by government officials with regard to various environmental issues, and we are required to obtain clearance in respect of each of our projects.

INFORMATION TECHNOLOGY

We make extensive use of information and communication technologies for the execution and management of our projects. We consider information technology as a strategic tool to improve our overall efficiency. We use enterprise resource planning (ERP) package to manage the business processes for building materials and supplies. We believe that the ERP system allows us to maintain real time inventory, thus reducing delays in procuring of materials and also helps us in reducing wastages

Apart from this, we use leading functional software programs and financial software programs to aid us in all stages of the project from designing to budgeting and financial reporting.

MANPOWER

We believe that our ability to maintain growth depends to a large extent on our strength in attracting, training, motivating and retaining employees. As on April 30, 2022 we have 11 employees on our payroll on a consolidated basis.

For the construction, we employ contractual labour, which saves us the hassle of dealing with the labour on day-to-day basis and helps us to get labour as per our requirement. We hire contract labourers depending on various factors like the location, size, duration, etc. and have several contractors providing good labour at competitive prices.


PROPERTY

Immovable Property:-

Our registered office is located at Shop No.5 Rashmi Tara, Dahanukar Wadi, Kandivali West, Mumbai 400067, which belongs to our Promoter, wherein we have obtained NOC from Dineshkumar Modi for using the office.

Our Corporate office is located at Shop No. 1, Rashmi Heights, M G Road, opp. Kamla Nagar, Kandivali West, Mumbai 400067, The property document of such office is currently pending. However we are using this office based on NOC from main developer Modis Nirman (Proprietor: Dineshkumar Modi) which belongs to our Promoter, wherein we have obtained NOC from Dineshkumar Modi for using the office.

INTELLECTUAL PROPERTY

| Sr. No. | Particulars of the mark | Applicant | Trademark/ Application Number | Issuing Authority | Class | Status | Trademark Type |
|---------|-------------------------------------------------------------------------------------|----------------------|-------------------------------|--------------------------|-------|---------|----------------|
| 1. | MODI'S NAVNIRMAN | Modi's Navnirman LLP | 5355001 | Registrar of Trade Marks | 37 | Applied | Word |
| 2 |  | Modi's Navnirman LLP | 5419031 | Registrar of Trade Marks | 37 | Applied | device |

KEY INDUSTRY REGULATIONS AND POLICIES

In carrying on our business as described in the section titled “Our Business” on page no. 72 of this Prospectus, our Company is regulated by the following legislations in India. The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this Chapter has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the respective local authorities that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. For details of Government Approvals obtained by the Company in compliance with these regulations, kindly refer to the Chapter titled “Government and Other Key Approvals” beginning on page no. 272 of this Prospectus.

Our Company is engaged in the business of offering building construction services, commercial construction services etc. Our business is governed by various central and state legislations that regulate the substantive and procedural aspects of our business. We are required to obtain and regularly renew certain licenses/ registrations and / or permissions required statutorily under the provisions of various Central and State Government regulations, rules, bye laws, acts and policies.

Given below is a brief description of the certain relevant legislations that are currently applicable to the business carried on by us:

A. Industry-Specific Regulations

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 Rs. 1,00,000/- and in the case of a continuing contravention, with an additional fine which may extend to Rs. 2000/- per for every day during which such contravention continues. The total fine shall not exceed Rs. 2000/- per workers employed.

Maharashtra Fire Prevention and Life Safety Measures Act, 2006

Maharashtra Fire Prevention and Life Safety Measures Act, 2006 is expedient to make more effective provisions for the fire prevention and life safety measures in various types of buildings in different areas in the State of Maharashtra, for imposition of fee, constitution of a special fund. The Director or the Chief Fire Officer or the nominated officer may, after giving three hours notice to the occupier, or if there is no occupier, to the owner of any place or building or part thereof, enter and inspect such place or building or part thereof at any time between sunrise and sunset where such inspection appears necessary for ascertaining the adequacy or contravention of fire prevention and life safety measures. If the Director or the Chief Fire Officer is satisfied that due to inadequacy of fire prevention and life safety measures the condition of any place or building or part thereof is in imminent danger to person or property, then notwithstanding anything contained in this Act, or any other law for the time being in force, he shall, by order in writing, require the persons in possession or in occupation of such place or building or part thereof to remove themselves forthwith from such place or building or part thereof.

The Real Estate (Regulation and Development) Act, 2016

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 propose to be developed exceeds 500 meters as the number of apartment proposes to be developed or number of apartment exceeds 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 60 days from the date of receipt of a copy of the order or direction

Development Control & Promotion Regulation 2034

The Development Control and Promotional Regulations (DCPR) 2034 sets out the spatial framework of the Mumbai city for delivery of sustainable development and enhanced quality of life for all its citizen, DCPR 2034 lays out the legal provisions guiding the framework. DCPR is a crucial policy document as this plan will govern and regulate the construction activity up to 2034 and it can alter the growth trajectory of Mumbai provided it is implemented properly. The Development Control and Promotional Regulations (DCPR) 2034 Came into effect from 1st September 2018 with some provisions notified later on 13th November 2018. It Will govern all the building development activity and development work in the entire jurisdiction of Municipal Corporation of Greater Mumbai (MCGM) for the next two decades. Will cover new redevelopment projects that are yet to obtain IOD/CC. Partially completed projects, which were started before the DCPR 2034 came into effect, may be continued as per old regulations. However, if the owner/developer seeks further development permissions, then the DCPR 2034 provisions shall apply to the balance portion of the development.

B. Regulations Governing Labour Laws

The Company will be required to observe compliance of various labour related legislations, including the Payment of Wages Act, 1956, The Minimum Wages Act, 1948, Equal Remuneration Act, 1976, Employees' Compensation Act, 1923, and Industrial Disputes Act, 1948, as may be applicable in the relevant state.

The Industrial Disputes Act, 1947 and Industrial Dispute (Central) Rules, 1957

The Industrial Disputes Act, 1947 ("ID Act") was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond a prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. Employees may also be subject to the terms of their employment contracts with their employer, which contracts are regulated by the provisions of the Indian Contract Act, 1872. The ID Act also sets out certain requirements in relation to the termination of the services of the workman's services. This includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, lay-offs and retrenchment

The Employees' Compensation Act, 1923

The Employees' Compensation Act, 1923 ("EC Act") has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries caused by accident(s) arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The EC Act makes every employer liable to pay compensation in accordance with the EC Act if a personal injury/disablement/ loss of life is caused to a workman by accident arising out of and in the course of his employment. In case the employer fails to pay compensation due under the EC Act within 1 (one) month from the date it falls due, the commissioner appointed under the EC Act may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

Equal Remuneration Act, 1976

Equal Remuneration Act, 1976 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith.

Maternity Benefit Act, 1961

The purpose of Maternity Benefit Act, 1961 is to regulate the employment of pregnant women and to ensure that the get paid leave for a specified period before and after child birth. It provides, *inter-alia*, for payment of maternity benefits, medical bonus and enacts prohibitions on dismissal, reduction of wages paid to pregnant women, etc.

Payment of Bonus Act, 1965

Pursuant to the Payment of Bonus Act, 1965, as amended, an employee in a factory or in any establishment where 20 (twenty) or more persons are employed on any day during an accounting year, who has worked for at least 30 (thirty) working days in a year, is eligible to be paid a bonus. Contravention of the provisions of the Payment of Bonus Act, 1965

by a company is punishable with imprisonment upto 6 (six) months or a fine up to ₹ 1,000/- (Rupees one thousand only) or both.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“**SHWW Act**”) provides for the protection of women at work place and prevention of sexual harassment at work place. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favors or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs. 50,000/-.

The Payment of Wages Act, 1936

The Payment of Wages Act, 1936 (“**PW Act**”) is applicable to the payment of wages to persons in factories and other establishments. PW Act ensures that wages that are payable to the employee are disbursed by the employer within the prescribed time limit and no deductions other than those prescribed by the law are made by the employer.

The Minimum Wages Act, 1948

The Minimum Wages Act, 1948 (“**MW Act**”) came in to force with the objective to provide for the fixation of a minimum wage payable by the employer to the employee. Under the MW Act, the appropriate government is authorised to fix the minimum wages to be paid to the persons employed in scheduled or non-scheduled employment. Every employer is required to pay not less than the minimum wages to all employees engaged to do any work whether skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to the MW Act, in respect of which minimum rates of wages have been fixed or revised under the MW Act.

Child Labour (Prohibition and Regulation) Act, 1986

The Child Labour (Prohibition and Regulation) Act, 1986 (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. It also prescribes hours and periods of work, holidays, the requirement of keeping a register, etc for the establishments falling under this act. A shop or a commercial establishment is included under the definition of an “establishment” according to Section 2(iv) of the CLPR Act.

Employees Provident Fund and Miscellaneous Provisions Act, 1952

Under the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 (“**EPF Act**”), compulsory provident fund, family pension fund and deposit linked insurance are payable to employees in factories and other establishments. The legislation provides that an establishment employing more than 20 (twenty) persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee’s provident fund. The employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee’s contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

The Employees State Insurance Act, 1948

The Employees State Insurance Act, 1948 (“**ESI Act**”) provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. Employers of factories and establishments covered under the ESI Act are required to pay contributions to the Employees State Insurance Corporation, in respect of each employee at the rate prescribed by the Central Government. Companies which are controlled by the Government are exempt from this requirement if employees receive benefits similar or superior to the

benefits prescribed under the ESI Act. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

Payment of Gratuity Act, 1972

The Payment of Gratuity Act, 1972 provides for payment of gratuity to employees employed in factories, shops and other establishments who have put in a continuous service of 5 (five) years, in the event of their superannuation, retirement, resignation, death or disablement due to accidents or diseases. The rule of 'five year continuous service' is however relaxed in case of death or disablement of an employee. Gratuity is calculated at the rate of 15 (fifteen) days' wages for every completed year of service with the employer. The employer shall arrange to pay the amount of gratuity within thirty days from the date it becomes payable to the person to whom the gratuity is payable. An employer who contravenes, or defaults in complying with, any of the provisions of this Act or made there under shall be punished with imprisonment for a minimum term of 3 months but which may extend to one year, or with fine being minimum Rs. 10,000/- but which may extend to Rs. 20,000/- or with both.

Trade Union Act, 1926

The Trade Union Act, 1926 governs the disputes which arise/ may arise between employers and workmen or between workmen and workmen, or between employers and employers in connection to their employment, non-employment and the terms of employment or the conditions of labour. 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.

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 is an act to regulate the employment and conditions of service of building and other construction workers and to provide for their safety, health and welfare measure and for other matter connected therewith or incidental thereto. Every employer of an establishment to which this Act applies and to which this Act may be applicable at any time is required to make an application in the prescribed form with prescribed fee for the registration of his establishment within a period of sixty days of the commencement of the Act or within sixty days from the date on which this Act becomes applicable to the establishment. No employer of an establishment which is required to be registered but has not been registered or registration of such an establishment has been revoked and no appeal has been preferred or where an appeal has been preferred but it has been dismissed, can employ building workers in the establishment. Every building worker who is between the age of eighteen and sixty and who has been engaged in any building or other construction work for not less than ninety days during the last 12 months is eligible for registration as a beneficiary of the Building and Other Construction Workers' Welfare Fund. After the registration of an establishment, any change in the ownership or management as the case may be in respect of such establishment, details of such change is to be intimated by the employer to the registering officer within thirty days of such change in such form as may be prescribed.

Contract Labour (Regulation and Abolition) Act, 1970

This Act was enacted to regulate the employment of contract labour in certain establishments and to provide for its abolition in certain circumstances. This act applies to:

- (a) To every establishment in which twenty or more workmen are employed or were employed on any day of the preceding twelve months as contract labour;
- (b) To every contractor who employees or who employed on any day of the preceding twelve months twenty or more workmen provided that the appropriate Government may after giving not less than 2 (two) months' notice, by notification in the Official Gazette, apply the provisions of this Act to any establishment or contractor.

Further, it contains provisions regarding Central and State Advisory Board under the Act, registration of establishments and prohibition of employment of contract labour in any process, operation or other work in any establishment by the notification from the State Board, licensing of Contractors and welfare and health of the contract labour. Contract Labour (Regulation and Abolition) Central Rules, 1971 are formulated to carry out the purpose of this Act.

C. Regulations Governing Property Laws

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, change of use or development of land for which permission is required at specified rates.

Transfer of Property Act, 1882

The transfer of property, including immovable property, between living persons, as opposed to the transfer property by operation of law, is governed by the Transfer of Property Act, 1882 ("T.P. Act."). The T.P. Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. Transfer of property is subject to stamping and registration under the specific statutes enacted for the purposes which have been dealt with hereinafter.

The T.P. Act recognizes, among others, the following forms in which an interest in an immovable property may be transferred:

- **Sale:** The transfer of ownership in property for a price, paid or promised to be paid.
- **Mortgage:** The transfer of an interest in property for the purpose of securing the payment of a loan, existing or future debt, or performance of an engagement which gives rise to a pecuniary liability. The T.P. Act recognises several forms of mortgages over a property.
- **Charges:** Transactions including the creation of security over property for payment of money to another which are not classifiable as a mortgage. Charges can be created either by operation of law, e.g. decree of the court attaching to specified immovable property, or by an act of the parties.
- **Leases:** The transfer of a right to enjoy property for consideration paid or rendered periodically or on specified occasions.
- **Leave and License:** The transfer of a right to do something upon immovable property without creating interest in the property.

Further, it may be noted that with regards to the transfer of any interest in a property, the transferor transfers such interest, including any incidents, in the property which he is capable of passing and under the law, he cannot transfer a better title than he himself possesses.

The Registration Act, 1908

The Registration Act, 1908 was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Act is used for proper recording of transactions relating to other immovable property also. The Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

Indian Easements Act, 1882

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 ("Easement Act"), a license is defined as a right to use property without any interest in favour of the licensee. The period and incident may be revoked and grounds for the same may be provided in the license agreement entered in between the licensee and the licensor.

The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013

The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 (“**Land Acquisition Act, 2013**”) aims at establishing a participative, informed and transparent process for land acquisition for industrialization, development of essential infrastructural facilities and urbanization. While aiming to cause least disturbance to land owners and other affected families, it contains provisions aimed at ensuring just and fair compensation to the affected families whose land has been acquired or is proposed to be acquired. It provides for rehabilitation and resettlement of such affected persons. Under the Ordinance 2014, land acquired for certain projects is exempted from the applicability of certain sections of the Land Acquisition Act, 2013 relating to determination of social impact and public purpose and safeguarding of food security. The exempted projects are those in the area of (i) national security or defence of India; (ii) rural infrastructure including electrification; (iii) industrial corridors and building social infrastructure including public private partnership where ownership of land continues to be vested with the government; (iv) affordable housing and housing for poor people and (v) industrial corridors. Further, in case of acquisition of land under the 1894 Act where an award has been made five years or more prior to the commencement of the Land Acquisition Act, 2013 and physical possession of the land has not been taken or compensation has not been made, the proceedings will be deemed to have lapsed and the government may start fresh proceedings under the Land Acquisition Act, 2013.

The Indian Stamp Act, 1899

The Indian Stamp Act, 1899 prescribes the rates for the stamping of documents and instruments by which any right or liability is, or purports to be, created, transferred, limited, extended, extinguished or recorded. Under the Indian Stamp Act, 1899, an instrument not ‘duly stamped’ cannot be accepted as evidence by civil court, an arbitrator or any other authority authorized to receive evidence. However, the document can be accepted as evidence in criminal court.

The Maharashtra Stamp Act, 1958

The Maharashtra Stamp Act, 1958 is expedient to consolidate and amend the law relating to stamps and rates of stamp duties in the State of Maharashtra and prescribes the different rates of duties on the instrument falling within the various descriptions set-out in Schedule I of the Maharashtra Stamp Act, 1958.

National Building Code of India, 2005

The National Building Code of India (NBC), a comprehensive building Code, is 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, including the Public Works Departments, other government construction departments, local bodies or private companies in the field of construction. 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); and building and plumbing services.

The Indian Contract Act, 1872

The Indian Contract Act, 1872 (“**Contract Act**”) codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

The Specific Relief Act, 1963

The Specific Relief Act is complimentary to the provisions of the Contract Act and the T.P. Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. ‘Specific performance’ means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

D. Environmental Regulations

Our Company is also required to obtain clearances under the Environment (Protection) Act, 1986, and other environmental laws such as the Water (Prevention and Control of Pollution) Act, 1974, the Water (Prevention and Control of Pollution) Cess Act, 1977 and the Air (Prevention and Control of Pollution) Act, 1981, before commencing its operations. To obtain an environmental clearance, a no-objection certificate from the concerned state pollution control board must first be obtained, which is granted after a notified public hearing, submission and approval of an environmental impact assessment ("EIA") report and an environment management plan ("EMP").

Our Company must also comply at all times with the provisions of The Hazardous Waste (Management and Handling) Rules, 1989, as amended, and as superseded by the Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008, and the Manufacture, Storage and Import of Hazardous Chemicals Rules, 1989.

Environment Protection Act, 1986 and Environment (Protection) Rules, 1986

The Environmental Protection Act, 1986 is an "umbrella" legislation designed to provide a framework for co-ordination of the activities of various central and state authorities established under various laws. The potential scope of the Act is broad, with "environment" defined to include water, air and land and the interrelationships which exist among water, air and land, and human beings and other living creatures, plants, micro-organisms and property.

Water

Legislations to control water pollution are listed below:

The ***Water (Prevention and Control of Pollution) Act, 1974*** prohibits the discharge of pollutants into water bodies beyond a given standard, and lays down penalties for non-compliance. The Water Act also provides that the consent of the State Pollution Control Board must be obtained prior to opening of any new outlets or discharges, which is likely to discharge sewage or effluent.

The ***Water (Prevention and Control of Pollution) Cess Act, 1977*** provides for the levy and collection of a cess on water consumed by persons carrying on certain industries and by local authorities, with a view to augment the resources of the Central Board and the State Boards for the prevention and control of water pollution constituted under the Water (Prevention and Control of Pollution) Act, 1974.

Air

Legislations to control air pollution are listed below:

The ***Air (Prevention and Control of Pollution) Act, 1981*** requires that any individual or institution responsible for emitting smoke or gases by way of use as fuel or chemical reactions must apply in a prescribed form and obtain consent from the state pollution control board prior to commencing any activity. National Ambient Air Quality Standards (NAAQS) for major pollutants were notified by the Central Pollution Control Board in April 1994.

Hazardous Wastes

There are several legislations that directly or indirectly deal with hazardous wastes. The relevant legislations are:

- The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
- The Public Liability Insurance Act, 1991

Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2016

These rules require that the occupier and the operator of the facility, that treats hazardous wastes, must properly collect, treat, store or dispose the hazardous wastes without adverse effects on the environment.

E. Tax Related Legislations

Income-tax Act, 1961

The Income-tax Act, 1961 (“IT Act”) is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made there under depending upon its “Residential Status” and “Type of Income” involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, and Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.

Professional Tax

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 each State is 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 professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. 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. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrollment from the assessing authority.

The Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 is applicable to our Company.

Central Goods and Services Tax Act, 2017

The Central Goods and Services Tax Act, 2017 (“CGST Act”) regulates the levy and collection of tax on the intra- State supply of goods and services by the Central Government or State Governments. The CGST Act amalgamates a large number of Central and State taxes into a single tax. The CGST Act mandates every supplier providing the goods or services to be registered within the State or Union Territory it falls under, within 30 days from the day on which he becomes liable for such registration. Such registrations can be amended, as well as cancelled by the proper office on receipt of application by the registered person or his legal heirs. There would be four tax rates namely 5%, 12%, 18% and 28%. The rates of GST applied are subject to variations based on the goods or services.

Under GST, SGST is a tax levied on Intra State supplies of both goods and services by the State Government and will be governed by the SGST Act. CGST will also be levied on the same Intra State supply but will be governed by the Central Government. The Maharashtra Goods and Services Tax Act, 2017 is applicable to the company.

Integrated Goods and Services Tax Act, 2017

Integrated Goods and Services Tax Act, 2017 (“IGST Act”) is a Central Act enacted to levy tax on the supply of any goods and/ or services in the course of inter-State trade or commerce. IGST is levied and collected by Centre on interstate supplies. The IGST Act sets out the rules for determination of the place of supply of goods. Where the supply involves movement of goods, the place of supply shall be the location of goods at the time at which the movement of goods terminates for delivery to the recipient. The IGST Act also provides for determination of place of supply of service where both supplier and recipient are located in India or where supplier or recipient is located outside India. The provisions relating to assessment, audit, valuation, time of supply, invoice, accounts, records, adjudication, appeal etc. given under the CGST Act are applicable to IGST Act.

F. OTHER LAWS

Competition Act, 2002

The Competition Act, 2002 (“**Competition Act**”) aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anti-competitive agreements, abuse of dominant position and combinations. The Competition Commission of India

(“**Competition Commission**”) which became operational from May 20, 2009 has been established under the Competition Act to deal with inquiries relating to anti-competitive agreements and abuse of dominant position and regulate combinations. The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti-competitive agreement, abuse of dominant position or a combination, which even though entered into, arising or taking place outside India or signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India.

The Companies Act, 1956

The Companies Act, 1956 deals with laws relating to companies and certain other associations. It was enacted by the parliament in 1956. The Act primarily regulates the formation, financing, functioning and winding up of companies. The Companies Act, 1956 prescribes regulatory mechanism regarding all relevant aspects, including organizational, financial and managerial aspects of companies. It deals with issue, allotment and transfer of securities and various aspects relating to company management. It provides for standard of disclosure in public issues of capital, particularly in the fields of company management and projects, information about other listed companies under the same management, and management perception of risk factors. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act, 1956 plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

The Companies Act, 2013

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs has vide its notification dated September 12, 2013 has notified 98 Sections of the Companies Act, 2013 and the same are applicable from the date of the aforesaid notification. A further 183 Sections have been notified on March 26, 2014 and have become applicable from April 1, 2014. The Companies (Amendment) Act, 2015 has *inter-alia* amended various Sections of the Companies Act, 2013 to take effect from May 29, 2015. Further, vide the Companies (Amendment) Act, 2015, Section 11 of the Companies Act, 2013 has been omitted and Section 76A has been inserted in the Companies Act, 2013. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

The Trademarks Act, 1999

Under the Trademarks Act, 1999 (“**Trademarks Act**”), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A ‘mark’ may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colors or any combination thereof. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trade mark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The trademark, once applied for and which is accepted by the Registrar of Trademarks (“**the Registrar**”), is to be advertised in the trademarks journal by the Registrar. Oppositions, if any, are invited and, after satisfactory adjudications of the same, a certificate of registration is issued by the Registrar. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewal fee.

G. Regulations Regarding Foreign Investment

Foreign investment in companies in the construction development sector is governed by the provisions of the Foreign Exchange Management Act, 1999 (“**FEMA**”) read with the applicable regulations. The Department of Industrial Policy and Promotion (“**DIPP**”), Ministry of Commerce and Industry has issued the Consolidated FDI Policy (the “**Consolidated FDI Policy**”) which consolidates the policy framework on Foreign Direct Investment (“**FDI**”), with effect from August 28, 2017. The FDI Policy consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP till August 27, 2017. All the press notes, press releases, clarifications on FDI issued by DIPP till August 27, 2017 stand rescinded as on August 28, 2017. Vide an Office Memorandum dated June 5, 2017 (“**Office Memorandum**”), issued by Ministry of Finance, Department of Economic Affairs the Government of India has abolished Foreign Investment Promotion Board (“**FIPB**”). In terms of the FDI Policy, Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which foreign investment is sought to be made. Subsequent to the abolition of FIPB, the

work of granting government approval for foreign investment under the FDI Policy and FEMA Regulations has now been entrusted to the concerned Administrative Ministries/Departments.

FDI for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route. Where FDI is allowed on an automatic basis without the approval of the Government, the RBI would continue to be the primary agency for the purposes of monitoring and regulating foreign investment. In cases where Government approval is obtained, no approval of the RBI is required except with respect to fixing the issuance price, although a declaration in the prescribed form, detailing the foreign investment, must be filed with the RBI once the foreign investment is made in the Indian company. The RBI, in exercise of its power under the FEMA, has also notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 to prohibit, restrict or regulate, transfer by or issue of security to a person resident outside India.

The Consolidated FDI Policy dated August 28, 2017 issued by the DIPP permits Foreign investment up to 100% in the Company under the automatic route.

Further, the FDI Policy made effective from August 28, 2017 permits investment, subject to the following conditions:

(A)

- (i) The investor will be permitted to exit on completion of the project or after development of trunk infrastructure i.e. roads, water supply, street lighting, drainage and sewerage.
- (ii) Notwithstanding anything contained at (A) (i) above, a foreign investor will be permitted to exit and repatriate foreign investment before the completion of project under automatic route, provided that a lock-in-period of three years, calculated with reference to each tranche of foreign investment has been completed. Further, transfer of stake from one non-resident to another non-resident, without repatriation of investment will neither be subject to any lock-in period nor to any government approval.

(B) The project shall conform to the norms and standards, including land use requirements and provision of community amenities and common facilities, as laid down in the applicable building control regulations, bye-laws, rules, and other regulations of the State Government/Municipal/Local Body concerned.

(C) The Indian investee company will be permitted to sell only developed plots. For the purposes of this policy "developed plots" will mean plots where trunk infrastructure i.e. roads, water supply, street lighting, drainage and sewerage, have been made available.

(D) The Indian investee company shall be responsible for obtaining all necessary approvals, including those of the building/layout plans, developing internal and peripheral areas and other infrastructure facilities, payment of development, external development and other charges and complying with all other requirements as prescribed under applicable rules/bye-laws/regulations of the State Government/Municipal/Local Body concerned.

(E) The State Government/Municipal/Local Body concerned, which approves the building/development plans, will monitor compliance of the above conditions by the developer.

It is clarified that FDI is not permitted in an entity which is engaged or proposes to engage in real estate business, construction of farm houses and trading in transferable development rights (TDRs). "Real estate business" for the purpose of the Consolidated FDI Policy Circular of 2017 means dealing in land and immovable property with a view to earning profit there from and does not include development of townships, construction of residential/ commercial premises, roads or bridges, educational institutions, recreational facilities, city and regional level infrastructure, townships. Further, earning of rent/ income on lease of the property, not amounting to transfer, will not amount to real estate business.

No approvals of the RBI are required for such allotment of equity Shares under this Issue. The Company will be required to make certain filings with the RBI after the completion of the Issue.

HISTORY AND CERTAIN CORPORATE MATTERS

BRIEF HISTORY OF OUR COMPANY

The real estate business of the Company was originally carried on as a Limited Liability Partnership firm under the LLP Act, 2008 in the style of M/s. Modi's Navnirman LLP (the "LLP") pursuant to a LLP deed dated January 05, 2016, as amended and supplemented from time to time. Dineshkumar Modi and Mahek Modi were the appointed as Designated Partners of the LLP. The incorporation certificate was received from the Registrar of Companies, Mumbai at Maharashtra on December 31, 2015 having LLPIN AAF-4160. Vide subsequent LLP Deeds, while certain partners were introduced in order to raise capital or to obtain their industry expertise, some of them retired at will. The last LLP Deed dated March 31, 2021 as amended and supplemented from time to time, was made among Dineshkumar Modi, Mahek Modi, Rashmi Modi, Payal Sheth, Samir Sheth, Rinkle Doshi, and Urvish Doshi (the "Erstwhile Partners"). With an intention to expand the construction horizons, our Company had acquired 100.00 % stake in Shree Modi's Navnirman Private Limited. ("SMNPL") & thereby making it our Wholly Owned Subsidiary Company.

Pursuant to a unanimous resolution among the Partners dated January 18, 2022, Modi's Navnirman LLP was converted into a public limited company under Chapter XXI of the Companies Act, 2013. Pursuant to such conversion, our Company was incorporated as 'Modi's Navnirman Limited', a public limited company under the Companies Act, 2013 and Equity Shares were issued to the Partners in lieu of the capital in the Partnership. A certificate of incorporation dated March 04, 2022 was issued by the Registrar of Companies, Mumbai at Maharashtra. The CIN of our Company is U45203MH2022PLC377939.

Our Company has (7) Shareholders as on the date of filing of this Prospectus. For further information, please refer the chapter "Capital Structure" on page no. 55 of this Prospectus.

OVERVIEW

MAJOR EVENTS IN THE HISTORY OF OUR COMPANY

| Year | Major Events / Milestone / Achievements |
|------|----------------------------------------------------------------------------------------------------------------|
| 2015 | ▪ Incorporation of our Company as Modi's Navnirman LLP |
| 2017 | ▪ Received Commencement Certificate and Began construction for the project Rashmi Sadhna |
| 2018 | ▪ Received Commencement Certificate and Began construction for the project Rashmi Sheela |
| 2019 | ▪ Received Completion Certificate for the project Rashmi Sadhna |
| 2020 | ▪ Received Completion Certificate for the project Rashmi Sheela |
| | ▪ Acquired 100% stake in Shree Modi's Navnirman Pvt. Ltd. in September 2020 & thereby making it our subsidiary |
| 2021 | ▪ Received Commencement Certificate for the project Rashmi Jewel through Our wholly owned subsidiary SMNPL |
| | ▪ Received Commencement Certificate for the project Rashmi Enclave through Our wholly owned subsidiary SMNPL |
| | ▪ Received Commencement Certificate for the project Rashmi Terrace through Our wholly owned subsidiary SMNPL |
| 2022 | ▪ Conversion from Limited Liability Partnership firm to Public Limited Company |
| 2022 | ▪ Received Commencement Certificate Project Rashmi Kavita through Our wholly owned subsidiary SMNPL |

MAIN OBJECTS OF OUR COMPANY

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

- To carry on the business of infrastructure developers, builders, colonizers, constructors, purchase any new or existing land, building, sites and to undertake the job of redesigning, reforming, repairing, altering, enlarging, reducing, rebuilding, improving, removing modifying, reconstructing, redecorating, interior decoration of existing houses, bungalows, duplex bungalows, flats, apartments, multi-stores building, shopping complexes, commercial building, shops offices, row houses, quarters, statues, sheds factory buildings, godowns and building (including structures, super structures and temporary structures) for the use of residence, industries, hotels, lodges, clubs,*

theaters, community halls, cold storages, warehouses, motels, place of worships, restaurant's holiday homes and workshops and to sell, to lease, to let out, otherwise use or dispose of the same and to carry on India or abroad, the business of contractors, subcontractors or quasi contractors weather for government or for semi-government bodies or corporations or company or society or body corporate or individuals or schools or clubs or other bodies or private works and to undertake contracts and sub-contractors relating to construction, modification, repairing, alteration, reconstruction, removal, redecoration, redesigning, enlarging, improving and designing of civil works, buildings for whatever use roads, approach roads, streets circles, squares, parks, gardens, statues, parking places, construction of bridges, dams, water courses and reservoirs, tunnels earthworks, sewers, tanks overhead tanks, drains sewages, light houses, towers, transmission towers, pipelines, underground cables, railway tracks sidings, runway, rope ways, shipyards, dock yards, stock yards, culverts, channel weather on turnkey basis or on labour contractors or otherwise and to supply gitti, stones and other construction materials.

The main objects and objects incidental and ancillary to the attainment of the main objects, as contained in the Memorandum of Association, enable our Company to carry on its existing business.

CHANGES IN THE REGISTERED OFFICE OF THE COMPANY SINCE INCORPORATION

There has been no change in the Registered Office of our Company since Incorporation till date preceding the date of this Prospectus

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY SINCE INCORPORATION

Our Company was incorporated on March 04, 2022 upon conversion from its Erstwhile LLP under Chapter XXI of the Companies Act and accordingly the 1st set of Memorandum of Association was adopted by our Company upon such conversion, including adoption of the above mentioned Main Object Clause

LOCK-OUT AND STRIKES

There have been no instances of strikes or lock-outs at any time in our Company.

SIGNIFICANT FINANCIAL OR STRATEGIC PARTNERSHIPS

Our Company has not entered into any Significant Financial or Strategic Partnerships except as entered in its normal course of business.

TIME/COST OVERRUN IN SETTING UP PROJECTS

As on date of this Prospectus, there has been no time and cost overruns in the Company.

CAPACITY/FACILITY CREATION, LOCATION OF PLANTS

Our Company is engaged in the business of Real Estate Construction and Development hence capacity creation and related information is not applicable.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/ BANKS

As on date of this Prospectus, our Company has not made any defaults / re-scheduling of its borrowings.

CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE YEARS

There have been no changes in the activities of our Company since its date of incorporation which may have had a material adverse effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

ACQUISITION OF BUSINESSES / UNDERTAKINGS, MERGER, AMALGAMATION OR REVALUATION OF ASSETS IN LAST 10 YEARS

Except as stated below, our Company has not made any material acquisitions or divestments of any business or undertaking, and has not undertaken any mergers, amalgamation or revaluation of assets in the last ten years.

- We had acquired 100.00% stake (1,00,000 Equity Shares of ₹ 10/- each) of Shree Modi's Navnirman Private Limited (SMNPL) in September, 2020, thereby making SMNPL our Subsidiary Company.

OUR HOLDING COMPANY

As on the date of this Prospectus, our Company does not have any Holding Company.

OUR SUBSIDIARIES

As on the date of this Prospectus our Company has 1 Subsidiary, namely, Shree Modi's Navnirman Private Limited. (SMNPL), the details of which is provided below:

1. Shree Modi's Navnirman Private Limited. ("SMNPL")

Corporate Information

Shree Modi's Navnirman Private Limited was incorporated on September 24, 2020 under the Companies Act, 2013 as a Private Limited Company, bearing Registration No. 346624. The CIN of SMNPL is U45209MH2020PTC346624. The Registered Office is situated at Shop No. 5, Rashmi Tara CHSL, Dahanukarwadi, Mahavir Nagar, Kandivali West Mumbai - 400067.

Nature of Business

The main objects of SMNPL include, *inter alia* carrying on:

- To carry on the business of infrastructure developers, builders, colonizers, constructors, purchase any new or existing land, building, sites and to undertake the job of redesigning, reforming, repairing, altering, enlarging, reducing, rebuilding, improving, modifying, reconstructing, redecorating, interior decorating of existing houses, bungalows, duplex bungalows, flats, apartments, multi-stored buildings, shopping complexes, commercial buildings, shops, offices, row houses quarters, statues, sheds factory buildings, godowns and building (including structures, super structures and temporary structures) for the use of residence, industries, hotels, lodges, clubs, theatres, community halls, cold storages, warehouses, motels, place of worships, restaurant's holiday homes and workshops and to sell, to lease, to let out, otherwise use or dispose of the same and to carry on India or abroad, the business of contractors, sub-contractors or quasi contractors whether for Government or for semi-government bodies or corporation or company or society or body corporate or individuals or schools or clubs or other bodies or private works and to undertake contracts and sub-contractors relating to construction, modification, repairing, alteration, reconstruction, removal, redecoration, redesigning, enlarging improving and designing of civil works, buildings for whatever use roads, approach roads, streets circles, squares, parks, gardens, statues, parking places, construction of bridges, dams, water courses and reservoirs, tunnels, earthworks, sewers, tanks, overhead tanks, drains, sewages, light houses, towers, transmission towers, pipelines, underground cables, railway tracks, railway sidings, runway, rope ways, shipyards, dock yards, stock yards, culverts, channel whether on turnkey basis or on labour contractors or otherwise and to supply gitti , stones and other construction materials.

Capital Structure

The authorized share capital of SMNPL is ₹ 5,00,000 (Rupees Five Lakhs) divided into 50,000 equity shares of ₹ 10 each/-. The issued, subscribed and paid up capital of SMNPL is ₹ 1,00,000 (Rupees One Lakh) divided into 10,000 equity shares of ₹ 10 each/-.

Shareholding of our Company in SMNPL

Our Company holds 10,000 equity shares, aggregating to 100.00 % of the equity share capital of SMNPL.

Amount of accumulated profits or losses

There are no accumulated profits or losses of any of our Subsidiary that are not accounted for by our Company in the Consolidated Financial Statements.

OUR ASSOCIATES

Our Company does not have any associate companies.

JOINT VENTURES

As on the date of this Prospectus, there are no joint ventures of our Company.

SHAREHOLDERS' AGREEMENT

Our Company has not entered into any Shareholders Agreement as on the date of this Prospectus.

OTHER AGREEMENTS

Except the contracts / agreements entered in the ordinary course of the business carried on or intended to be carried on by our Company, we have not entered into any other agreement / contract as on the date of this Prospectus.

AGREEMENTS WITH KEY MANAGERIAL PERSONNEL OR A DIRECTOR OR PROMOTERS OR ANY OTHER EMPLOYEE OF THE COMPANY

There are no agreements entered into by key managerial personnel or a Director or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

AGREEMENTS WITH STRATEGIC PARTNERS, JOINT VENTURE PARTNERS AND/OR FINANCIAL PARTNERS AND OTHER AGREEMENTS

Our Company has not entered into any other subsisting material agreements including with strategic partners, joint venture partners, and/or financial partners other than in the ordinary course of business of our Company

GUARANTEES GIVEN BY PROMOTERS

As on the date of this Prospectus, no guarantee has been issued by Promoters except as disclosed in the "*Financial Indebtedness*" on 266 of this Prospectus.

COLLABORATION

Our Company has not entered into any Collaboration as on the date of this Prospectus.

INJUNCTION OR RESTRAINING ORDERS

There are no injunctions/restraining orders that have been passed against the company.

OUR MANAGEMENT

BOARD OF DIRECTORS

As on the date of this Prospectus, our Board consists of Six (6) Directors including one (1) Chairperson and Managing Director, two (2) Whole Time Director, one (1) Non – Executive Director and two (2) Non - Executive Independent Director. Further, we have two (2) Women Director on our Board.

The details of the Directors are as mentioned in the below table:

| Sr. No. | Name, Designation, Address, Date of Birth, Occupation, Term and DIN | Nationality | Age (in years) | Other Directorships |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|----------------|-------------------------------------------|
| 1. | <p>Dineshkumar Modi</p> <p>Designation: Chairperson and Managing Director</p> <p>Date of Birth: April 07, 1959</p> <p>Address: B-5/201, Dilip Apartmentm, Kamala Nagar, M.G. Road, Kandivali (West), Mumbai Maharashtra– 400067.</p> <p>Date of appointment: Upon Incorporation</p> <p>Date of Change in designation: March 14, 2022</p> <p>Current Term: Five years till March 13, 2027, and subject to retire by rotation.</p> <p>Occupation: Business</p> <p>DIN: 02793201</p> | Indian | 63 | 1. Shree Modi's Navnirman Private Limited |
| 2. | <p>Mahek Modi</p> <p>Designation: Whole Time Director</p> <p>Date of Birth: May 28, 1993</p> <p>Address: B-5/202, Kamla Nagar, M.G.Road, Near Swimming Pool, Kandivali (West) S.O., Mumbai Maharashtra-400067.</p> <p>Date of appointment: Upon Incorporation</p> <p>Date of Change in designation: March 14, 2022.</p> <p>Current Term: Five years till March 13, 2027.</p> <p>Occupation: Business</p> <p>DIN: 06705998</p> | Indian | 29 | 1. Shree Modi's Navnirman Private Limited |
| 3. | <p>Rashmi Modi</p> <p>Designation: Whole Time Director</p> <p>Date of Birth: May 28, 1961</p> | Indian | 61 | NIL |

| Sr. No. | Name, Designation, Address, Date of Birth, Occupation, Term and DIN | Nationality | Age (in years) | Other Directorships |
|---------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|----------------|-------------------------------------------|
| | Address: B-5 201 Kamla Nagar, M.G Road Near Kailash Tower, Kandivali West Mumbai Maharashtra-400067. Date of appointment: Upon Incorporation Date of Change in designation: March 14, 2022 Current Term: Five years till March 13, 2027. Occupation: Business DIN: 02808164 | | | |
| 4. | Payal Sheth Designation: Non-Executive Director Date of Birth: August 11, 1986 Address: 704, Sage Grove, Garden Grove Complex, Chikuwadi, Borivai West, Mumbai Suburban Maharashtra- 400092. Date of appointment: March 14, 2022 Current Term: Five years till March 13, 2027 and subject to retire by rotation. Occupation: Professional DIN: 09520424 | Indian | 36 | NIL |
| 5. | Hiren Rupani Designation: Non-Executive Independent Director Date of Birth: June 22, 1974 Address: 12, Neelam Building, Ravi Mahajan Road, Dahanukar Wadi, Kandivali West, Mumbai, Maharashtra – 400067. Date of appointment: April 06, 2022 Current Term: Five years till April 05, 2027 and not liable to retire by rotation. Occupation: Business DIN: 09531398 | Indian | 48 | 1. Shree Modi's Navnirman Private Limited |
| 6. | Vinit Mehta Designation: Non-Executive Independent Director | Indian | 27 | NIL |

| Sr. No. | Name, Designation, Address, Date of Birth, Occupation, Term and DIN | Nationality | Age (in years) | Other Directorships |
|---------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|----------------|---------------------|
| | <p>Date of Birth: March 09, 1995</p> <p>Address: B/902, New Veena Vihar, Datta Mandir Road, Opp. Chirag Mehta Hospital, Dahanukarwadi, Kandivali West, Mumbai, Maharashtra – 400067.</p> <p>Date of appointment: April 21, 2022.</p> <p>Current Term: Five years till April 20, 2027 and not liable to retire by rotation.</p> <p>Occupation: Professional</p> <p>DIN: 09579523</p> | | | |

BRIEF PROFILE OF OUR DIRECTORS

Dineshkumar Modi, aged 63 years is the founding Promoter of our Company and is designated as Chairperson and Managing Director on the Board of our Company. He was appointed on the Board of our Company since incorporation. He has completed his S.S.C. in March, 1975 from Nagar Panchayat Higher Secondary School. He has been a real estate investor since 1999-2008 and then entered into the realm of being a developer since 2009 under the proprietary concern M/s Modis Nirman. He has around two decades of experience in the Real Estate & Construction Industry. Over the years he has built an impeccable reputation in the real estate industry. The expertise and experience of Dineshkumar Modi in the real estate industry helps in the formulation of the policies of our Company and he provides his valuable guidance on all strategic matters.

Mahek Modi, aged 29 years is the Whole Time Director of our Company. He was appointed on the Board of our Company since incorporation. He has completed his Bachelor of Commerce in Accounting & Finance & Masters from Mumbai University in the year 2014 and 2016 respectively. He has completed his post graduate diploma in Financial Management from Mumbai University in the year 2017. He joined the family business in the year 2015. Currently, He mentors and heads dynamic team of enthusiastic designers, engineers and liasoning consultants. He is also responsible for chairing meetings with architects, Business Consultants, contractors and surveyors.

Rashmi Modi, aged 61 years is the Whole Time Director of our Company. She is appointed on the Board of our Company as a Whole Time Director w.e.f. March 14, 2022. She has completed her B.A. in Economics from Women's university Bombay in the year 1983. As the Whole Time Director, she is responsible for the charitable and administration tasks of the Company and also is an integral part of decision making process in consultation with the Board.

Payal Sheth, aged 36 years is the Non-Executive Director of our Company. She was appointed on the Board of our Company as a Non-Executive Director w.e.f. March 14, 2022. She has completed her Bachelors of Physiotherapy and Master of Physiotherapy in Neurological Conditions from Dr. D.Y. Patil College in the year 2008 and 2011 respectively. She has done additional qualification in the Occupational Therapy and Physiotherapy, from the Maharashtra State Council. She is currently practising as physiotherapist and is also registered with the Indian Association of Physiotherapists since 2011.

Hiren Rupani, aged 48 years is a Non-Executive Independent Director of our Company. He was appointed on the Board of our Company w.e.f. April 06, 2022. He has completed his Bachelor of Commerce in the year 1995 from University of Bombay. He is in Imitation Artificial Jewellery Manufacturing Business since 1991. He has worked in J.N. Jewellers from the year 1991 to 2015. Since 2016, he is engaged in the business of artificial jewellery manufacturing through his proprietary concern H. R. Creations. He has over 3 decades of experience in the area of Manufacturing, Sales and Production of Imitation Artificial Jewellery.

Vinit Mehta, aged 27 years is a Non Executive Independent Director of our Company. He was appointed on the Board of our Company w.e.f. April 21, 2022. He has completed his Bachelors in Financial Markets and Post Graduate diploma in Financial Management from Mumbai University in the year 2017 and 2020 respectively. He is also a Certified Financial Planner from Financial Planning Standards Board NCFM since 2016 along with various certifications in the

field of Finance and Investment. He has experience of working as Assistant Manager in Kotak Securities. He has expertise in Financial Planning, Mutual Fund, Insurance, Bonds and Tax Planning. Currently He is a Chief Investment Planner and Analyst in Sharewolves Private Limited since 2018.

CONFIRMATIONS

As on the date of this Prospectus:

- Except as stated below; none of the Directors of our Company are related to each other as per Section 2 (77) of the Companies Act, 2013.
 - Rashmi Modi is the spouse of Dineshkumar Modi.
 - Mahek Modi is the son of Dineshkumar Modi and Rashmi Modi.
 - Payal Sheth is the daughter of Dineshkumar Modi and Rashmi Modi.
 - Payal Sheth is the sister of Mahek Modi.
- There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Management Personnel were selected as a Director.
- 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, as defined under Regulation 2(1) (III) of SEBI (ICDR) Regulations.
- None of the Promoters or Directors has been or is involved as a promoter or director 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.

DETAILS OF BORROWING POWERS

Pursuant to a special resolution passed at an Extra-Ordinary General Meeting of our Company held on March 06, 2022 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 be and are hereby authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 100 crores.

REMUNERATION/COMPENSATION/COMMISSION PAID TO EXECUTIVE DIRECTORS

The compensation package payable to the Executive Directors from the date of appointment as resolved in the Extra-Ordinary General Meeting held on March 15, 2022 is stated hereunder:

(₹ in lakhs)

| Sr. No. | Name | Designation | Maximum limit of Remuneration / Compensation (inclusive of all perquisites) |
|---------|------------------|---------------------------------|-----------------------------------------------------------------------------|
| 1. | Dineshkumar Modi | Chairperson & Managing Director | Upto 120.00 p.a |
| 2. | Mahek Modi | Whole Time Director | Upto 120.00 p.a |
| 3. | Rashmi Modi | Whole Time Director | Upto 120.00 p.a |

Remuneration paid for F.Y. 2021 -22, the directors have been paid gross remuneration as follows:

(₹ in lakhs)

| Sr. No. | Name of Director | Remuneration paid (₹ in lakhs) |
|---------|---------------------------------|--------------------------------|
| 1. | Dineshkumar Modi ⁽¹⁾ | 20.00 |
| 2. | Mahek Modi ⁽¹⁾ | 45.00 |
| 3. | Rashmi Modi ⁽¹⁾ | 30.00 |
| 4. | Payal Sheth ⁽²⁾ | 5.00 |

⁽¹⁾Remuneration amount paid to Directors in their capacity as Partners in the Erstwhile LLP for FY 2021-22 and post conversion of LLP, paid remuneration in the capacity of Executive Director.

⁽²⁾Remuneration amount paid to Payal Sheth in her earlier capacity as Employee in the Erstwhile LLP for FY 2021-22 and post conversion of LLP, she has been appointed as Non-executive Non-Independent director and for that no remuneration was paid.

PAYMENT OR BENEFIT TO NON - EXECUTIVE NON - INDEPENDENT DIRECTORS AND NON - EXECUTIVE INDEPENDENT DIRECTORS OF OUR COMPANY

Pursuant to the resolution passed by the Board of Directors of our Company at their meeting held on April 22, 2022, our Non Executive Non-Independent directors and Non Executive Independent directors are entitled to receive a sitting fee of ₹ 10,000 for attending Board meeting and sitting fee of ₹ 2,000 for attending committees meeting thereof.

SHAREHOLDING OF OUR DIRECTORS IN THE COMPANY

Our Articles of Association do not require our Directors to hold any qualification shares. The details of the shareholding of our Directors as on the date of this Prospectus are as follows:

| Sr. No. | Name of the Shareholder | No. of Equity Shares | Percentage of Pre-Issue Capital (%) | Percentage of Post-Issue Capital (%) |
|---------|-------------------------|----------------------|-------------------------------------|--------------------------------------|
| 1. | Dineshkumar Modi | 1,402,692 | 47.24% | 33.16% |
| 2. | Rashmi Modi | 8,31,235 | 27.99% | 19.65% |
| 3. | Mahek Modi | 7,35,073 | 24.75% | 17.38% |

INTEREST OF DIRECTORS

All of our Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under our Articles. The Managing Director and the Whole Time Directors will be interested to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

Our Directors may also be regarded as interested in the Equity Shares, if any, held by them or allotted to the companies in which they are interested as Directors, Members, and Promoter, pursuant to this Issue. All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

Interest in the Property of our Company

Except as stated in the heading titled “Properties” under the chapter titled “Our Business”, beginning on. of this Prospectus, none of our Directors have interest in any property acquired or proposed to be acquired of our Company or by our Company.

Interest in Promotion of the Company

Except, as stated in the chapter titled “Our Promoters and Promoter Group” beginning from page. 114 none of our Directors are interested in the promotion of our company as on the date of this Prospectus.

Interest as Member of a Company or Firm

Except as stated in this chapter titled “Our Management”, the section titled “Related Party Disclosures – Annexure VI- Note 26 of Restated Financial Statements” and the chapter “Our Business” on page nos. 102, 121 and 79 of this Prospectus respectively, our Directors do not have any other interest in our business.

CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

| Sr. No | Name of Director | Date of Appointment/ Change | Reason for change |
|--------|------------------|-----------------------------|-------------------------------|
| 1 | Dineshkumar Modi | March 04, 2022 | Appointment as First Director |
| 2 | Mahek Modi | March 04, 2022 | Appointment as First Director |

| Sr. No | Name of Director | Date of Appointment/ Change | Reason for change |
|--------|------------------|-----------------------------|------------------------------------------------------------|
| 3 | Rashmi Modi | March 04, 2022 | Appointment as First Director |
| 4 | Dineshkumar Modi | March 14, 2022 | Redesignated as Chairman and Managing Director |
| 5 | Mahek Modi | March 14, 2022 | Redesignated as Whole Time Director |
| 6 | Rashmi Modi | March 14, 2022 | Redesignated as Whole Time Director |
| 7 | Payal Sheth | March 14, 2022 | Appointment as Non-Executive Director |
| 8 | Hiren Rupani | April 04, 2022 | Appointed as Additional Non-Executive Independent Director |
| 9 | Hiren Rupani | April 06, 2022 | Regularised as Non-Executive Independent Director |
| 10 | Vinit Mehta | April 20, 2022 | Appointed as Additional Non-Executive Independent Director |
| 11 | Vinit Mehta | April 21, 2022 | Regularised as Non-Executive Independent Director |

CORPORATE GOVERNANCE

In addition to the applicability of provisions of Companies Act, 2013 with respect to corporate governance, provisions of the SEBI (LODR) Regulations, 2015 have also been complied with, to the extent applicable to our Company.

Our Company stands committed to good Corporate Governance practices based on the principles such as accountability, transparency in dealing with our stakeholders, emphasis on communication and transparent report. We have complied with the requirements of the applicable regulations, including Regulations, in respect of Corporate Governance including constitution of the Board and its Committees. The Corporate Governance framework is based on an effective Independent Board, the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board functions either as a full Board or through the various committees constituted to oversee specific operational areas. As on the date of this Prospectus, our Company has Six (6) Directors including one (1) Chairperson and Managing Director, two (2) Whole Time Director, one (1) Non – Executive Director and two (2) Non - Executive Independent Director. Further, we have two (2) Women Director on our Board.

The following committees have been constituted for compliance with Corporate Governance requirements:

- A. Audit Committee;
- B. Stakeholders Relationship Committee;
- C. Nomination and Remuneration Committee;

A. AUDIT COMMITTEE

Our Board has constituted the Audit Committee vide Board Resolution dated April 22, 2022 in accordance with the Section 177 of the Companies Act, 2013. The audit committee comprises of:

| Name of the Directors | Nature of Directorship | Designation in Committee |
|-----------------------|------------------------------------|--------------------------|
| Vinit Mehta | Non Executive Independent Director | Chairman |
| Hiren Rupani | Non Executive Independent Director | Member |
| Dineshkumar Modi | Chairman & Managing Director | Member |

The Company Secretary & Compliance Officer of the Company will act as the Secretary of the Committee.

The scope of Audit Committee shall include but shall not be restricted to the following:

- Oversight of the Issuer's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

- Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 1. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013
 2. Changes, if any, in accounting policies and practices and reasons for the same.
 3. Major accounting entries involving estimates based on the exercise of judgment by management.
 4. Significant adjustments made in the financial statements arising out of audit findings.
 5. Compliance with listing and other legal requirements relating to financial statements.
 6. Disclosure of any related party transactions.
 7. Qualifications in the audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower mechanism.
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

The Audit Committee enjoys following powers:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise if it considers necessary.
5. The audit committee may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit and a representative of the statutory auditor may be present as invitees for the meetings of the audit committee.

The Audit Committee shall mandatorily review the following information:

- a. Management discussion and analysis of financial condition and results of operations;
- b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d. Internal audit reports relating to internal control weaknesses; and
- e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

Meeting Of Audit Committee and Relevant Quorum

The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

B. STAKEHOLDERS' RELATIONSHIP COMMITTEE

Our Board has constituted the Stakeholders' Relationship Committee vide Board Resolution April 22, 2022 in accordance with Section 178 of the Companies Act, 2013. The Stakeholder's Relationship Committee comprises of:

| Name of the Directors | Nature of Directorship | Designation in Committee |
|-----------------------|------------------------------------|--------------------------|
| Payal Sheth | Non-Executive Director | Chairman |
| Mahek Modi | Whole-Time Director | Member |
| Hiren Rupani | Non-Executive Independent Director | Member |

The Company Secretary of the Company will act as the Secretary of the Committee.

This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

- a) Allotment and listing of our shares in future.
- b) Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
- c) Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures;
- d) Reference to statutory and regulatory authorities regarding investor grievances;
- e) To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
- f) To do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

C. NOMINATION AND REMUNERATION COMMITTEE

Our Board has constituted the Nomination and Remuneration Committee vide Board Resolution April 22, 2022 in accordance with section 178 of the Companies Act, 2013. The Nomination and Remuneration Committee comprises of:

| Name of the Directors | Nature of Directorship | Designation in Committee |
|-----------------------|------------------------------------|--------------------------|
| Vinit Mehta | Non-Executive Independent Director | Chairman |
| Hiren Rupani | Non-Executive Independent Director | Member |
| Payal Sheth | Non-Executive Director | Member |

The Company Secretary of our Company acts as the Secretary to the Committee.

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

- a. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b. Formulation of criteria for evaluation of Independent Directors and the Board;
- c. Devising a policy on Board diversity;
- d. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
- e. Analysing, monitoring and reviewing various human resource and compensation matters;
- f. Determining our Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
- g. Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;
- h. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- i. Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

- j. Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - i. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; or
 - ii. The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003;
- k. Determine whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors; and
- l. Perform such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by such committee

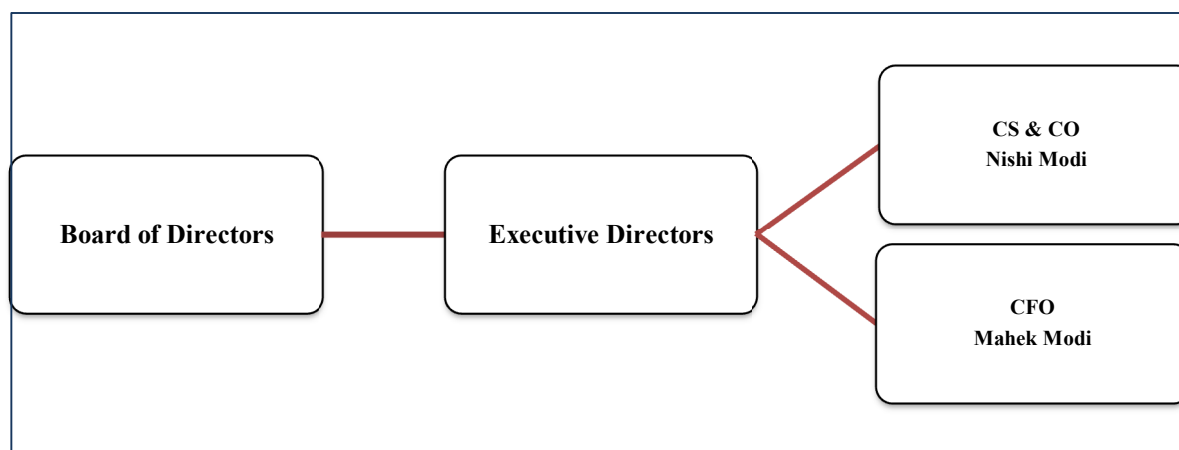
Meeting of Nomination and Remuneration Committee and Relevant Quorum

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members, whichever is greater. The Committee is required to meet at least once a year.

POLICY ON DISCLOSURES & INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING

The provisions of Regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the Stock Exchange. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of our Equity Shares on stock exchange. Further, Board of Directors have approved and adopted the policy on insider trading in view of the proposed public issue. Our Board is 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.

ORGANIZATIONAL STRUCTURE



Terms & Abbreviations

| | | |
|------------|---|------------------------------------------|
| C.F.O. | - | Chief Financial Officer |
| C.S & C.O. | - | Company Secretary and Compliance Officer |

KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company.

| Name of Employee | Designation | Date of Appointment | Compensation for last Financial Year (₹ in Lakhs) | Qualification | Name of Previous Employer(s) | Total Years of Experience |
|---------------------------|------------------------------------------|-------------------------------|---------------------------------------------------|---------------------------------------------------------|------------------------------|------------------------------|
| Mahek Modi | Chief Financial Officer | March 14, 2022 ⁽²⁾ | 45.00 ⁽³⁾ | • Bcom, M.com. and PGDM | Nil | 8 Years |
| Nishi Modi ⁽¹⁾ | Company Secretary and Compliance Officer | March 14, 2022 | Nil | • B.Com. (Banking and Insurance) • Company Secretary | • DBS Bank | 1 Year Internship Experience |

⁽¹⁾ The Premarital name of Nishi Modi is Nishi Shah thus few of her documents regarding her appointment and KYC is in the name of Nishi Shah.

⁽²⁾ Mahek Modi was originally appointed as Partner in Modi's Navnirman LLP vide LLP deed dated December 31, 2015

⁽³⁾ Remuneration amount paid to Mahek Modi in their capacity as Partner in the Erstwhile LLP for FY 2020-21

Other Notes –

- The aforementioned KMP's are on the payrolls of our Company as permanent employees.
- All of our KMPs are forming part of related parties as per the Accounting Standard 18. For details, please see the chapter titled "Financial Information- Annexure VI- Note 26 of Restated Financial Statements" on page no. 121 of this Prospectus.

Relationship amongst the Key Management Personnel and Directors

Mahek Modi is the husband of Nishi Modi.

Shareholding of the Key Management Personnel

None of our Key Managerial Personnel hold Equity Shares as on the date of this Prospectus, except as mentioned below:

Mahek Modi holds 7,35,073 shares as on the date of this Prospectus.

Service Contracts with Key Managerial Personnel

Our Key Managerial Personnel 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 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 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.

Loans taken by Key Management Personnel

None of our Key Managerial Personnel have any outstanding loan from our Company as on the date of this Prospectus.

Arrangement Or Understanding with Major Shareholders/ Customers/ Suppliers

There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Key Managerial Personnel was selected as a member of our senior management.

Bonus or Profit Sharing Plan of the Key Management Personnel

There is no profit sharing plan for the Key Managerial Personnel. Our Company makes payment for salaries, insurance and bonus payments, in accordance with their terms of appointment.

Contingent and Deferred Compensation Payable to Key Managerial Personnel

There is no contingent or deferred compensation payable to our Key Managerial Personnel, which does not form part of their remuneration.

Employee Share Purchase and Employee Stock Option Plan

Presently, we do not have ESOP/ESPS scheme for employees.

Payment Or Benefit to Our Key Managerial Personnel

No amount or benefit has been paid or given to any officer of our Company within the two years preceding the date of filing of this Prospectus, or is intended to be paid or given, other than in the ordinary course of their employment.

Changes In Our Key Managerial Personnel in The Last Three Years from The Date of Filing Of This Prospectus

The changes in our Key Managerial Personnel during the three years immediately preceding the date of filing of this Prospectus are set forth below.

| Name | Designation | Date of Appointment / Change in Designation | Reason |
|-------------|------------------------------------------|----------------------------------------------------|---------------|
| Nishi Modi | Company Secretary and Compliance Officer | March 14, 2022 | Appointment |
| Mahek Modi | Chief Financial Officer | March 14, 2022 | Appointment |



OUR PROMOTERS AND PROMOTER GROUP


THE PROMOTERS OF OUR COMPANY ARE:

Dineshkumar Modi, Mahek Modi and Rashmi Modi

As on the date of this Prospectus, our Promoters hold 29,69,000 Equity Shares in aggregate, representing 99.97% of the issued, subscribed and paid-up Equity Share capital of our Company. For details of the build-up of our Promoters' shareholding in our Company, please see "Capital Structure –Shareholding of our Promoters" beginning on page no. 55 of this Prospectus.

The details of our Promoters are as under:

| Dineshkumar Modi | |
|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  | Dineshkumar Modi , aged 63 years is the founding Promoter of our Company and is designated as Chairperson and Managing Director on the Board of our Company. He was appointed on the Board of our Company since incorporation. He has completed his S.S.C. in March, 1975 from Nagar Panchayat Higher Secondary School. He has been a real estate investor since 1999-2008 and then entered into the realm of being a developer since 2009 under the proprietary concern M/s Modis Nirman. He has around two decades of experience in the Real Estate & Construction Industry. Over the years he has built an impeccable reputation in the real estate industry. The expertise and experience of Dineshkumar Modi in the real estate industry helps in the formulation of the policies of our Company and he provides his valuable guidance on all strategic matters. |
| | Date of Birth: April 07, 1959 |
| | Address: B-5, Flat No 201, Dileep Apts., Kamalanagar M. G. Road Kandivali West Mumbai Maharashtra-400067. |
| | PAN: AADPM9014B |
| | Passport No.: K4647279 |
| | Driver's License No.: MH47 201190041635 |
| | Aadhaar Card No.: XXXX XXXX 8459 |
| | Name of Bank: Kotak Mahindra Bank |
| | Bank A/c No.: 185488144 |
| | Other Interests: <ul style="list-style-type: none"> Shree Modi's Navnirman Private Limited Shubham Modi's Nirman LLP Modis Nirman Dinesh Chunilal Modi (HUF) |
| Mahek Modi | |
|  | Mahek Modi , aged 29 years is the Whole Time Director of our Company. He was appointed on the Board of our Company since incorporation. He has completed his Bachelor of Commerce in Accounting & Finance & Masters from Mumbai University in the year 2014 and 2016 respectively. He has completed his post graduate diploma in Financial Management from Mumbai University in the year 2017. He joined the family business in the year 2015. Currently, He mentors and heads dynamic team of enthusiastic designers, engineers and liasoning consultants. He is also responsible for chairing meetings with architects, Business Consultants, contractors and surveyors. |
| | Date of Birth: May 28, 1993 |
| | Address: B-5, 202, Kamla Nagar, M.G.Road, Near Swimming Pool, Kandivali (West) S.O., Mumbai Maharashtra-400067. |
| | PAN: BNJPM9946G |
| | Passport No.: T5434058 |
| | Driver's License No.: MH02 20120015226 |
| | Aadhaar Card No.: XXXX XXXX 7088 |
| | Name of Bank: Kotak Mahindra Bank |
| | Bank A/c No.: 5811684050 |
| | Other Interests: <ul style="list-style-type: none"> Shree Modi's Navnirman Private Limited |

| | |
|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | • Shubham Modi's Nirman LLP |
| Rashmi Modi | |
|  | Rashmi Modi , aged 61 years is the Whole Time Director of our Company. She is appointed on the Board of our Company as a Whole Time Director w.e.f. March 14, 2022. She has completed her B.A. in Economics from Women's university Bombay in the year 1983. As the Whole Time Director, she is responsible for the charitable and administration tasks of the Company and also is an integral part of decision making process in consultation with the Board. |
| | Date of Birth: May 28, 1961 |
| | Address: B-5 201 Kamla Nagar, M.G Road Near Kailash Tower, Kandivali West Mumbai Maharashtra-400067. |
| | PAN: AACPM7430Q |
| | Passport No.: T5422603 |
| | Driver's License No.: NA |
| | Aadhaar Card No.: XXXX XXXX 0503 |
| | Name of Bank: Kotak Mahindra Bank |
| | Bank A/c No.: 193027364 |
| | Other Interests: NIL |

For the complete profile of Our Promoters educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see "Our Management" on page no. 102 of this Prospectus.

Other Undertakings and Confirmations

We confirm that the Permanent Account Number, Bank Account Number, Passport Number of our Promoters have been submitted to the Stock Exchange at the time of filing of the Draft Prospectus with the Stock Exchange.

Our Promoters and the members of our Promoter Group have confirmed that they have not been identified as wilful defaulter or a fraudulent borrower by the RBI or any other governmental authority. No violations of securities laws have been committed by our Promoters or members of our Promoter Group or any Group Companies in the past or are currently pending against them. None of (i) our Promoters and members of our Promoter Group or persons in control of or on the boards of bodies corporate forming part of our Group Companies (ii) the Companies with which any of our Promoters are or were associated as a promoters, director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions 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.

Change in Control of our Company

There has not been any change in the control of our Company in the five years immediately preceding the date of this Prospectus.

Experience of our Promoters in the Business of our Company

For details in relation to experience of our Promoters in the business of our Company, please refer the chapter "Our Management" beginning on page no. 98 of this Prospectus.

Interest of Promoters

None of our Promoters / Directors have any interest in our Company except to the extent of compensation payable / paid, rents on properties owned by their relatives but used by our company and reimbursement of expenses (if applicable) and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding. For further details please see the chapters titled "Capital Structure", "Financial Information" and "Our Management" beginning on page nos. 55, 121 and 102 of this Prospectus.

Except as stated otherwise in this Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters is directly or indirectly interested and no payments have been made to them in respect of the

contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

Interest of Promoters in the Promotion of our Company

Our Company is currently promoted by the promoters in order to carry on its present business. Our Promoters is interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company.

Interest of Promoters in the Property of our Company

Our Promoters has confirmed that he does not have any interest in any property acquired by our Company within three years preceding the date of this Prospectus or proposed to be acquired by our Company as on the date of this Prospectus except as mentioned under the section “Our Business –Properties” and “Financial Information- Annexure VI- Note 26 of Restated Financial Statements” on page nos. 79 and 121 respectively, of this Prospectus.

Further, other than as mentioned in the chapter titled “Our Business” on page no. 79 of this Prospectus our Promoters does not have any interest in any transactions in the acquisition of land, construction of any building or supply of any machinery.

Related Party Transactions

Except as stated in the “Financial Information- Annexure VI- Note 26 of Restated Financial Statements” on page no. 121 of this Prospectus, our Company has not entered into related party transactions with our Promoters.

Common Pursuits of Promoters and Promoter Group Company

Except as stated in the section “Annexure VI- Note 26 – Related Party Disclosures” on page no. 121 of this Prospectus, there has been no payment of benefits to our Promoters or Promoter Group during the two years preceding the date of this Prospectus.

Payment of Amounts or Benefits to the Promoters or Promoter Group During the last two years

Except as stated in the Section titled “Financial Information- Annexure VI- Note 26 of Restated Financial Statements” on page no. 121 of this Prospectus, there has been no payment of benefits to our Promoters or Promoter Group during the two years preceding the date of this Prospectus.

Material Guarantees

Except as stated in the “Financial Indebtedness” and “Financial Information” beginning on page nos. 266 and 121 of this Prospectus respectively, our Promoters has not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Prospectus.

OUR PROMOTER GROUP

In addition to our Promoters, the following individuals, companies, partnerships and HUFs, etc. Form part of our Promoter Group in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations:

A. Natural Persons who are Part of the Promoter Group

As per Regulation 2(1)(pp)(ii) of the SEBI (ICDR) Regulations, 2018, the following individuals form part of our Promoter Group:

| Name of the Promoters | Name of Relative | Relationship with the Promoter |
|------------------------------|-------------------------|---------------------------------------|
| Dineshkumar Modi | Chunilal Modi | Father |
| | Taraben Modi | Mother |
| | Rashmi Modi | Spouse |
| | Mahek Modi | Son |
| | Payal Sheth | Daughter(s) |

| Name of the Promoters | Name of Relative | Relationship with the Promoter |
|-----------------------|-----------------------|--------------------------------|
| | Rinkle Doshi | Brother(s) |
| | Bharat Modi | |
| | Kishor Modi | |
| | Rajesh Modi | |
| | Anil Modi | |
| | Dollar Modi | |
| | Jyotsna Shah | Sister |
| | Late Jaysukh Mehta | Spouse's Father |
| | Late Madhukanta Mehta | Spouse's Mother |
| | Kamlesh Mehta | Spouse's Brother |
| | Dipti mehta | Spouse's Sister(s) |
| | Hiral mehta | |
| | Neeta shah | |
| Mahek Modi | Dineshkumar Modi | Father |
| | Rashmi Modi | Mother |
| | Nishi Modi | Spouse |
| | Payal Sheth | Sister(s) |
| | Rinkle Doshi | |
| | Vijay Shah | Spouse's Father |
| | Ami Shah | Spouse's Mother |
| | Mitul Shah | Spouse's Brother |
| Rashmi Modi | Late Jaysukh Mehta | Father |
| | Late Madhukanta Mehta | Mother |
| | Dineshkumar Modi | Spouse |
| | Mahek Modi | Son |
| | Payal Sheth | Daughter(s) |
| | Rinkle Doshi | |
| | Kamlesh Mehta | Brother |
| | Dipti Mehta | Sister(s) |
| | Hiral Mehta | |
| | Neeta Shah | |
| | Chunilal Modi | Spouse's Father |
| | Taraben Modi | Spouse's Mother |
| | Bharat Modi | Spouse's Brother(s) |
| | Kishor Modi | |
| | Rajesh Modi | |
| | Anil Modi | |
| | Dollar Modi | |
| | Jyotsna Shah | Spouse's Sister |

B. Companies / Corporate Entities Forming Part of the Promoter Group

As per Regulation 2(1)(pp)(iv) of the SEBI (ICDR) Regulations, 2018, the following Companies/Trusts/ Partnership firms/HUFs or Sole Proprietorships are forming part of our Promoter Group.

| Sr. No. | Name of Promoter Group Entity/Company |
|---------|----------------------------------------|
| 1. | Shubham Modi's Nirman LLP |
| 2. | Modis Nirman |
| 3. | Dinesh Chunilal Modi (HUF) |
| 4. | Shree Modi's Navnirman Private Limited |
| 5. | Modi Bros |
| 6. | Unique Exports |
| 7. | Boutique Exports |
| 8. | J.N. Jewellers |

Shareholding of the Promoter Group in our Company

For details of shareholding of members of our Promoter Group as on the date of this Prospectus, please see the chapter titled “Capital Structure – Notes to Capital Structure” beginning on page no. 55 of this Prospectus.

Companies with which the Promoters has disassociated in the last three years

Our Promoters have not disassociated themselves from any companies, firms or entities during the last three years preceding the date of this Prospectus.

Outstanding Litigation

There is no outstanding litigation against our Promoters except as disclosed in the section titled “Risk Factors” and chapter titled “Outstanding Litigation and Material Developments” beginning on page nos. 19 and 267 of this Prospectus.

GROUP COMPANY

In terms of the SEBI ICDR Regulations, the term —Group Company includes such companies (other than Promoters and subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements, as covered under the applicable accounting standards, and also other companies as considered material by our Board. Pursuant to a resolution dated April 22, 2022, our Board has noted that in accordance with the SEBI ICDR Regulations and for the purpose of disclosure in this Prospectus, group companies of our Company shall include (i) the companies with which there were related party transactions as disclosed in the Restated Financial Statements; or (ii) such other company as deemed material by our Board.

Accordingly, based on the parameters outlined above, our Company does not have any group company as on the date of this Prospectus.

DIVIDEND POLICY

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders. The shareholders of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

There are no dividends declared by our Company since Incorporation.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion. 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

SECTION VII – FINANCIAL INFORMATION

FINANCIAL STATEMENT

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

To,
The Board of Directors,
Modi's Navnirman Limited,
Shop 5 CTS 947/A , Rashmi Tara Datta Mandir,
Kandivali (West), Mumbai, Maharashtra 400067

Independent Auditors' Report on Special Purpose Restated Financial Information in connection with the proposed Initial Public Offer (IPO) of the equity shares of face value of ₹ 10 each of Modi's Navnirman Limited (the 'Company').

Dear Sirs,

1. We have examined the attached Restated Financial Information of Modi's Navnirman Limited, (formerly known as Modi's Navnirman Limited Liability Partnership, "Erstwhile LLP") (the "Company") and its Subsidiary (w.e.f September 24, 2020) comprising the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2022 and March 31, 2021 and Restated Standalone Statement of Assets and Liabilities as at March 31, 2020 and March 31, 2019, the Restated Consolidated Statement of Profit and Loss, the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Cash Flow Statement for the period ended March 31, 2022 and the year ended March 31, 2021 and the Restated Standalone Statement of Profit and Loss, the Restated Standalone Statement of Changes in Equity, the Restated Standalone Cash Flow Statement for the year ended March 31, 2020 and March 31, 2019 and the Restated Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on June 13, 2022 for the purpose of inclusion in the Draft Prospectus / Prospectus prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:
 - a. 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 ("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 was formed by conversion of a Limited Liability Partnership under the provisions of Companies Act, 2013. For the purposes of the Restated Consolidated and Standalone Financial Information, it has been presumed that the Company was in existence as a company since April 01, 2018. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Draft Prospectus / Prospectus to be filed with Securities and Exchange Board of India, relevant stock exchanges and Registrar of Companies, Mumbai in connection with the proposed IPO. The Special Purpose Restated Financial Information has been prepared by the management of the Company on the basis of preparation stated in Annexure V to the Special Purpose Restated Financial Information. The Board of Directors responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
3. We have examined such Restated Financial Information taking into consideration:
 - i. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated February 18, 2022 in connection with the proposed IPO of equity shares of the Company;
 - ii. The Guidance Note which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - iii. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting

the Restated Consolidated Financial Information; and

- iv. The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
4. These Restated Financial Information have been compiled by the management of the Company from:
 - a. The consolidated audited financial statements as at March 31, 2022 and as at March 31, 2021 prepared & audited by us in accordance with the generally accepted accounting principles and accounting standards notified by the ICAI (under the Erstwhile LLP), and other relevant provisions of the Act, and on which we have expressed an unmodified audit opinion, which have been approved by the then partners of the LLP.
 - b. The auditor's report issued by previous auditors – M/s. Kashyap Umesh & Associates, Chartered Accountants dated December 31, 2020 and October 23, 2019 on the standalone financial statements as on year ended March 31, 2020 and March 31, 2019 prepared in accordance with the generally accepted accounting principles and accounting standards notified by the ICAI (under the Erstwhile LLP), and other relevant provisions of the Act, and on which we have not expressed an unmodified audit opinion which have been approved by the then partners of the LLP.
 5. In accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") read with ICDR Regulations and the Guidance Note, we report that:
 - a) The Special Purpose Restated Consolidated Statement of Assets and Liabilities of the Company as at March 31, 2022 and March 31, 2021 and the Restated Standalone Statement of Assets and Liabilities as at March 31, 2020 and March 31, 2019 examined by us, as set out in **Annexure I** to this report, have been arrived at after making adjustments and regrouping/ reclassifications as in our opinion were appropriate and more fully described in the statement of Significant Accounting Policies and the Notes to Restated Financial Information in **Annexure V** and **Annexure VI** respectively
 - b) The Restated Consolidated Statement of Profit and Loss of the Company, for the period ended March 31, 2022 and March 31, 2021 and the Restated Standalone Statement of Profit and Loss of the Company for the period ended March 31, 2020 and March 31, 2019 examined by us, as set out in **Annexure II** to this report, have been arrived at after making adjustments and regrouping/ reclassifications as in our opinion were appropriate and more fully described in the statement of significant accounting policies and the Notes to Restated Financial Information in **Annexure V** and **Annexure VI** respectively.
 - c) The Special Purpose Restated Consolidated Statement of Cash Flows of the Company, for the period ended March 31, 2022 and March 31, 2021 and the Restated Standalone Statement of Cash Flows of the company for the period ended March 31, 2020 and March 31, 2019 examined by us, as set out in **Annexure III** to this report, have been arrived at after making adjustments and regrouping / reclassifications as in our opinion were appropriate and more fully described in the statement of significant accounting policies and the Notes to Special Purpose Restated Financial Information in **Annexure V** and **Annexure VI** respectively; and
 - d) The Special Purpose Restated Consolidated Statement of Statement of Changes in Equity of the Company, for the period ended March 31, 2022 and March 31, 2021 and the Restated Standalone Statement of Changes in Equity of the Company, for the period ended March 31, 2020 and March 31, 2019 examined by us, as set out in **Annexure IV** to this report, have been arrived at after making adjustments and regrouping / reclassifications as in our opinion were appropriate and more fully described in Notes to the Special Purpose Restated Financial Information in **Annexure VI**.
 - e) There were no auditor qualifications and / or emphasis of matter on the Consolidated Financial Statements in the Auditors Report for the period ended March 31, 2022 and March 31, 2021 and the Standalone Financial Statements for the period ended March 31, 2020 and March 31, 2019.
 6. At the request of the company, we have also examined the Statement of Accounting Ratios and Capitalization proposed to be included in the Draft Prospectus / Prospectus, prepared by the management and approved by the board of directors of the company and annexed to this report.
 7. This report should not in any way be construed as a reissuance or re-dating of any of the audit report issued by us, nor

should this report be construed as a new opinion on any of the audited financial statements referred to herein.

8. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
9. Our report is intended solely for use of management for inclusion in the Offer Document to be filed with Securities and Exchange Board of India, the Stock Exchanges where the equity shares are proposed to be listed and the Registrar of Companies in connection with the proposed issue of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For and on behalf of
D G M S & Co.
Chartered Accountants
Firm's Registration No. 0112187W

CA Hiren Maru
Partner
Membership No: 115279
Place: Mumbai
Date: June 13, 2022
UDIN: 22115279ALDCFO5427

Modi's Navnirman Limited

INDEX

| Sr. No. | Details of Special Purpose Restated Consolidated Financial Information | Annexure Reference |
|----------------|-------------------------------------------------------------------------------|---------------------------|
| 1 | Special Purpose Restated Financial Statement of Assets and Liabilities | I |
| 2 | Special Purpose Restated Financial Statement of Profit and Loss | II |
| 3 | Special Purpose Restated Financial Statement of Cash Flows | III |
| 4 | Special Purpose Restated Financial Statement of Changes in Equity | IV |
| 5 | Basis of Preparation and Significant Accounting Policies | V |
| 6 | Notes to the Special Purpose Restated Financial Information | VI |
| 7 | Statement of Accounting Ratios | VII |

OTHER FINANCIAL INFORMATION

ANNEXURE VII - STATEMENT OF ACCOUNTING RATIOS AS RESTATED

(Rs. in lacs except share data)

| Particulars | For the year ended March 31, | | |
|----------------------------------------------------------------------------------------------|------------------------------|---------------|---------------|
| | 2022 | 2021 | 2020 |
| | Consolidated | Consolidated | Standalone |
| - | | | |
| Restated PAT as per P & L Account | 132.70 | 37.83 | 139.78 |
| Actual Number of Equity Shares outstanding at the end of the year | 2,970,000 | 2,970,000 | 2,970,000 |
| Equivalent Weighted Avg number of Equity Shares at the end of the year | 2,970,000 | 2,970,000 | 2,970,000 |
| Diluted Weighted Avg number of potential Equity Shares at the end of the year | 2,970,000 | 2,970,000 | 2,970,000 |
| Share Capital* | 297.00 | 297.00 | 297.00 |
| Reserves & Surplus | 84.25 | (0.77) | - |
| Misc. Expenses not w/off | - | - | - |
| Net Worth | 381.25 | 296.23 | 297.00 |
| Earnings Per Share (EPS): | | | |
| Basic EPS | 4.47 | 1.27 | 4.71 |
| Diluted EPS | 4.47 | 1.27 | 4.71 |
| Return on Net Worth (%) | 34.81% | 12.77% | 47.06% |
| Net Asset Value Per Share (Rs) - based on actual no. of equity shares at the end of the year | 12.84 | 9.97 | 10.00 |
| Nominal Value per Equity share (Rs.) | 10.00 | 10.00 | 10.00 |

*Our company was originally incorporated as a LLP vide certificate dated December 31, 2015. Pursuant to a unanimous resolution among the Partners dated January 18, 2022, Modi's Navnirman LLP was converted into a public limited company under Chapter XXI of the Companies Act, 2013. Pursuant to such conversion, our Company was incorporated as 'Modi's Navnirman Limited', a public limited company under the Companies Act, 2013 and Equity Shares were issued to the Partners in lieu of the capital in the Partnership. A certificate of incorporation dated March 04, 2022 was issued by the Registrar of Companies, Mumbai at Maharashtra. Hence retrospective effect is given to paid up share capital to give a fair view for comparable Earnings per share of the Company.

Notes to Accounting Ratios:

a) The above statement should be read with the Significant accounting policies and notes to accounts appearing in Annexure V & VI respectively.

b) Formulas used for calculating above ratios are as under:

- i. Basic EPS is being calculated by using the formula: (Net Profit after excluding Extra-ordinary items / Equivalent Weighted Average No. of outstanding shares)
- ii. Net Asset Value is being calculated by using the formula: (Net Worth / Actual Number of Equity Shares at year end)
- iii. Return on Net worth is being calculated by using the formula: (Profit After Tax / Networth)

Notes:

* There is no revaluation reserve in last five years in our company.

* As there is no dilutive capital in the company, Basic and Diluted EPS are similar.

CAPITALIZATION STATEMENT

The following table sets forth our Company's capitalisation as at March 31, 2022, on the basis of the Restated Consolidated Financial Statements, and as adjusted for the Offer. This table should be read in conjunction with the sections titled "Risk Factors", "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations "respectively.

(Rs. In lakhs)

| Particulars | Pre Issue as at March 31, 2022* | As adjusted for the proposed Issue |
|-----------------------------------------------|---------------------------------|------------------------------------|
| Borrowings: | | |
| Non Current Borrowings (A) | 1,887.44 | 108.44 |
| Current borrowings (B) | - | - |
| Total borrowings (C) | 1,887.44 | 108.44 |
| Equity: | | |
| Equity share capital | 297.00 | 423.00 |
| Other equity | 84.25 | 2,226.25 |
| Total equity (D) | 381.25 | 2,649.25 |
| Ratio: Total borrowings (C)/ Total equity (D) | 4.95 | 0.04 |
| Notes: | | |
| 1. As per the Restated Financial Statements. | | |

**The above has been computed on the basis of restated financials*

The corresponding post IPO capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building process and hence the same have not been provided in the above statement

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

You should read the following discussion and analysis of financial condition and results of operations together with our financial statements included in this Draft Prospectus. The following discussion relates to our Company and is based on our restated financial statements. Our financial statements have been prepared in accordance with AS and other applicable provisions of the Companies Act.

Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be "Forward looking statement" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions affecting demand/supply and price conditions in domestic and overseas market in which we operate, changes in Government Regulations, Tax Laws and other Statutes and incidental factors.

About the Group

The Modi Group is an established Mumbai based group having its presence in the construction industry for more than a decade. The group was founded by our promoter Mr. Dineshkumar Modi in year 2009. In the years following its inception the group concentrated on developing affordable housing in the residential segment. Modi Group has so far constructed 7 residential and commercial projects (Namely i) *Rashmi Tara* ii) *Rashmi Chaaya*, iii) *Badshahs Residency*, iv) *Rashmi Sadhna*, v) *Rashmi Sheela*, vi) *Mrunali*, vii) *Rashmi Kunj*) in the western suburbs of Mumbai specifically in and around the areas of Borivali, Kandivali, Malad and Goregaon. The group has 5 projects, which are currently under construction. As on the date of this Draft Prospectus, our Company, our subsidiary (SMNPL) and proprietary concern of our promoter (Modis Nirman) have constructed and delivered possession of approximately 1.45 lakhs sq. ft. of carpet area of residential units. (This translates into a constructed area i.e. 2.10 lakhs sq. ft).

About The Company

Our Company, Modi's Navnirman Limited was originally incorporated as a Limited Liability Partnership in the name and style of Modi's Navnirman LLP on December 31, 2015 and was subsequently converted into a "Public Limited" on March 04, 2022 with a view to corporatize the group's activities in the real estate sector. Since inception, we have been focused on the mid-market and affordable housing categories as our target segment within the residential housing market. The mid-market and affordable housing categories have accounted for significant share of overall market absorption in India in recent years

Also, as on date of this Draft Prospectus, our Company does not have any borrowings from any bank or financial institutions and all our assets are free of any charge. This we believe is a unique positioning of our company in an otherwise highly leveraged real estate sector in India. Historically, we have sought to develop our projects either through development agreements ("DA") with Co-operative Housing Society (Society) / landowners of the proposed projects. We are transitioning to a real estate development model with a shift towards an asset light business strategy by doing Development Agreements.

Our customer-centric business model focuses on designing and developing our products to address consumer needs across price points. We have capabilities to deliver a project from conceptualization to completion with fast turnaround time from acquisition to launch to completion, which focuses on de-risking and improving our return on investment. We streamline our supply chain and construction processes with an aim to develop high quality products consistently and in a timely and cost efficient manner. We partner with top architects and design team which uses customer insights to conceptualize and design products that are best suited for the current location and target a variety of customer groups. Our construction management and procurement teams focus on realizing efficiencies in procurement, vendor selection and construction. Our in-house sales team is supported by a well skilled execution team which delivers precisely designed products and amenities to its customers. We believe one of the reasons for our success in recent years has been our ability to convert the surroundings of a location into attractive destinations for people across income groups. We believe that our understanding of the real estate market in Suburbs area of Mumbai, positive perception by our customers, innovative design, and marketing and branding techniques enable us to attract customers.

Significant Developments after February 10, 2022 that may affect our Future Results of Operations

Except as mentioned in Risk Factors, there is no such significant development which may adversely affect the future results of Operations

Impact of COVID-19

During the first half of calendar year 2020, COVID-19 spread to a majority of countries across the world, including India. The COVID-19 pandemic has had, and may continue to have, significant repercussions across local, national and global economies and financial markets. In particular, a number of governments and organizations have revised GDP growth forecasts for calendar year 2020 downward in response to the economic slowdown caused by the spread of COVID-19

The global impact of the COVID-19 pandemic has been rapidly evolving and public health officials and governmental authorities have responded by taking measures, such as prohibiting people from assembling in large numbers, instituting quarantines, restricting travel, issuing “stay-at-home” orders and restricting the types of businesses that may continue to operate, among many others. On March 14, 2020, India declared COVID-19 as a “notified disaster” and imposed a nationwide lockdown beginning on March 25, 2020. The lockdown lasted until May 31, 2020, and has been extended periodically by varying degrees by state governments and local administrations. The lifting of the lockdown across various regions has been regulated with limited and progressive relaxations being granted for movement of goods and people in other places and calibrated re-opening of businesses and offices.

Despite the lifting of the lockdown, there is significant uncertainty regarding the duration and long-term impact of the COVID-19 pandemic, as well as possible future responses by the Government, which makes it impossible for us to predict with certainty the impact that COVID-19 will have on our business and operations in the future. The COVID19 pandemic has affected and may continue to affect our business, results of operations and financial condition in a number of ways such as:

- It caused construction delays at our ongoing projects due to several factors such as lockdowns enforced by government agencies, work-stoppage orders, disruptions in the supply of materials and shortage of labor, which delays could result in a failure to meet development milestones as well as an increase in the cost of construction. We have gradually resumed construction at our sites in compliance with the government guidelines;
- It led to a closure of our offices and we moved to a work-from-home model. We resumed operations at our offices in a staggered manner in compliance with government guidelines. A surge in the number of COVID-19 cases in the future could result in a complete or partial closure of, or other operational issues at our offices resulting from government action;
- It may result in imposition of operational guidelines or other conditions on landlords to protect the health and safety of personnel working at our commercial developments, which may result in additional costs and demands on our facility management team;
- It may affect our ability to execute our growth strategies and expand into new markets;
- Inherent productivity, connectivity, and oversight challenges due to an increase in number of individuals working from home;
- Increased vulnerability to cyber-security threats and potential breaches, including phishing attacks, malware and impersonation tactics, resulting from the increase in numbers of individuals working from home;
- Uncertainty as to what conditions must be satisfied before government authorities completely lift “stay-at-home” orders; and
- The potential negative impact on the health of our personnel, particularly if a significant number of them are afflicted by COVID-19, could result in a deterioration in our ability to ensure business continuity during this disruption.

While our operations had slowed down during the lockdown period, they have almost resumed to full normalcy with requisite precautions. We have used the principles of prudence in applying judgments, estimates and assumptions based on the current conditions. In assessing the liquidity position and recoverability of assets such as goodwill, inventories, financial assets and other assets, based on current indicators of future economic conditions, we expect to recover the carrying amounts of our assets. However, the actual impact of COVID-19 pandemic on our results remain uncertain and dependent on spread of COVID-19 and steps taken by the Government to mitigate the economic impact and may differ from our estimates. We are closely monitoring the impact of COVID-19 on our financial condition, liquidity, operations, suppliers and workforce. Any intensification of the COVID-19 pandemic or any future outbreak of another highly infectious or contagious disease may adversely affect our business, results of operations and financial condition.

FACTORS AFFECTING OUR RESULT OF OPERATIONS

Except as otherwise stated in the Prospectus and the Risk Factors given in the Prospectus, the following important factors could cause actual results to differ materially from the expectations include, among others:

General economic and market conditions in India and globally

Our business is dependent on economic and political conditions in India and other countries. We perform all of our real estate development activities in India, all of our projects are located in India, and the predominant portions of our customers are Indian nationals. As a result, we are highly dependent on prevailing economic conditions in India and our results of operation are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, include:

- any increase in Indian interest rates or inflation;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing of our real estate developments and the purchase thereof by our customers;
- prevailing income conditions among Indian consumers and Indian corporations;
- changes in India's present tax, trade, fiscal or monetary policies;
- natural disasters, political instability, communal disturbances, riots, civil unrest, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighboring countries;
- prevailing national, regional or global economic conditions, including in India's principal export markets; and
- other significant regulatory or economic developments in or affecting India or its real estate development sector.

In addition to the factors set forth above, our business may be affected by adverse changes specific to the residential, and office space real estate markets. Demand in the residential real estate market may be adversely affected by changes such as a decrease in disposable income or a rise in residential mortgage rates or a decline in the population. Demand for our office space developments may be adversely affected by deteriorating economic conditions that could prompt current and potential tenants to place any expansion plans on hold or to search for locations with lower rental rates.

Real Estate Market

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

Our results of operations would be adversely affected by any reduction in the operations. Our profitability may also be adversely affected by our fixed costs and the possibility that we would be unable to scale back other costs within a time frame sufficient to match any decreases in revenue relating to changes in market and economic conditions. For further details, please see the section entitled "*Risk Factors*" on page no. 19 of this Prospectus.

Competition

The industries in which we operate are intensely competitive. The real estate development industry in India, including Mumbai, while fragmented, is highly competitive. We expect to face increased competition from large domestic development companies. We compete for the sale of our projects. We believe that we are able to distinguish ourselves from our competitors on the basis of our Timely Delivery the western suburbs of Mumbai specifically in and around the areas of Borivali, Kandivali, Malad and Goregaon our established brand and reputation, the quality of our design and construction, and the location of our projects.

We also compete to acquire land development rights. The availability of suitable land parcels or societies for our projects (particularly of the size we target and in desirable locations) may be limited in Mumbai. However, we believe that our established brand and reputation provide us with a competitive advantage when competing for land development rights, as we believe third-party societies recognise the premium that may be obtained on the sale of projects developed under our brand.

We presently compete in Mumbai with various regional companies, including Nirman Group, Sanghi Builders and Developers, Brijwasi Buildcon, etc. As we may expand our business activities to include real estate development in other parts of India, we may experience competition in the future from competitors with significant operations elsewhere in India.

Significant Accounting Policies

Restated Financial Summary Statements

Company Overview

Modi's Navnirman Limited (the "Company") is a public limited company incorporated under the provisions of the Companies Act, 2013, as amended. It was originally formed as a Limited Liability Partnership in the name and style of "Modi's Navnirman LLP" (the "Erstwhile LLP") which was then converted from LLP to a public limited company on March 04, 2022 vide CIN No. U45203MH2022PLC377939. The registered office of the Company is located at Shop 5 CTS 947/A, Rashmi Tara Datta Mandir, Kandivali (West), Mumbai, Maharashtra 400067. The Company is engaged in the business of real estate development of residential and commercial projects in India.

Nature of Operations & Basis of Preparation

The Special Purpose Restated Financial Information relates to the Company and has been specifically prepared for inclusion in the document to be filed by the Company with the Securities and Exchange Board of India ("SEBI") in connection with the proposed Initial Public Offer ('IPO') of equity shares of the Company (referred to as the "Issue"). The Restated Financial Information comprising of the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2022 and March 31, 2021 and the Restated Standalone Statement of Assets and Liabilities as at March 31, 2020 and the Special Purpose Restated Consolidated Statement of Profit and Loss, the Special Purpose Restated Consolidated Statement of Cash Flows and the Special Purpose Restated Consolidated Statement of Changes in Equity for the period and years ended March 31, 2022, March 31, 2021 and the Restated Standalone Statement of Profit and Loss, the Restated Standalone Statement of Changes in Equity, the Restated Standalone Cash Flow Statement for the year ended, March 31, 2020 along with the accompanying notes (hereinafter collectively referred to as "Restated Consolidated Financial Information"), have been prepared under Indian GAAP notified under Section 133 of the Companies Act, 2013.

The Special Purpose consolidated financial statements of the Erstwhile LLP for the period upto March 31, 2022 and March 31, 2021 and the Special Purpose Restated financial Statements for the March 31, 2020 has been revised by the Company to conform to the format prescribed for companies under the Companies Act, 2013 in accordance with Indian GAAP notified under Section 133 of the Companies Act, 2013.

The Restated Financial Information have been prepared to comply in all material respects with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended (the "Act") read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), as amended from time to time.

These financial statements are prepared in accordance with Indian GAAP under the historical cost convention on the accrual basis, the provisions of the Companies Act, 2013 ('the Act'), Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI").

The Restated Financial Information has been approved by the Board of Directors at their meeting held on April 18, 2022. The Company was formed by conversion of a Limited Liability Partnership under the provisions of Companies Act, 2013. For the purposes of the Restated Consolidated and Standalone Financial Information, it has been presumed that the Company was in existence as a company since April 01, 2018. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Draft Prospectus / Prospectus to be filed with Securities and Exchange Board of India, relevant stock exchanges and Registrar of Companies, Mumbai in connection with the proposed IPO. The Special Purpose Restated Financial Information has been prepared by the management of the Company on the basis of preparation stated in Annexure V to the Special Purpose Restated Financial Information. The Board of Directors responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

The Restated Financial Information has been prepared so as to contain information / disclosures and incorporating adjustments set out below in accordance with the ICDR Regulations:

- a) Adjustments for audit qualifications requiring corrective adjustments in the financial statements, if any;
- b) Adjustments for the material amounts in respective periods to which they relate, if any;
- c) Adjustments for previous periods identified and adjusted in arriving at the profits / (losses) of the periods to which they relate irrespective of the period in which the event triggering the profit or loss occurred, if any;

Principles of Consolidation

The Special Purpose Restated Financial Information comprises of Modi's Navnirman Limited ("the Company") and its subsidiary company. The Financial Statements are consolidated from the date of acquisition of the subsidiary.

The subsidiary company included in consolidation is : Shree Modi's Navnirman Private Limited - 100% subsidiary w.e.f March, 2022

The Restated Financial Statements have been prepared on the following basis:

- i. The financial statements of the Company and its subsidiary are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intra company balances in accordance with the AS 21 on "Consolidated Financial Statements".
- ii. The financial statements of the subsidiary are drawn-up up to the same reporting dates as that of the Company.
- iii. The Special Purpose Restated Financial Information are prepared to the extent possible using uniform accounting policies for the like transactions and other events in similar circumstances and are presented in the manner as the Company's separate financial statements.
- iv. The difference between the cost of investment in the subsidiary, 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 maybe.

The Special Purpose Restated Financial Information incorporates the financial statements of Modi's Navnirman Limited and its subsidiary. The subsidiary has a reporting date of March 31.

Income and expenses of a subsidiary acquired or disposed off during the period are included in the Restated Consolidated Financial Information of Profit and Loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

All transactions and balances between Group companies are eliminated on consolidation, including unrealized gains and losses on transactions between Group companies. Where unrealized losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a group perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

The acquisition method of accounting is used to account for business combination of the Group. Refer note 3 of Annexure V of the Special Purpose Restated Financial Information for the details of the subsidiary considered in the Special Purpose Restated Financial Information.

Use of estimates and judgments

The preparation of Restated Financial Information in conformity with Indian GAAP requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the restated statement of assets and liabilities date and reported amounts of revenues and expenses for the reporting period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial information in the period in which changes are made and in any future periods affected.

Information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the Restated Financial Information is included in the following notes:

- Useful lives of property, plant and equipment and intangible assets;
- Impairment of non-financial and financial assets;
- Financial instruments;
- Employee benefits;
- Provisions, contingencies; and
- Income taxes.

Current / non-current classification

An asset has been being classified as current when it satisfies any of the following criteria:—

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

All other assets have been classified as non-current.

A liability has been classified as current when it satisfies any of the following criteria : -

- It is expected to be settled in the company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is due to be settled within twelve months after the reporting date; or
- The company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Summary of Significant Accounting Policies

The Restated Financial Information have been prepared using the accounting policies and measurement basis summarized below:

Disclosure of Accounting Policies

The accounts of the company are prepared under the historical cost convention using the accrual method of accounting in accordance with the Generally Accepted Accounting Principles in India.

The preparation of financial statements, in conformity with Generally Accepted Accounting Principles, requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities and

disclosures of contingent liabilities as at the date of financial statement and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

Cash Flow Statement

Cash Flows are reported using the indirect method, whereby the profit before tax is adjusted for the effects of the transactions of non-cash nature. The cash flows from operating, investing & financing activities of the company has been separated as per the requirements of Accounting Standard (AS) – 3 “Cash Flow Statement” issued by The Institute of Chartered Accountants of India (ICAI).

Cash and Cash Equivalents

Cash and cash equivalent includes cash on hand, demand deposits with banks, other short-term highly liquid Investments.

Contingencies and Events Occurring After the Balance Sheet Date

Effects of, events occurred after Balance Sheet date and having material effect on financial statements are reflected in the accounts at appropriate places.

Net Profit or loss for the period, prior period items and changes in accounting policies

Material items of prior period, non-recurring and extra ordinary items are shown separately, If any.

Revenue Recognition

The company recognizes revenue on sale of real estate units on transfer of significant risks & rewards of ownership to buyers. The revenue is recognized based on percentage completion method when outcome of the project can be estimated reliably upon fulfillment of conditions as per Guidance Note issued by ICAI.

Other items of Income are accounted on accrual basis.

Accounting for Property, Plant and Equipment

Fixed assets are calculated as per the schedule II of the Companies Act, 2013 and carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Subsequent expenditure relating to fixed assets is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance

Accounting for effects of changes in foreign exchange rates

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transactions.

Any income or expenses on account of exchange difference either on settlement or on Balance sheet Valuation is recognized in the profit and loss account except in cases where they relate to acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.

Accounting for Government Grants

Capital subsidy receivable specific to fixed assets is treated as per accounting standard 12 and other revenue grants is recorded as revenue items.

Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investment. Current investment is carried at lower of

cost and fair value determined on an individual item basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

Employee Benefit

The Company has not made any provision in respect of Retirement Benefits of Employees & the expenditure claimed if any is on basis of actual payment made during the year.

Borrowing Cost

Borrowing costs directly attributable to the acquisition of qualifying assets are capitalized till the same is ready for its intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing cost is charged to revenue.

Segment Reporting

The company is engaged in only one business hence no information has been furnished in accordance with AS 17 on "Segment Reporting" issued by the Institute Of Chartered Accountants Of India

Related Party Disclosure

The Disclosures of Transaction with the related parties as defined in the related parties as defined in the Accounting Standard are given in notes to account.

Accounting for Leases

The Company has not entered into any lease agreements during the year.

Earnings Per Share

The Company reports Basic earnings per equity share in accordance with the Accounting Standard - 20 on Earning per Share. In determining earning per share, the Company considers the net profit after tax and includes the post tax effect of any extraordinary/exceptional items. The number of shares used in computing basic earnings per share is the weighted average number of equity shares outstanding during the period. The numbers of shares used in computing diluted earnings per share comprises the weighted average number of equity shares that would have been issued on the conversion of all potential equity shares. Dilutive potential equity shares have been deemed converted as of the beginning of the period, unless issued at a later date.

Accounting for Taxes on Income

Current Tax:

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period. Deferred tax assets are recognized only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognized if there is virtual certainty that sufficient future taxable income will be available to realize the same.

Deferred Tax:

Deferred tax is measured on based on the tax rate and tax laws enacted or substantially enacted at the balance date. Deferred tax assets are recognized only if there is reasonable/virtual certainty that they will be realized. No deferred tax provision has been created. No Deferred Tax Asset / (Liability) provision has been made in view of losses.

Discontinuing Operations

During the year the company has not discontinued any of its operations.

Impairment of Assets

The management periodically assesses, using external and internal sources, whether there is an indication that the asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. An impairment loss for an asset is reversed if and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. There is no impairment loss as on the balance sheet date.

Provisions Contingent liabilities and contingent assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present Obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are generally not provided for in the books of accounts and are separately shown in the Financial statements

RESULTS OF OUR OPERATIONS

(in Rupees Lakhs)

| Particulars | For the year ended | | | | | |
|----------------------------------------|---------------------------------|----------------------|------------------------------------|-------------------------|------------------------------------|-------------------------|
| | Year ended March 31, 2022 | % of Total Income | Year ended March 31, 2021 | % of Total Income | Year ended March 31, 2020 | % of Total Income |
| Income | | | | | | |
| Revenue from Operations | 1,124.89 | 97.73% | 1,321.75 | 99.96% | 2,194.04 | 99.94% |
| Other Income | 26.18 | 2.27% | 0.58 | 0.04% | 1.42 | 0.06% |
| Total Revenue (A) | 1,151.07 | 100% | 1,322.34 | 100% | 2,195.46 | 100% |
| | | | | | | |
| Expenses | | | | | | |
| Cost of raw materials consumed | 2,756.63 | 239.49% | 368.93 | 27.90% | 1,387.45 | 63.20% |
| Changes in inventories | -2,060.73 | -179.03% | 687.41 | 51.98% | 505.32 | 23.02% |
| Employee benefits expense | 125.22 | 10.88% | 95.42 | 7.22% | 25.00 | 1.14% |
| Finance costs | 1.42 | 0.12% | 6.21 | 0.47% | 25.83 | 1.18% |
| Depreciation and amortization expenses | 0.28 | 0.02% | 0.03 | 0.00% | - | 0.00% |
| Other expenses | 141.32 | 12.28% | 113.21 | 8.56% | 58.21 | 2.65% |
| Total Expenses (B) | 964.13 | 83.76% | 1,271.21 | 96.13% | 2,001.81 | 91.18% |
| | | | | | | |
| Profit Before Tax [C = (A-B)] | 186.93 | 16.24% | 51.13 | 3.87% | 193.65 | 8.82% |
| | | | | | | |
| Less: Tax Expense: | | | | | | |
| Current Tax | 54.26 | 4.71% | 13.30 | 1.01% | 53.87 | 2.45% |
| Deferred tax charge / (credit) | -0.03 | 0.00 | 0.01 | 0.00% | - | 0.00% |
| Total (D) | 54.23 | 4.71% | 13.31 | 1.01% | 53.87 | 2.45% |
| | | | | | | |
| Profit After Tax (C-D) | 132.70 | 11.53% | 37.83 | 2.86% | 139.78 | 6.37% |

Main Components of our Profit and Loss Account

Income

Our total income comprises of revenue from operations and other income.

Revenue from Operations

Our revenue from operations as a percentage of total income were 97.73%, 99.96% and 99.94% respectively, for the fiscals ended March 31, 2022, March 31, 2021 and March 31, 2020.

Other Income

Our other income comprises of interest income. Other income, as a percentage of total income was 2.27%, 0.04%, 0.06% for the fiscals ended March 31, 2022, March 31, 2021 and March 31, 2020.

Expenditure

Our total expenditure primarily consists of Cost of Raw material consumed, Changes in Inventory, Employee Benefit Expenses, Finance Cost, Depreciation & Amortization Expenses and Other Expenses.

Cost of Material Consumed & Purchases of stock in trade

Cost of Material consumed & Purchases is primarily purchase of raw material for construction of buildings.

Employee Benefit Expenses

Expenses in relation to employee's remuneration and benefits include salaries & wages, staff welfare expenses & Director's Remuneration.

Finance costs

Finance cost primarily consists of bank interest expenses, interest on Capital and Interest on Unsecured Loans.

Depreciation and Amortization Expenses

Depreciation and Amortization Expenses consist of depreciation on the Tangible assets of our Company which primarily includes Computer & computer peripherals & AC Compressors.

Other Expenses

Other expenses majorly consists of brokerage, communication expense, Consultancy Fees, Electricity Expense, GST Expenses, Professional Fees, Sales Promotion, Shifting charges, Tender expenses, travelling and conveyance, Utility expenses and miscellaneous expenses etc.

Provision for Tax

The provision for current taxation is computed in accordance with relevant tax regulation. Deferred tax is recognized on timing differences between the accounting and the taxable income for the year and quantified using the tax rates and laws enacted or subsequently enacted as on balance sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized in future.

Fiscal 2022 compared with fiscal 2021

In fiscal 2022, our Revenue from Operations decreased by ₹ 196.86 lakhs or (14.89) %, from ₹ 1,321.75 lakhs in fiscal 2021 to ₹ 1,124.89 lakhs in fiscal 2022. We had two projects under construction under our erstwhile entity Modi's Navnirman LLP at the end of fiscal 2020 (both substantially completed) and according to percentage completion method major revenue was already booked in the fiscal 2020 & 2021 leading to decrease in revenue in the fiscal 2022.

Other income increased by ₹ 25.59 lakhs or 4388.18 %, from ₹ 0.58 lakhs in fiscal 2021 to ₹ 26.18 lakhs in fiscal 2022. The major factor for such increase was writing back of expenses.

Cost of Material Consumed/ Purchase of Stock in Trade

Cost of material consumed increased by ₹ 2,387.70 lakhs or (647.19) %, from ₹368.93 lakhs in fiscal 2021 to ₹ 2756.63 lakhs in fiscal 2022 due to increase in consumption of raw materials.

Employee Benefit Expenses

Our Employee benefit cost increased by ₹29.79 lakhs or 31.22%, from ₹ 95.42 lakhs in fiscal 2021 to ₹ 125.22 lakhs in fiscal 2022. This increase was mainly due to increase in Salaries & Wages & Director's Remuneration.

Financial Cost

Finance cost decreased by ₹ 4.79 lakhs or (77.12) %, from ₹ 6.21 lakhs in fiscal 2021 to ₹ 1.42 lakhs in fiscal 2022. The decrease was mainly due to decrease in Interest on Capital.

Depreciation Expenses

Depreciation expenses increased by ₹ 0.24 lakhs or 709.15 %, from ₹ 0.03 lakhs in fiscal 2021 to ₹ 0.28 lakhs in fiscal 2022. This increase is on account of depreciation on new asset acquired.

Other Expenses

Other expenses increased by ₹ 28.11 lakhs or 24.83%, from ₹ 113.21 lakhs in fiscal 2021 to ₹ 141.32 lakhs in Fiscal 2022. The increase was majorly due to increase in expenses on account of Legal fees, filing fees, professional fees, tender fees, travelling expenses, brokerage payments and promotional expenses.

Profit/ (Loss) before Tax

PBT increased by 135.80 lakhs or 265.59 % from ₹ 51.13 lakhs in fiscal 2021 to ₹ 186.93 lakhs in fiscal 2022.

Tax Expense

Total tax expenses increased by 40.92 lakhs from ₹ 13.31 lakhs in Fiscal 2021 to ₹ 54.23 lakhs in Fiscal 2022.

Profit/ (Loss) after Tax

After accounting for taxes at applicable rates, our Profit after Tax reduced by ₹94.88 lakhs or 250.83 %, from ₹37.83 lakhs in fiscal 2021 to ₹ 132.70 lakhs in fiscal 2022.

Fiscal 2021 compared with fiscal 2020

In fiscal 2021, our Revenue from Operations decreased by ₹ 872.29 lakhs or (39.76) %, from ₹ 2,194.04 lakhs in fiscal 2020 to ₹ 1,321.75 lakhs in fiscal 2021. We had two projects under construction under our erstwhile entity Modi's Navnirman LLP at the end of fiscal 2020 (both substantially completed) and according to percentage completion method major revenue was already booked in the fiscal 2020. Further there were two other projects which were at very nascent stage of completion and work could not be completed on it due to movement restrictions due to COVID-19 lockdown for which no revenue was booked in the fiscal 2021, leading to decrease in revenue in the fiscal 2021.

Other income decreased by ₹ 0.84 lakhs or (58.99) %, from ₹ 1.42 lakhs in fiscal 2020 to ₹ 0.58 lakhs in fiscal 2021. The major factor for such decrease was decrease in fixed deposits.

Cost of Material Consumed/ Purchase of Stock in Trade

Cost of material consumed decreased by ₹ -1,018.52 lakhs or (73.41) %, from ₹1,387.45 lakhs in fiscal 2020 to ₹ 368.93 lakhs in fiscal 2021 due to decrease in consumption of raw materials. This was due to movement restrictions during the Covid-19 pandemic lockdown.

Employee Benefit Expenses

Our Employee benefit cost increased by ₹70.42 lakhs or (281.69) %, from ₹ 25.00 lakhs in fiscal 2020 to ₹ 95.42 lakhs in fiscal 2021. This increase was mainly due to increase in Director's Remuneration.

Finance Cost

Finance cost decreased by ₹ 19.63 lakhs or (75.98) %, from ₹ 25.83 lakhs in fiscal 2020 to ₹ 6.21 lakhs in fiscal 2021. The decrease was mainly due to decrease in loan outstanding which led to reduction in interest payments.

Depreciation Expenses

Depreciation expenses increased by ₹ 0.03 lakhs or (100) %, from ₹ 0.00 lakhs in fiscal 2020 to ₹ 0.03 lakhs in fiscal 2021. This increase is on account of depreciation on new asset acquired.

Other Expenses

Other expenses increased by ₹ 55.00 lakhs or (94.49)%, from ₹ 58.21 lakhs in fiscal 2020 to ₹ 113.21 lakhs in Fiscal 2021. The increase was majorly due to increase in expenses on account of professional fees, brokerage payments, and GST expenses.

Profit/ (Loss) before Tax

The increase in expenses has led to decrease in our Profit/ (Loss) before tax by ₹ 142.52 lakhs or 73.60 % from ₹ 193.65 lakhs in fiscal 2020 to ₹ 51.13 lakhs in fiscal 2021.

Tax Expense

Total tax expenses decreased from ₹ 53.87 lakhs in Fiscal 2020 to ₹ 13.30 lakhs in Fiscal 2021.

Profit/ (Loss) after Tax

After accounting for taxes at applicable rates, our Profit after Tax reduced by ₹101.95 lakhs or 72.94 %, from ₹139.78 lakhs in fiscal 2020 to ₹ 37.83 lakhs in fiscal 2021.

Cash Flows

(Rs in lakhs)

| Particulars | Year ended March 31, 2022 | Year ended March 31, 2021 | Year ended March 31, 2020 |
|---------------------------------------|---------------------------|---------------------------|---------------------------|
| Net Cash from Operating Activities | (1,700.88) | (17.21) | 828.54 |
| Net Cash from Investing Activities | (9.33) | 0.24 | 1.42 |
| Net Cash used in Financing Activities | 1,784.84 | 54.97 | (849.26) |

Cash Flows from Operating Activities

Net cash from operating activities for the fiscal year ended FY 2022 was negative ₹ 1,700.88 lakhs as compared to the PBT of ₹ 186.93 lakhs for the same period. The ongoing projects which were at initial stages of completion and major funds were blocked in inventory.

Net cash from operating activities in fiscal 2021 was negative ₹ 17.21 lakhs as compared to the PBT of ₹ 51.13 lakhs for the same period. This difference is primarily on account repayments of other current liabilities.

Net cash from operating activities in fiscal 2020 was ₹ 828.54 lakhs as compared to the PBT of ₹ 193.66 lakhs for the same period. The on-going projects were substantially completed in this year and substantial revenue was recognized in fiscal 2020.

Cash Flows from Investment Activities

In fiscal 2022, the net cash invested in Investing Activities was negative ₹ 9.33 lakhs. This was majorly on account of purchase of Assets.

In fiscal 2021, the net cash flow from Investing Activity was ₹ 0.24 lakhs. This was majorly on account of interest received from Fixed deposits.

In fiscal 2020, the net cash flow from Investing Activities was ₹ 1.42 lakhs. This was majorly on account of interest from investments.

Cash Flows from Financing Activities

Net cash from financing activities in fiscal 2022 was ₹ 1,784.84 lakhs. This was majorly on account of loan taken by the company for funding working capital requirements.

Net cash from financing activities in fiscal 2021 was ₹ 54.97 lakhs. This was majorly on account proceeds form issue of share capital.

Net cash utilized in financing activities in fiscal 2020 which was negative ₹ 849.26 lakhs. This was majorly on account of utilization of cash for repayment of loans.

OTHER MATTERS

a) Unusual or infrequent events or transactions

Except as described in this Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

b) Significant economic changes that materially affected or are likely to affect income from continuing Operations

Other than as described in the Section titled “*Financial Information*” and chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*”, beginning on pages no. 121 and 149 respectively of this Prospectus respectively, to our knowledge there are no significant economic changes that materially affected or are likely to affect income from continuing Operations.

c) Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations

Other than as described in the chapter titled “*Risk Factors*” and “*Management’s Discussion and Analysis of Financial Conditions and Result of Operations*”, beginning on page no 19 and 149 respectively of this Prospectus respectively, best to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

d) Future relationship between Costs and Income

Other than as described in the chapter titled “*Risk Factors*” beginning on page no 19 of this Prospectus, best to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

e) The extent to which material increases in revenue or income from operations are due to increased volume, introduction of new products or services or increased prices

Increases in revenues are by and large linked to increases in volume of business activity carried out by the Company and introduction of new projects in the market.

f) New Projects and Business Segment

Except as disclosed in this Prospectus, we have not publicly announced any new projects or business segments. For details of new products, please refer to “Our Business” on page 79 of this Prospectus.

g) The extent to which the business is seasonal.

Our business is not seasonal in nature.

h) Any significant dependence on a single or few suppliers or customers

The business of the group is not dependent on any single customer or supplier and thereby we have assessed no significant dependence on any stake holder. For further details, please refer chapter “*Risk Factors*” beginning on page no. 19 of this Prospectus.

i) Competition Conditions

We operate in a competitive atmosphere. Our competition varies by market, geographic areas and type of projects. Our Company faces stiff competition from domestic as well as global market. Some of our competitors may have greater resources than those available to us. See sections, “*Our Business*”, “*Industry Overview*”, “*Risk Factors*” on page nos. 79, 72 and 19 respectively of this Prospectus

j) Significant Developments after March 31, 2022 that may affect our future results of operations

Except as mentioned in “*Risk Factors*” & “*Management’s Discussion and Analysis of Financial Conditions and Result of Operations*” on page nos. 19 and 149 , there have been no events or circumstances since the date of the last financial statements as disclosed in the Prospectus which materially or adversely affect or is likely to affect the profitability of our Company, or the value of our assets, or our ability to pay liabilities within next twelve months.

FINANCIAL INDEBTEDNESS

Our Company and our subsidiary are engaged in the business of construction and development and accordingly, have availed unsecured loans in their respective ordinary course of business, as and when required. We do not have any Secured Loans.

As on March 31, 2022, the aggregate outstanding borrowings of our Company, on a consolidated basis, as certified by our Statutory Auditors vide certificate dated June 13, 2022, are as follows

(₹ in lakhs)

| Nature of Borrowing | Amount |
|----------------------|-----------------|
| Unsecured Borrowings | 1,887.44 |
| Total | 1,887.44 |

A. Details of Unsecured Borrowings

The Company and its subsidiary has availed unsecured loans as March 31, 2022 details of which are set out below:

(₹ in lakhs)

| Name of Lenders | Amount outstanding as on June 30, 2021 |
|---------------------------------------------|----------------------------------------|
| Loan from Related Parties ⁽¹⁾⁽³⁾ | 1,572.44 |
| Unsecured loan from Others ⁽²⁾ | 315.00 |
| Total | 1,887.44 |

⁽¹⁾ As on March 31, 2022, none of the outstanding unsecured loans from related parties is interest bearing. Further the amount also includes the outstanding balance in the current account of the partners of the Erstwhile LLP.

⁽²⁾ Some of the loans from others include Inter Corporate Deposits(ICD's) which are currently Non-Interest bearing. The interest bearing ICD's carry interest rate of 10-12% p.a wherever applicable

⁽³⁾ All Unsecured Loans are repayable on demand

SECTION VII – LEGAL AND OTHER REGULATORY INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no:

A. (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; or (iv) Material Litigation (as defined below); involving our Company, Directors or Promoters. Our Board, in its meeting held on April 22, 2022 determined that all litigations pertaining to the company, its directors/promoters/group companies which are in the nature of criminal, statutory/regulatory and taxation related are deemed material by the Board. Further, the Board considers all other litigation pertaining to the company, its directors/promoters/group companies/subsidiaries which are above a claim amount equal to or exceeding 5 % of the revenue of our Company as per the audited previous full year financial statements as material litigation (“Material Litigation”).

B. Disciplinary actions including penalty imposed by SEBI or stock exchanges against the Promoters in the last 5 (five) Financial years including outstanding action.

C. (i) outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on April 22, 2022, determined that all outstanding dues owed by the Company to small scale undertaking and other creditors exceeding 5% of the revenue of our Company as per the audited previous full year financial statements are considered as material by our Board and the same will be disclosed in the Annual report of the Company. 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 www.adeshwarmeditex.com.

Our Company, Directors and Promoters are not Wilful Defaulters.

LITIGATION INVOLVING OUR COMPANY

A. LITIGATION AGAINST OUR COMPANY

1. Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

B. LITIGATION FILED BY OUR COMPANY

1. Litigation Involving Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

LITIGATION INVOLVING OUR DIRECTORS

a) LITIGATION AGAINST OUR DIRECTORS

1. Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

| Sr. No. | Type of Indirect Tax | No. of Cases | Amount in dispute/demanded to the extent ascertainable (in Lakhs.) |
|---------|---------------------------|--------------|--------------------------------------------------------------------|
| 1 | Income Tax for FY 2017-18 | 1 | 4.90 |

(ii) Indirect Taxes Liabilities

| Sr. No. | Type of Indirect Tax | No. of Cases | Amount in dispute/demanded to the extent ascertainable (in Lakhs.) |
|---------|----------------------|--------------|--------------------------------------------------------------------|
| 1 | Services Tax | 1 | 42.44 |

4. Other Pending Litigations

NIL

b) LITIGATION FILED BY OUR DIRECTORS

1. Litigation Involving Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

LITIGATION INVOLVING OUR PROMOTERS

A. LITIGATION AGAINST OUR PROMOTERS

1. Litigation Involving Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

For details regarding the litigation filed against our Promoters, please refer to the section titled 'Litigations involving our Directors' of this chapter beginning on page no. 267 of this Prospectus.

(ii) Indirect Tax Liabilities

For details regarding the litigation filed against our Promoters, please refer to the section titled 'Litigations involving our Directors' of this chapter beginning on page no. 267 of this Prospectus.

4. Other Pending Litigations

NIL

B. LITIGATION FILED BY OUR PROMOTERS

1. Litigation Involving Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

LITIGATION INVOLVING GROUP COMPANY

A. LITIGATION AGAINST OUR GROUP COMPANY

1. Litigation involving Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

B. LITIGATION FILED BY OUR GROUP COMPANY

1. Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

Amounts owed to small scale undertakings and other creditors

As of March 31, 2022, our Company owes the following amounts to small scale undertakings, other creditors and material creditors:

| Particulars | Number of Creditors | Amount involved (Rs. in lakhs) |
|------------------------------------|----------------------------|---------------------------------------|
| Micro, Small and Medium Enterprise | 49 | 266.20 |
| Material Creditors | Nil | Nil |
| Other Creditor | Nil | Nil |
| Total Creditors | 49 | 266.20 |

Details in relation to the amount owed by our Company to material creditors, small scale undertakings and other creditors as on March 31, 2022 are also available on www.modisnirman.com.

It is clarified that information provided on the website of our Company is not a part of this Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, would be doing so at its own risk.

Disciplinary action including penalty imposed by SEBI or stock exchanges against the promoters in the last five financial years

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against the Promoters during the last 5 financial years including outstanding actions.

Material developments occurring after last balance sheet date

Except as disclosed elsewhere in this Prospectus, there have been no material developments that have occurred after the Last Balance Sheet Date.

GOVERNMENT AND OTHER KEY APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. In view of the approvals listed below, we can undertake the Issue and our current/ proposed business activities and no further major approvals from any governmental/regulatory authority or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of the 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 the Company and the objects incidental, enable our Company to carry out its activities.

A. Approvals Obtained by the Company

I. Approvals for the Issue

1. The Board of Directors have, pursuant to Sections 28 and 62(1)(c) and other applicable provisions of the Companies Act 2013, by a resolution passed at its meeting held on April 04, 2022 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.

The shareholders of our Company have, pursuant to Sections 28 and 62(1)(c) and other applicable provisions of the Companies Act, 2013, by a special resolution passed in the extra-ordinary general meeting held on April 06, 2022.

2. In-principle approval dated June 07, 2022 from the BSE for listing of the Equity Shares issued by our Company pursuant to the Issue.
3. Our Company's International Securities Identification Number ("ISIN") is INE0L0L01012.

II. Approvals pertaining to Incorporation, name and constitution of our Company

1. Certificate of Incorporation dated December 01, 2015 issued by the Assistant Registrar of Companies, Mumbai ("RoC") in the name of "Modi's Navnirman Limited Liability Partnership".
2. A fresh Certificate of Incorporation consequent upon change of name from "Modi's Navnirman Limited Liability Partnership" to "Modi's Navnirman Limited" was issued on March 04, 2022 by the Registrar of Companies, Mumbai.
3. The Corporate Identity Number (CIN) of the Company is U45203MH2022PLC377939.

III. Tax Related Approvals

| Sr. No. | Description | Registration/ Approval/ Certificate Number | Issuing Authority | Date of Issue | Date of Expiry |
|---------|--------------------------------------------------------------------------------|--------------------------------------------|--------------------------------------------|----------------|-----------------------|
| 1. | Permanent Account Number (PAN) | AAPCM5259D | Income Tax Department, Government of India | March 04, 2022 | Valid until Cancelled |
| 2. | Tax Deduction Account Number (TAN) | MUMM61713B | Income Tax Department, Government of India | March 04, 2022 | Valid until cancelled |
| 3. | Certificate of Registration under the Central Goods and Services Tax Act, 2017 | 27AAPCM5259D 1Z6 | Government of India | April 18, 2022 | Valid until cancelled |

| | | | | | |
|----|---------------------------------------------------------------------------------------------------------------------------------------|--------------|----------------------------------|----------------|-----------------------|
| 4. | Certificate of registration under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 ⁽¹⁾ | 27851962227P | Maharashtra Sales Tax Department | March 04, 2022 | Valid until cancelled |
| 5. | Certificate of Enrolment under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 | 99334264493P | Maharashtra Sales Tax Department | March 05, 2022 | Valid until cancelled |


⁽¹⁾ The Company is in process of making applications for change of name in all their existing approvals from Modi's Navnirman LLP to Modi's Navnirman Limited.

IV. Business related Approvals

A. The Company has obtained the following Occupancy Certificates for its completed projects

| Sr. No. | Description | Certificate Number | Issuing Authority | Date of Issue |
|---------|-----------------------------------------|-----------------------|-------------------------------------------------------------|----------------|
| 1. | Occupancy Certificate for Rashmi Sheela | CHE/WSII/1248/R/S/337 | Executive Engineer, Municipal Corporation of Greater Mumbai | March 20, 2020 |
| 2. | Occupancy Certificate for Rashmi Sadhna | CHE/WSII/1237/R/S/337 | Executive Engineer, Municipal Corporation of Greater Mumbai | July 28, 2019 |

V. Intellectual Property related Approvals:

| Sr. No. | Particulars of the mark | Applicant ⁽¹⁾ | Trademark/ Application Number | Issuing Authority | Class | Status | Trademark Type |
|---------|-------------------------------------------------------------------------------------|--------------------------|-------------------------------|--------------------------|-------|---------|----------------|
| 1. | MODI'S NAVNIRMAN | Modi's Navnirman LLP | 5355001 | Registrar of Trade Marks | 37 | Applied | Word |
| 2 |  | Modi's Navnirman LLP | 5419031 | Registrar of Trade Marks | 37 | Applied | device |

⁽¹⁾ The Company is in process of making applications for change of name in all their existing approvals from Modi's Navnirman LLP to Modi's Navnirman Limited.

VI. Pending Approvals

A. Applied but not yet approved

1. The Company has applied vide application number 22Z5U58BD for Certificate of Registration issued under Section 7 (2) of the Contract Labour (Regulation & Abolition) Act, 1970.

B. Not Yet Applied

1. The Company has not yet applied for the Certificate of Registration from the Municipal Corporation of Greater Mumbai under the Maharashtra Shops and Establishments (Regulations of Employment and Conditions of Service) Act, 2017 in respect of the Company's Registered Office situated at Shop No.5 Rashmi Tara, Dahanukar Wadi, Kandivali West, Mumbai 40006.
2. The Company has not yet applied for the Certificate of Registration from the Municipal Corporation of Greater Mumbai under the Maharashtra Shops and Establishments (Regulations of Employment and Conditions of Service) Act, 2017 in respect of the Company's Corporate Office situated at Shop No. 1, Rashmi Heights, M G Road, opp. Kamla Nagar, Kandivali west, Mumbai 40006
3. The Company has not yet applied for the Certificate of Registration under Section 7(3) of the Building and other Construction Work (Regulation of Employment and Condition of Service) Act, 1996.

B. Approvals Obtained by the Subsidiary- Shree Modi's Navnirman Private Limited ("SMNPL")

I. Approvals pertaining to Incorporation, name and constitution of our Company

1. Certificate of Incorporation dated September 30, 2020 issued by the Registrar of Companies, Mumbai ("RoC") in the name of "Shree Modi's Navnirman Private Limited".
2. The Corporate Identity Number (CIN) of the Company is U45209MH2020PTC346624.

II. Tax related Approvals

| Sr. No. | Description | Registration/ Approval/ Certificate Number | Issuing Authority | Date of Issue | Date of Expiry |
|---------|--------------------------------------------------------------------------------|--------------------------------------------|--------------------------------------------|--------------------|-----------------------|
| 1. | Permanent Account Number (PAN) | ABECS5489F | Income Tax Department, Government of India | September 30, 2020 | Valid until cancelled |
| 2. | Certificate of Registration under the Central Goods and Services Tax Act, 2017 | 27ABECS5489F1ZX | Government of India | February 09, 2021 | Valid until cancelled |

3. The subsidiary company has obtained the Certificate of Registration and Enrolment bearing No. 27731800691P and 99343945600P under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975.
4. The subsidiary company has also obtained TAN bearing No. MUMS14776N.

III. BUSINESS RELATED APPROVALS

- A. SMNPL has obtained the following approvals for its On-going projects:

| Sr. No. | Property Description | Licenses and Approvals Obtained | Date of Expiry |
|---------|----------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|
| 1. | <u>RASHMI ENCLAVE</u> Plot No.: 1 310 A, 1310B at Borivali, Mumbai Suburban, 400067 | a) Sanction of Building Permit and Commencement Certificate dated June 18, 2021 bearing no. P-6397/2021 issued by the Western Suburb Assistant Engineer, Municipal Corporation of Greater Mumbai b) Registration Certificate of Project dated July 08, 2021 bearing No. P51800029840 issued by the Authorized Officer, Maharashtra Real Estate Regulatory Authority. c) Development Agreement dated February 10, 2021 with Dattanigram One Co-operative Housing Society Limited. | June 17, 2023 August 11, 2023 |
| 2. | <u>RASHMI TERRACE</u> Sub Plot No. 3637, Final Plot No. 624, New Final Plot No.620 of TPS III At Borivali, Mumbai Suburban, 400092. | a) Sanction of Building Permit and Commencement Certificate dated December 10, 2021 bearing no. P-7874/2021 issued by the Western Suburb Assistant Engineer, Municipal Corporation of Greater Mumbai b) Registration Certificate of Project dated January 04, 2022 bearing No. P51800032401 issued by the Authorized Officer, Maharashtra Real Estate Regulatory Authority c) Development Agreement dated August 14, 2021 with Shilpa Terrace Co-operative Housing Society Limited. | December 09, 2022 May 28, 2023 |
| 3. | <u>RASHMI JEWEL</u> Plot No.: 2 67A AND 267B at Borivali, Mumbai Suburban, 400067; | a) Sanction of Building Permit and Commencement Certificate dated July 06, 2021 bearing no. P-6574/2021 issued by the Western Suburb Assistant Engineer, Municipal Corporation of Greater Mumbai | July 05, 2022 |

| Sr. No. | Property Description | Licenses and Approvals Obtained | Date of Expiry |
|---------|-------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|
| | | b) Registration Certificate of Project dated January 04, 2022 bearing No. P51800029941 issued by the Authorized Officer, Maharashtra Real Estate Regulatory Authority | August 11, 2023 |
| | | c) Development Agreement dated May 05, 2021 with Jay Laxmi Co-operative Housing Society Limited. | |
| 4 | <u>RASHMI KAVITA</u> Plot No.: C TS NO 930 Village Kandivali at Borivali, Mumbai Suburban, 400067. | a) Sanction of Building Permit and Commencement Certificate dated March 16, 2022 bearing no. P-8670/2021 issued by the Western Suburb Assistant Engineer, Municipal Corporation of Greater Mumbai | March 15, 2023 |
| | | b) Registration Certificate of Project dated April 11, 2022 bearing No. P51800034598 issued by the Authorized Officer, Maharashtra Real Estate Regulatory Authority | August 11, 2023 |
| | | c) Development Agreement dated January 17, 2022 with Golden Rose Co-operative Housing Society Limited | |

II. Pending Approvals:

A. Applied but not yet approved

1. SMNPL has applied vide application number 2263JCE89 for Certificate of Registration issued under Section 7 (2) of the Contract Labour (Regulation & Abolition) Act, 1970.

B. Not Yet Applied

1. SMNPL has not yet applied for the Certificate of Registration from the Municipal Corporation of Greater Mumbai under the Maharashtra Shops and Establishments (Regulations of Employment and Conditions of Service) Act, 2017 in respect of the its registered address at Shop No.5 Rashmi Tara, Dahanukar Wadi, Kandivali West, Mumbai.
2. SMNPL has not yet applied for the Certificate of Registration under Section 7(3) of the Building and other Construction Work (Regulation of Employment and Condition of Service) Act, 1996.

SECTION IX – OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

Our Board of Directors have vide resolution dated April 04, 2022 authorized the Issue, subject to the approval by the shareholders of our Company under Section 62 (1) (c) of the Companies Act, 2013.

The shareholders have authorized the Issue, by passing a Special Resolution at the Extra-Ordinary General Meeting held with shorter notice on April 06, 2022, in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

The Company has obtained approval from BSE vide letter dated June 07, 2022 to use the name of BSE in this Offer Document for listing of equity shares on the SME Platform of the BSE Limited. BSE Limited is the designated stock exchange.

Prohibition by SEBI or Governmental Authorities

We confirm that there is no prohibition on our Company, its Directors, Promoters, Group Company and entities forming part of our Promoter Group, person in control of our Company from accessing the capital market or operating in the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority / court as on the date of this Prospectus.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

Prohibition by RBI

Neither our Company nor any of our Promoters or Directors has been declared as wilful defaulter(s) by the RBI or any other governmental authority.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (“SBO Rules”), to the extent applicable, as on the date of this Prospectus.

Association with Securities Market

We confirm that none of our Directors are associated with the Securities Market in any manner and no action has been initiated against these entities by SEBI at any time except as stated under the chapters titled “Risk factors”, “Our Promoters, Promoters Group”, “Our Subsidiary” and “Outstanding Litigations and Material Developments” beginning on page nos. 19, 114 and 267 respectively, of this Prospectus.

Eligibility for the Issue

Our Company has complied with the conditions of Regulation 230 of the SEBI (ICDR) Regulations 2018 for this Issue.

This Issue is being made in terms of Regulation 229(1) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer, whose post issue face value capital is less than or equal to ten crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the SME Platform of BSE Limited).

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 BSE Limited.

- a. The Company was formed on March 04, 2022 upon conversion of a Limited Liability Partnership under the provisions of Companies Act, 2013 and Dineshkumar Modi, Mahek Modi and Rashmi Modi was the erstwhile partner in the LLP and upon conversion Dineshkumar Modi, Mahek Modi and Rashmi Modi are designated as the Promoters of the Company.

- b. As on the date of this Prospectus, our Company has a total paid up capital of ₹ 297.00 lakhs comprising 29,70,000 Equity Shares and the Post Issue Capital will be of ₹ 423.00 lakhs which is below ₹ 25 crores.
- c. Our Company has Net Tangible Assets of ₹ 381.25 lakhs which is more than ₹ 150 Lakhs.
- d. Our Company has positive cash accruals (Earnings before depreciation and tax) from operations for at least 2 (two) financial years preceding the date of filing of this Prospectus and the net worth of our Company is positive as per the latest audited financial statements. As per Restated Financial Statements, the cash accruals accounted for March 31, 2022, 2021 and 2020 was ₹ 187.21 lakhs, ₹ 51.17 lakhs and ₹ 193.66 respectively.
- e. The Limited Liability Partnership firm which got converted has a track record of three years as on date of filing of this Prospectus.
- f. Our Company has not been referred to Board for Industrial and Financial Reconstruction (BIFR).
- g. 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.
- h. There has been no change in the Promoter(s) of the Company in the preceding one year from date of filing application to BSE for listing on SME Platform of BSE.
- i. Our company has facilitated trading in demat securities and has entered into an agreement with both the depositories.
- j. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the applicant Company.
- k. Our Company has a website: www.modisnirman.com

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:

- (a) Neither our Company nor our Promoters, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.
- (b) None of our Promoters or Directors are promoters or directors of any other companies which are debarred from accessing the capital markets by the SEBI.
- (c) Neither our Company nor our Promoters or Directors is a wilful defaulter or a fraudulent borrowers.
- (d) 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.

Further, in accordance with Regulation 268 (1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within four (4) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of fourth (4) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act 2013. 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.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF PROSPECTUS 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 ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER ARYAMAN FINANCIAL SERVICES LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE PROSPECTUS, THE LEAD MERCHANT BANKER ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, ARYAMAN FINANCIAL SERVICES LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JUNE 18, 2022 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 THE PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY 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 LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE PROSPECTUS.

Note:

All legal requirements pertaining to the Issue will be complied with at the time of registration of this Prospectus with the RoC in terms of section 26 and 30 of the Companies Act, 2013.

Disclaimer from our Company, Directors and the Lead Manager

Our Company, the Directors and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

Disclaimer in respect of Jurisdiction

This Issue is being made in India to persons resident in India including Indian nationals resident in India (who are not 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 Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to non-residents including NRIs and FIIs. This 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 Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this issue will be subject to the jurisdiction of appropriate court(s) in Mumbai 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 Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the 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 of the BSE

“BSE Limited (“BSE”) has vide its letter dated June 07, 2022 given permission to “Modi’s Navnirman Limited” to use its name in the Offer Document as the Stock Exchange on whose Small and Medium Enterprises Platform (“SME platform”) the Company’s securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. BSE does not in any manner:

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this Company’s securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.
- iv. warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.
- v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.
- vi. The Company has chosen the SME platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE/other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and Courts exclusively situated in Mumbai”.

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. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to “qualified institutional buyers”, as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

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

Listing

Application have been made to SME Platform of BSE Limited for obtaining permission for listing of the Equity Shares being offered and sold in the issue on its SME Platform of BSE Limited after the allotment in the Issue. BSE is 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 of BSE Limited is not granted by BSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in

pursuance of the prospectus. The allotment letters shall be issued or application money shall be refunded / unblocked within fifteen days from the closure of the Issue or such lesser time as may be specified by Securities and Exchange Board or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of fifteen per cent per annum for the delayed period as prescribed under Companies Act, 2013, the SEBI (ICDR) Regulations and other applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE Limited mentioned above are taken within 6 Working Days of the Issue Closing Date.

The Company has obtained approval from BSE vide letter dated June 07, 2022 to use the name of BSE in this Offer document for listing of equity shares on SME Platform of BSE Limited.

Price Information of past issues handled by the Lead Manager

| <i>S. No</i> | <i>Issue Name</i> | <i>Issue size (₹ Cr.)</i> | <i>Issue Price (₹)</i> | <i>Listing date</i> | <i>Opening price on listing date</i> | <i>+/- % change in Price on closing price, [+/- % change in closing benchmark]- 30th calendar days from listing</i> | | <i>+/- % change in Price on closing price, [+/- % change in closing benchmark]- 90th calendar days from listing</i> | | <i>+/- % change in Price on closing price, [+/- % change in closing benchmark]- 180th calendar days from listing</i> | |
|--------------|-----------------------------------------|---------------------------|------------------------|---------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------|--------------------------------------------------------------------------------------------------------------------------------|---------|---------------------------------------------------------------------------------------------------------------------------------|----------|
| 1 | SP Refractories Limited | 4.92 | 90 | 22-03-22 | 90.2 | (11.11)% | 0.45% | NA | NA | NA | NA |
| 2 | Fabino Life Sciences Limited | 3.24 | 36.00 | 13-01-22 | 38.45 | (1.53)% | (5.03)% | (27.78)% | (4.73)% | NA | NA |
| 3 | Suyog Gurbaxani Funicular Ropeways Ltd. | 29.50 | 45.00 | 16-11-21 | 45.45 | 12.44% | (4.01)% | 1.11% | (6.49)% | 1.11% | (12.48)% |
| 4 | CWD Limited | 18.01 | 180.00 | 13-10-21 | 180.90 | 30.39% | (0.08)% | 100.83% | (0.20)% | 329.14% | (2.92)% |
| 5 | Gretex Corporate Services Limited | 5.13 | 170.00 | 09-08-21 | 172.00 | 9.38% | 7.07% | 19.29% | 10.41% | 17.65% | 7.80% |
| 6 | Times Green Energy (India) Limited | 4.05 | 61.00 | 30-06-21 | 61.40 | 0.08% | 0.20% | 3.28% | 13.69% | 0.08% | 9.41% |
| 7 | Adeshwar Meditex Limited | 9.75 | 25.00 | 28-06-21 | 25.25 | 0.20% | (0.55)% | 14.00% | 13.87% | 44.20% | 8.32% |
| 8 | Pavna Industries Ltd. | 29.70 | 165.00 | 09-03-21 | 165.60 | 0.06% | (1.49)% | 1.21% | 4.33% | 9.09% | 14.74% |
| 9 | Net Pix Shorts Digital Media Ltd. | 2.70 | 30.00 | 02-12-20 | 30.15 | 0.83% | 7.29% | 0.17% | 12.73% | 14.50% | 8.80% |
| 10 | Atal Realtech Ltd. | 10.83 | 72.00 | 15-10-20 | 70.20 | (31.94)% | 9.42% | (52.78)% | 24.70% | (51.94)% | 24.18% |

Summary Statement of Disclosure

| Financial Year | Total no. of IPOs | Total Funds Raised (Rs. In Cr.) | No. of IPOs trading at discount - 30th calendar day from listing day | | | Nos. of IPOs trading at premium - 30th calendar day from listing day | | | No. of IPOs trading at discount - 180th calendar day from listing day | | | Nos. of IPOs trading at premium - 180th calendar day from listing day | | |
|----------------|-------------------|---------------------------------|----------------------------------------------------------------------|-----------------|-----------------|----------------------------------------------------------------------|-----------------|-----------------|-----------------------------------------------------------------------|-----------------|-----------------|-----------------------------------------------------------------------|-----------------|-----------------|
| | | | Over 50% | Bet ween 25-50% | Le ss than 25 % | Over 50% | Bet ween 25-50% | Le ss than 25 % | Over 50% | Bet ween 25-50% | Le ss than 25 % | Over 50% | Bet ween 25-50% | Le ss than 25 % |
| 2021-22 | 7 | 74.60 | 0 | 0 | 2 | 0 | 1 | 4 | 0 | 0 | 0 | 1 | 1 | 3 |
| 2020-21 | 4 | 46.47 | 0 | 1 | 0 | 0 | 0 | 3 | 1 | 0 | 0 | 1 | 0 | 2 |
| 2019-20 | 7 ⁽¹⁾ | 103.47 | 0 | 0 | 1 | 0 | 0 | 4 | 0 | 1 | 2 | 0 | 0 | 4 |

⁽¹⁾As on the 30th Calendar day from the listing day, the price of Galactico Corporate Services Ltd. and on 30th and 90th Calendar day from the listing day, the price of Valencia Nutrition Ltd., is exactly equal to its Issue Price and hence it is neither trading at Premium or Discount.

Notes:

(1) Since the listing date of SP Refractories Limited was on March 22, 2022, information related to closing price and benchmark index as on the 90th and 180th Calendar day from the listing date is not available.

(2) Since the listing date of Fabino Life Sciences Limited was on January 13, 2022, information related to closing price and benchmark index as on the 180th Calendar day from the listing date is not available.

(3) The respective Designated Stock Exchange for each Issue has been considered as the Benchmark index for each of the above Issues.

(4) 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.

(5) Source: www.bseindia.com and www.nseindia.com BSE Sensex and Nifty Fifty as the Benchmark Indices

Track record of past issues handled by the Lead Manager

For details regarding the track record of the Lead Manager to the Offer as specified in Circular reference CIR/MIRSD/1/ 2012 dated January 10, 2012 issued by the SEBI, please see the website of Aryaman Financial Services Limited – www.afsl.co.in

Consents

Consents in writing of: (a) The Directors, the Chief Financial Officer, Company Secretary & Compliance Officer and the Statutory Auditor; and (b) the Lead Manager, Registrar to the Offer, the Legal Advisor to the Offer, Banker to the Company, Banker to the Offer, Market Maker and Underwriters to act in their respective capacities, have been obtained and shall be filed along with a copy of this Prospectus with the RoC, as required under Section 26 and 28 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of this Prospectus for registration with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, M/s. D G M S & Co., Chartered Accountants, have provided their written consent to the inclusion of their reports dated June 13, 2022 on Restated

Financial Statements and to the inclusion of their reports dated June 13, 2022 on Statement of Tax Benefits, which may be available to the Company and its shareholders, included in this Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Prospectus.

Expert Opinion

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

Our Company has received written consent from the Statutory Auditor namely, M/s. D G M S & Co., Chartered Accountants, to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 in respect of the reports on the Statement of Tax Benefits dated June 13, 2022 and on the Restated Financial Statements dated June 13, 2022 and issued by them, included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.

However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

Caution

The Lead Manager accepts no responsibility, save to the limited extent as provided in the MoU for Issue Management entered into among the Lead Manager and our Company dated April 21, 2022 and addendum dated June 13, 2022, the Underwriting Agreement dated June 02, 2022 and addendum dated June 13, 2022, entered into among the Underwriter, and our Company and the Market Making Agreement June 02, 2022 and addendum dated June 13, 2022, entered into among the Market Maker, Lead Manager and our Company. All information shall be made available by us and the 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 centres or elsewhere.

CAPITAL ISSUE DURING THE LAST FIVE YEARS

Previous Public and Rights Issues

We have not made any rights to the public and public issues in the past, and we are an “Unlisted Company” in terms of the SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations.

Commission and Brokerage Paid on Previous Issues of our Equity Shares

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 Issues in the last three (3) years by Listed Group Companies / Subsidiaries / Associates

None of our Group Company / Associates that are listed on any Stock Exchange has made any Capital Issue in the last three (3) years.

We do not have any subsidiary as on date of this Prospectus.

Previous Issues of Equity Shares otherwise than for Cash

Except as stated in the chapter titled “*Capital Structure*” beginning on page no. 55 of this Prospectus, we have not issued any Equity Shares for consideration other than for cash.

Performance vis-à-Vis Objects

Issuer Company

Our Company has not made any public issue (including any rights issue to the public) since its incorporation.

Listed Subsidiaries / Promoters

We do not have any listed Subsidiary or Promoter Company as on date of this Prospectus.

Outstanding Debentures, Bonds, Redeemable Preference Shares and Other Instruments issued by the Company

The Company has no outstanding debentures or bonds. The Company has not issued any redeemable preference shares or other instruments in the past.

Disposal of Investor Grievances

Mechanism for Redressal of Investor Grievances

The Company has appointed Bigshare Services Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be co-ordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Company shall obtain authentication on the SCORES and comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 in relation to redressal of investor grievances through SCORES.

Our Board by a resolution on April 22, 2022 constituted a Stakeholders Relationship Committee. The composition of the Stakeholders Relationship Committee is as follows:

| Name of the Directors | Nature of Directorship | Designation in Committee |
|-----------------------|------------------------------------|--------------------------|
| Payal Sheth | Non-Executive Director | Chairman |
| Mahek Modi | Whole-Time Director | Member |
| Hiren Rupani | Non-Executive Independent Director | Member |

For further details, please see the chapter titled “Our Management” beginning on page no. 102 of this Prospectus.

Our Company has also appointed Nishi Modi, as the Compliance Officer for the Issue and she may be contacted at the Registered Office of our Company.

Nishi Modi

Address: Shop No. 5 , CTS 947/A,
Rashmi Tara Datta Mandir,
Kandivali (West),
Mumbai - 400067.
Tel. No: +91 – 98199 89100
Email: info@modisnirman.com

Investors can contact the Compliance Officer or the Registrar to the Issue or the Lead Manager in case of any pre Issue or post Issue related problems, such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary accounts and refund orders.

Status of Investor Complaints

We confirm that we have not received any investor complaint during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

Disposal of Investor Grievances by Listed Companies under the same Management

None of our Group Companies / Associates / Subsidiaries are listed on any Stock Exchange as on the date of filing this Prospectus.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not applied to SEBI for any exemption from complying with any provisions of the securities laws.

Other confirmations

Any person connected with the Issue shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the initial public offer, except for fees or commission for services rendered in relation to the Issue.

SECTION X – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being Allotted pursuant to this Issue shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association, the terms of the Prospectus, the Abridged Prospectus, Application Form, any Revision Form, the CAN/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 the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange(s), 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 RBI, the Government of India, the Stock Exchange(s), the RoC and/or any other authorities while granting its approval for the Issue.

*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, SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019 and circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 and any subsequent circulars issued by SEBI in this regard, SEBI 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. With effect from July 1, 2019, with respect to Application by retail individual investors through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applicants with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“**UPI Phase II**”). Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by retail individual investors (“**UPI Phase III**”), as may be prescribed by SEBI.*

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official websites of the concerned stock exchanges for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

Ranking of Equity Shares

The Equity Shares being issued and transferred shall be subject to the provisions of the Companies Act, our Memorandum and Articles of Association, SEBI ICDR Regulations, SCRA and shall rank *pari-passu* in all respects including dividend with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the section titled “Main Provisions of the Articles of Association” are beginning from page no. 313 of this 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 Listing 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 page nos. 120 and 313 of this Prospectus.

Face Value and Issue Price

The Equity Shares having a face value of ₹ 10 each are being issued in terms of this Prospectus at the price of 180 per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled "*Basis for Issue Price*" beginning on page no. 66 of this Prospectus.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

Compliance with SEBI (ICDR) Regulations, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all 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:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing 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 Articles of Association*" beginning on page no. 313 of this Prospectus.

Allotment only in Dematerialised 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 dematerialized 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 March 15, 2022 between our Company, NSDL and the Registrar and Share Transfer Agent to the Issue.
- 2) Tripartite agreement dated March 10, 2022 between our Company, CDSL and the Registrar and Share Transfer Agent to the Issue.

The Company's shares bear ISIN INE0L0L01012.

Market Lot and Trading Lot

Trading of the Equity Shares will happen in the minimum contract size of 800 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 BSE 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 800 Equity Share subject to a minimum allotment of 800 Equity Shares to the successful Applicants. Further, in accordance with SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

Minimum Number of Allottees

In accordance with Regulation 268 (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 the monies collected shall be refunded within eight (8) Working 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 tenants with benefits of survivorship.

Jurisdiction

The courts of Mumbai, India will have exclusive jurisdiction in relation to this Issue.

Nomination facility to investors

In accordance with Section 72 (1) & 72 (2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, 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 in accordance with Section 72 (3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72 (4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- ✓ to register himself or herself as the holder of the Equity Shares; or
- ✓ to make such transfer of the Equity Shares, as the deceased holder could have made

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Applicant would prevail. If the Applicant wants to change the nomination, they are requested to inform their respective Depository Participant.

Withdrawal of the Issue

Our Company in consultation with the Lead Manager, reserve the right not to proceed with the Fresh Issue in whole or in part thereof, to the extent of Issued Shares, at any time after the Issue Opening Date but before the Board meeting for 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 Lead Manager, through the Registrar to the Issue, shall notify the SCSBs and Sponsor Bank (in case of RII's using the UPI Mechanism), 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 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, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company in consultation with the Lead Manager withdraw the Issue after the Application/ Issue Closing Date and thereafter determine that they will proceed with public Issue of the Equity Shares, our Company shall file a fresh Prospectus with the Stock Exchanges.

Issue Program

| | |
|------------------------|---------------|
| ISSUE OPENS ON | June 23, 2022 |
| ISSUE CLOSES ON | June 28, 2022 |

An indicative timetable in respect of the Issue is set out below:

| Event | Indicative Date |
|-----------------------------------------------------------------------|------------------------|
| Issue Closing Date | June 28, 2022 |
| Finalisation of Basis of Allotment with the Designated Stock Exchange | July 01, 2022 |
| Initiation of Refunds / unblocking of funds from ASBA Account | July 04, 2022 |
| Credit of Equity Shares to demat account of the Allottees | July 05, 2022 |
| Commencement of trading of the Equity Shares on the Stock Exchanges | July 06, 2022 |

The above timetable is indicative and does not constitute any obligation on our Company or the Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company, or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Applications and any revision to the same shall be accepted **only between 10.00 a.m. and 5.00 p.m. (IST)** during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Applications and any revision to the same shall be accepted between **10.00 a.m. and 3.00 p.m. (IST)** or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchanges. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public Issues, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Applicants can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the 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 or the electronic Application Form, for a particular Applicant, the details as per the file received from the 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 Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSB or the member of the Syndicate for rectified data.

Minimum Subscription

This Issue is not restricted to any minimum subscription level.

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 Offer Document including devolvment 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 four (4) days, after our Company become liable to pay the amount, our Company and every director of the company who is an officer in default shall, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest as prescribed under the SEBI Regulations, the Companies Act, 2013 and applicable laws.

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 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 ₹ 1,00,000 (Rupees One Lakh) per application.

The Equity Shares have not been and will not 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 application law of such jurisdiction.

Arrangements for Disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of 800 shares. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE.

Application by Eligible NRIs, FPIs or VCFs registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

As per the extant Guidelines of the Government of India, OCBs cannot participate in this Issue.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors. The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

Restrictions, if any on Transfer and Transmission of Equity Shares

The lock-in of the pre- Issue capital of our Company as provided in “*Capital Structure*” beginning on page no. 46 of this Prospectus and except as provided in our Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, see “*Main Provisions of the Articles of Association*” beginning on page no. 313 of this Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

New Financial Instruments

As on the date of this Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Issue.

Migration to Main Board

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

- If the Paid-up Capital of the company is likely to increase above Rs. 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 promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfillment 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 Rs. 10 crores but below Rs. 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Market Making

The shares issued through this Issue are proposed to be listed on the SME Platform of BSE with compulsory market making through the registered Market Maker of the SME 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 SME Platform of BSE. For further details of the market making arrangement please refer the chapter titled “*General Information*” beginning on page no. 46 of this 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 issue face value capital is less than or equal to Ten Crore Rupees. The Company shall issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such this Issue, please see the chapters titled "*Terms of the Issue*" and "*Issue Procedure*" beginning on page nos. 286 and 295 respectively, of this Prospectus.

Issue Structure

Initial Public Issue of 12,60,000 Equity Shares of ₹10 each (*the "Equity Shares"*) for cash at a price of ₹ 180 per Equity Share (including a Share Premium of ₹ 170 per Equity Share), aggregating ₹ 2268.00 Lakhs (*"the Issue"*) by the Modi's Navnirman Limited ("*MNL*" or *the "Company"*).

The Issue comprises a reservation of 68,000 Equity Shares of ₹10 each for subscription by the designated Market Maker (*"the Market Maker Reservation Portion"*) and Net Issue to Public of 11,92,000 Equity Shares of ₹10 each (*"the Net Issue"*). The Issue and the Net Issue will constitute 29.79% and 28.18%, respectively of the post Issue paid up equity share capital of the Company. The Issue is being made through the Fixed Price Process.

| Particulars | Net Issue to Public | Market Maker Reservation Portion |
|-----------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|
| Number of Equity Shares available for allocation ⁽¹⁾ | 11,92,000 Equity Shares | 68,000 Equity Shares |
| Percentage of Issue Size available for Allocation | 94.60 % of the Issue Size | 5.40% of the Issue Size |
| Basis of Allotment | Proportionate subject to minimum allotment of 800 Equity Shares and further allotment in multiples of 800 Equity Shares each. ⁽¹⁾ For further details please refer section explaining the Basis of Allotment in the GID. | Firm Allotment |
| Mode of Application | All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for Retail Investors using Syndicate ASBA). | |
| Mode of Allotment | Compulsorily in dematerialised form. | |
| Minimum Application Size | <i>For Other than Retail Individual Investors:</i> Such number of Equity Shares in multiples of 800 Equity Shares such that the Application Value exceeds ₹ 2,00,000. <i>For Retail Individuals Investors:</i> 800 Equity Shares | 68,000 Equity Shares |
| Maximum Application Size | <i>For Other than Retail Individual Investors:</i> Such number of Equity Shares in multiples of 800 Equity Shares such that the Application Size does not exceed 11,92,000 Equity Shares, subject to applicable limits to the Applicant. <i>For Retail Individuals Investors:</i> Such number of Equity Shares in multiples of 800 Equity Shares such that the application value does not exceed ₹ 2,00,000. | 68,000 Equity Shares |
| Trading Lot | 800 Equity Shares | 800 Equity Shares. However the Market Maker may buy odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018. |
| Who can Apply ⁽²⁾ | <i>For Other than Retail Individual</i> | Market Maker |

| Particulars | Net Issue to Public | Market Maker Reservation Portion |
|---------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|
| | <i>Investors:</i> Resident Indian individuals, Eligible NRIs, HUFs (in the name of the Karta), companies, corporate bodies, scientific institutions societies and trusts. <i>For Retail Individuals Investors:</i> Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs. | |
| Terms of Payment ⁽³⁾ | The entire Application Amount will be payable at the time of submission of the Application Form. | |
| Application Lot Size | 800 Equity Share and in multiples of 800 Equity Shares thereafter | |

⁽¹⁾ Since present issue is a fixed price issue, the allocation in the net issue to the public category in terms of Regulation 253(2) of the SEBI (ICDR) Regulations, 2018 shall be made as follows:

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

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

²⁾ In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.

⁽³⁾ In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including retail applicants applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

ISSUE PROGRAMME

| | |
|---------------------------|---------------|
| ISSUE OPENING DATE | June 23, 2022 |
| ISSUE CLOSING DATE | June 28, 2022 |

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form. On the Issue Closing Date applications will be accepted only between 10.00 a.m. to 4.00 p.m. (Indian Standard Time).

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 1.00 p.m. IST on the Issue Closing Date. Any time mentioned in this Prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications 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 holiday)

Lot Size

SEBI vide circular CIR/MRD/DSA/06/2012 dated February 21, 2012 (the “Circular”) standardized the lot size for Initial Public Issue proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

| Issue Price (in ₹) | Lot Size (No. of shares) |
|---------------------------|--------------------------|
| Up to 14 | 10,000 |
| More than 14 up to 18 | 8,000 |
| More than 18 up to 25 | 6,000 |
| More than 25 up to 35 | 4,000 |
| More than 35 up to 50 | 3,000 |
| More than 50 up to 70 | 2,000 |
| More than 70 up to 90 | 1,600 |
| More than 90 up to 120 | 1,200 |
| More than 120 up to 150 | 1,000 |
| More than 150 up to 180 | 800 |
| More than 180 up to 250 | 600 |
| More than 250 up to 350 | 400 |
| More than 350 up to 500 | 300 |
| More than 500 up to 600 | 240 |
| More than 600 up to 750 | 200 |
| More than 750 up to 1,000 | 160 |
| Above 1,000 | 100 |

Further to the circular, at the Initial Public Offer stage the Registrar to Issue in consultation with Book Running Lead Manager, our Company and BSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the IPO Lot Size at the application/allotment stage, facilitating secondary market trading. At the Initial Public Offering stage if the 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. For example: if the proposed price band is at 24-28 then the Lot size shall be 4,000 shares.

ISSUE PROCEDURE

All Applicants should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (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 Securities contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchange and the LM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue, especially in relation to the process for Applications by Retail Individual Applicant through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Issue size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of 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 circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

SEBI through its circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 as amended from time to time, including pursuant to circular SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism with the ASBA for applications by Retail Individual Investors through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days (“UPI Phase I”), until 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. Accordingly, the Issue has been considered to be made under UPI Phase II, till any further notice issued 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. These circulars, to the extent already in force, are deemed to form part of this Prospectus

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Issue Closing Date, the Applicants shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and is not liable for any amendment, modification or change in the applicable law, which may occur after the date of this Prospectus. Applicants are advised to make their

independent investigations and ensure that their Application are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Prospectus and the Prospectus.

Further, the Company and the LM are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.

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 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RII had the option to submit the ASBA Form with any of the Designated 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: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three working days.

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 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 Lead Manager.

FIXED PRICE ISSUE PROCEDURE

The Issue is being made in compliance with the provisions of Reg. 229(1) of Chapter IX of the SEBI (ICDR) Regulations, 2018 and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance shall be offered to Non Retail Category i.e. QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject compliance with Regulation 253(2) of the SEBI ICDR Regulations and subject to valid Applications being received from them at or above the Issue Price.

Subject to the valid Applications being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number/UPI ID (for RII Applicants using the UPI Mechanism), shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchanges.

APPLICATION FORM

Copies of the Application Form and the abridged prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and the Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the NSE (www.nseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.

All Applicants shall mandatorily participate in the Issue only through the ASBA process. RIIs are mandatorily required to use the UPI Mechanism for submitting their Applications to Designated Intermediaries and are allowed to use ASBA Process by way of ASBA Forms to submit their Applications directly to SCSBs.

RIIs applying using the UPI Mechanism must provide the UPI ID in the relevant space provided in the Application Form and the Application Form that does not contain the UPI ID are liable to be rejected.

ASBA Applicants (including Applicants using UPI Mechanism) must provide bank account details and authorisation 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 or the UPI ID, as applicable, in the relevant space provided in the ASBA Form. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. RIIs using the UPI Mechanism may also apply through the mobile applications using the UPI handles as provided on the website of the SEBI

ASBA Applicants shall ensure that the Applications are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Applying Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIIs using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Registered Brokers, RTAs or CDPs. RIIs authorising an SCSB to block the Application Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Applicants must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Application Amount can be blocked by the SCSB or the Sponsor Bank, as applicable, at the time of submitting the Application

The prescribed colour of the Application Form for various categories is as follows:

| Category | Colour ⁽¹⁾ |
|-------------------------------------------------------------------------------------|-----------------------|
| Resident Indians and Eligible NRIs applying on a non-repatriation basis | White |
| Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis | Blue |

⁽¹⁾ Excluding electronic Application Form

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Application details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic applying system of the Stock Exchanges. For RIIs using UPI Mechanism, the Stock Exchanges shall share the Application details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs for blocking of funds. For ASBA Forms (other than RIIs) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Applicants has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall validate the electronic Application with the records of the CDP for DP ID / Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID / Client ID or PAN ID, bank code and location code in the Application details already uploaded

For RIIs using UPI mechanism, the Stock Exchanges shall share the Application details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIIs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Application entered in the Stock Exchange bidding platform, and the liability to compensate RIIs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the Banker to an Issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to an Issue. The Lead Manager shall also be required to obtain the audit trail from the Sponsor Banks and the Banker to the Issue for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in 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

The Sponsor Bank will undertake a reconciliation of Application responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Application requests and responses throughout their lifecycle on daily basis and share reports with the LM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and Issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with Issuer banks and Sponsor Banks on a continuous basis

Electronic registration of Applications

The Designated Intermediary may register the Applications using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Applications, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Issue on a regular basis before the closure of the Issue.

On the Issue Closing Date, the Designated Intermediaries may upload the Applications till such time as may be permitted by the Stock Exchanges and as disclosed in the Prospectus.

Only Applications that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the next working day following the Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Issue Period after which the Stock Exchange(s) send the Application information to the Registrar to the Issue for further processing

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. 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) 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 in the United States. Accordingly, the Equity Shares are being offered 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 jurisdiction where those offers and sales occur.

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

Who Can Apply?

In addition to the category of Applicants set forth in the *General Information Document*, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines:

- Scientific and/or industrial research organizations in India, which are authorised to invest in equity shares; and
- Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

PARTICIPATION BY ASSOCIATES/AFFILIATES OF LEAD MANAGER, PROMOTERS, PROMOTER GROUP AND PERSONS RELATED TO PROMOTERS/PROMOTER GROUP

The LM shall not be allowed to purchase Equity Shares in this Issue in any manner, except towards fulfilling their underwriting obligations. However, associates and affiliates of the LM may subscribe to or purchase Equity Shares in the Issue, either in the QIB Portion or in Non Institutional Portion as may be applicable to such Applicants. Such Applying and subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of LM, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the LM or any associates of the LM, except Mutual Funds sponsored by entities which are associates of the LM or insurance companies promoted by entities which are associate of LM or AIFs sponsored by the entities which are associate of the LM or FPIs (other than individuals, corporate bodies and family offices), sponsored by the entities which are associates of the LM nor; (ii) any “person related to the Promoters and members of the Promoter Group” shall apply in the Issue under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a “person related to the Promoters and members of the Promoter Group”: (a) rights under a shareholders’ agreement or voting agreement entered into with the Promoters and members of the Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Our Promoters and members of our Promoter Group will not participate in the Issue.

APPLICATION BY MUTUAL FUNDS

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company in consultation with Lead Manager, reserves the right to reject any Application, without assigning any reason thereof. The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with the SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that such Applications clearly indicate the scheme concerned for which the Application is submitted.

No Mutual Fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company’s paid up share capital carrying voting rights.

APPLICATION by HUFs

Applications by HUFs Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: “Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Applications by HUFs may be considered at par with Applications from individuals.

APPLICATION BY ELIGIBLE NRIs

Eligible NRIs may obtain copies of Application Form from the Designated Intermediaries. Only Applications accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Applicant applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB or should confirm/accept the UPI Mandate Request (in case of RIIs using the UPI Mechanism) to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) ASBA Accounts, and eligible NRI Applicant applying on a non-repatriation basis by using Resident Forms should authorize their SCSB or should confirm/accept the UPI Mandate Request (in case of RIIs applying using the UPI Mechanism) to block their Non-Resident Ordinary (“NRO”) accounts for the full Application Amount, at the time of the submission of the Application Form. Participation of Eligible NRIs in the Issue shall be subject to the FEMA regulations. NRIs applying in the Issue

through the UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such Application.

Eligible NRIs 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, Eligible 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

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour).

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non- Residents (blue in colour).

For details of investment by NRIs, see “*Restrictions in Foreign Ownership of Indian Securities*” on page no. 312 of this Prospectus. Participation of eligible NRIs shall be subject to NDI Rules

APPLICATION BY FPI

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Non-Debt Instruments Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Non-Debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Applications made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Application Form, failing which our Company reserves the right to reject any Applications without assigning any reason.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Issue to ensure there is no breach of the investment limit, within the timelines for Issue Procedure, as prescribed by SEBI from time to time.

AFPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognized stock exchange in India, and/ or may purchase or sell securities other than equity instruments.

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 Offer, 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.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instrument is made by, or on behalf of it subject to, inter alia, the following conditions:

- i. each offshore derivative instruments are transferred to persons 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 to are pre-approved by the FPI.

The FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Further, Applications received from FPIs bearing the same PAN will be treated as multiple Applications and are liable to be rejected, except for Applications from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI (Foreign Portfolio Investors) Regulations, 2019 (such structure “MIM Structure”) provided such Applications have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Applications received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Applications, FPIs making multiple Applications using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, were required to provide a confirmation along with each of their Application Forms that the relevant FPIs making multiple Applications utilize the MIM Structure and indicate the names of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Applications will be rejected

Participation of FPIs in the Issue shall be subject to the FEMA Rules

APPLICATION BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS (VCF) AND FOREIGN VENTURE CAPITAL INVESTORS (FVCI)

The SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the SEBI VCF Regulations venture capital funds which have not re-registered as AIFs under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The SEBI FVCI Regulations prescribe the investment restrictions on FVCIs

The holding by any individual VCF or FVCI registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

Category I and II AIFs cannot invest more than 25% of their investible funds in one investee company. A category III AIF cannot invest more than 10% of their investible funds in one investee company. A VCF registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations.

Participation of AIFs, VCFs and FVCIs shall be subject to the FEMA Rules

Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

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.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing which, the Company in consultation with the LM, reserves the right to reject any application, without assigning any reason thereof.

APPLICATIONS BY INSURANCE COMPANIES

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company in consultation with the Lead Manager reserves the right to reject any Application without assigning any reason thereof.

The exposure norms for insurers prescribed in Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 (“IRDAI Investment Regulations”) are set forth below:

- a. Equity shares of a company: the lower of 10%* of the investee company’s outstanding equity shares (face value) or 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or a 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 a 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 respective fund of a life insurer or a reinsurer or health insurer or general insurance or 15% of the investment assets, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) or (iii) above, as the case may be.

** The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 500,000 million or more but less than ₹ 2,500,000 million.*

Insurer companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by the IRDA from time to time including the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (“IRDA Investment Regulations”).

APPLICATION BY PROVIDENT FUNDS / PENSION FUNDS

In case of Applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 25 Crores, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Application Form. Failing this, the Company in consultation with the Lead Manager reserves the right to reject any application, without assigning any reason thereof.

APPLICATIONS BY BANKING COMPANIES

In case of Applications 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 Application Form, failing which our Company in consultation with the LM, reserve the right to reject any Application without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the “Banking Regulation Act”), and Master Direction –Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank’s own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank’s paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI, provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank’s interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company’s paid-up share capital as stated in the Reserve

Bank of India (Financial Services provided by Banks) Directions, 2016, as amended. Applications by banking companies should not exceed the investment limits prescribed for them under the applicable laws

APPLICATION BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Applications made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Application Form. Failing this, our Company in consultation with the Lead Manager, reserves the right to reject any Application without assigning any reason thereof. Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

APPLICATIONS BY SCSBS

SCSBS participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013 issued by SEBI. 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.

APPLICATION UNDER POWER OF ATTORNEY

In case of Applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, 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 ₹ 250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹ 250 million (subject to applicable laws), 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 Application Form. Failing this, our Company in consultation with the LM, reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof. Our Company in consultation with the LM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company in consultation with the LM, may deem fit.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure any single Application from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus or the Prospectus

In accordance with RBI regulations, OCBs cannot participate in the Issue.

Information for the Applicants

In addition to the instructions provided to the Applicants in the *General Information Document for Investing in Public Issues*, Applicants are requested to note the following additional information in relation to the Issue.

1. The Issue Period shall be for a minimum of three Working Days and shall not exceed ten working days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding ten Working Days
2. The relevant Designated Intermediary will enter each Application into the electronic applying system as a separate Application and generate an acknowledgement slip (“**Acknowledgement Slip**”), for each price and demand option and give the same to the Applicant. Therefore, a Applicant can receive up to three Acknowledgement Slips for each Application Form. It is the Applicant’s responsibility to obtain the TRS from the relevant Designated Intermediary. The registration of the Application by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/ allotted. Such Acknowledgement will be non-negotiable and by itself will not

create any obligation of any kind. When a Applicant revises his or her Application (in case of revision in the Price), he /she shall surrender the earlier Acknowledgement Slip and may request for a revised TRS from the relevant Designated Intermediary as proof of his or her having revised the previous Application.

3. In relation to electronic registration of Applications, the permission given by the Stock Exchanges to use their network and software of the electronic applying system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the 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 Prospectus or the Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
4. In the event of an upward revision in the Price, Retail Individual Applicants could either (i) revise their Application or (ii) shall make additional payment based on the revised Price (such that the total amount i.e., original Application Amount plus additional payment does not exceed ₹ 200,000. The revised Applications must be submitted to the same Designated Intermediary to whom the original Application was submitted. If the total amount (i.e., the original Application Amount plus additional payment) exceeds ₹ 200,000, the Applicant will be considered for allocation under the Non-Institutional Portion. If, however, the Retail Individual Applicant does not either revise the Application or make additional payment the number of Equity Shares applied for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the Retail Individual Applicant and the Retail Individual Applicant is deemed to have approved such revised Application.
5. In the event of a downward revision in the Price, Retail Individual Applicant may revise their Application; otherwise, the excess amount paid at the time of Application would be unblocked after Allotment is finalised.
6. Any revision of the Application shall be accompanied by instructions to block the incremental amount, if any, to be paid on account of the upward revision of the Application.

The Applicants should note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic system of the Stock Exchanges does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Application Form is liable to be rejected.

General Instructions

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Application(s) or lower the size of their Application(s) (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Applicants can revise their Application(s) during the Issue Period and withdraw their Application(s) until Issue Closing Date

Do's:

- 1) Check if you are eligible to apply as per the terms of this Prospectus and under applicable law, rules, regulations, guidelines and approvals; All Applicants should submit their Applications through the ASBA process only;
- 2) Ensure that you have apply within the Price Band
- 3) Read all the instructions carefully and complete the Application Form in the prescribed form;
- 4) Ensure that you have mentioned the correct ASBA Account number if you are not an RII applying using the UPI Mechanism in the Application Form and if you are an RII using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle) in the Application Form;
- 5) Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except in case of electronic Applications) within the prescribed time. Retail Individual Applicants using UPI Mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;

- 6) RIIs Applying in the Issue shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID which is UPI 2.0 certified by NPCI (only for RIIs 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;
- 7) Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries.
- 8) In case of joint Applications, ensure that first applicant is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the first applicant is included in the Application Form;
- 9) Ensure that you request for and receive a stamped acknowledgement counterfoil by specifying the application number for all your Applications options as proof of registration of the Application Form for all your Applications options from the concerned Designated Intermediary;
- 10) If the first Applicants is not the ASBA Account holder (or the UPI-linked bank account holder, as the case may be), ensure that the Application Form is signed by the ASBA Account holder (or the UPI-linked bank account holder, as the case may be);
- 11) Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Applicant is included in the Application Forms. PAN of the First Applicant is required to be specified in case of joint Applications;
- 12) Ensure that you submit the revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
- 13) Retail Individual Investors not using the UPI Mechanism, should submit their Application Form directly with SCSBs and not with any other Designated Intermediary;
- 14) Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a 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 including without limitation, multilateral/ bilateral institutions, and (iii) Applications 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 Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for 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) Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
- 16) Ensure that the correct investor category and the investor status is indicated in the Application Form;
- 17) Ensure that in case of Applications under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
- 18) Ensure that Applications submitted by any person outside India is in compliance with applicable foreign and Indian laws;
- 19) Application by Eligible NRIs for a Amount of less than ₹ 2,00,000 would be considered under the Retail Category for the purposes of allocation and Applications for a Amount exceeding ₹ 2,00,000 would be considered under the Non-Institutional Category for allocation in the Issue

- 20) Since the allotment will be in dematerialised form only, ensure that the Applicant's depository account is active, the correct DP ID, Client ID, PAN and UPI ID, if applicable, are mentioned in their Application Form and that the name of the Applicant, the DP ID, Client ID, 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;
- 21) In case of ASBA Applicants (other than Retail Individual Applicants using UPI Mechanism), ensure that while Applying through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Applying 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 <http://www.sebi.gov.in>);
- 22) Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Issue Closing Date;
- 23) 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 mobile application and the UPI handle being used for making the application in the Issue is also appearing in the "list of mobile applications for using UPI in public issues" displayed on the SEBI website
- 24) Ensure that you have correctly signed the authorisation/undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application. Application, in case of RIIs submitting their Applications and participating in the Issue through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Issue Amount and subsequent debit of funds in case of Allotment;
- 25) Retail Individual Applicants using the UPI Mechanism shall ensure that details of the Application 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, a Retail Individual Applicant shall be deemed to have verified the attachment containing the application details of the Retail Individual Applicant in the UPI Mandate Request and have agreed to block the entire Application Amount and authorized the Sponsor Bank to block the Application Amount specified in the Application Form;
- 26) However, Applications received from FPIs bearing the same PAN shall not be treated as multiple Applications in the event such FPIs utilise the MIM Structure and such Applications have been made with different beneficiary account numbers, Client IDs and DP IDs;
- 27) FPIs making MIM Applications using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Applications 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 Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Applications shall be rejected;
- 28) Retail Individual Applicants who wish to revise their Applications using the UPI Mechanism should submit the revised Applications with the Designated Intermediaries, pursuant to which RIIs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorize blocking of funds equivalent to the revised Application Amount in the RII's ASBA Account and
- 29) Ensure that the Demographic Details are updated, true and correct in all respects

The Application Form were liable to be rejected if the above instructions, as applicable, were 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 were liable to be rejected.

Don'ts:

- 1) Do not apply for lower than the minimum Application size;

- 2) Do not submit a Application using UPI ID, if you are not a RII;
- 3) Do not Apply for a Amount exceeding ₹ 2,00,000 (for Applications by Retail Individual Applicants).
- 4) Do not pay the Application Amount in cheques, demand drafts or by cash, money order or postal order or by stock invest or any mode other than blocked amounts in the bank account maintained with SCSB;
- 5) Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
- 6) Do not Apply at Cut-off Price (for Applications by QIBs and Non-Institutional Applicants);
- 7) Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
- 8) Do not submit the Applications for an amount more than funds available in your ASBA account.
- 9) Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
- 10) In case of ASBA Applicants, do not submit more than one ASBA Forms per ASBA Account;
- 11) If you are a Retail Individual Applicant and are using UPI Mechanism, do not submit more than one Application Form for each UPI ID;
- 12) If you are a Retail Individual Applicant and are using UPI Mechanism, do not make the ASBA application using third party bank account or using third party linked bank account UPI ID;
- 13) Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
- 14) Do not Apply on a Application Form that does not have the stamp of the relevant Designated Intermediary;
- 15) Do not submit the General Index Register (GIR) number instead of the PAN;
- 16) 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;
- 17) Do not submit a Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
- 18) Do not Apply 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);
- 19) Do not submit a Application/revise a Issue Amount, with a price less than the Issue Price;
- 20) Do not submit your Apply after 3.00 pm on the Issue Closing Date;
- 21) If you are a QIB, do not submit your Application after 3:00 pm on the QIB Issue Closing Date;
- 22) Do not Apply on another ASBA Form after you have submitted a Application to any of the Designated Intermediaries;
- 23) Do not Apply for Equity Shares in excess of what is specified for each category;
- 24) Do not fill up the Application Form such that the Equity Shares Application for exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of this Prospectus;
- 25) Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are available for blocking in the relevant ASBA Account or in the case of RIIs Applying using the UPI Mechanism, in the UPI-linked bank account where funds for making the Application are available;

- 26) Do not withdraw your Application or lower the size of your Application (in terms of quantity of the Equity Shares or the Application Amount) at any stage, if you are a QIB or a Non-Institutional Applicants. Retail Individual Applicant can revise their Applications during the Issue Period and withdraw their Applications on or before the Issue Closing Date;
- 27) Do not Apply, if you are an OCB;
- 28) Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Applications submitted by RIIs using the UPI Mechanism;
- 29) RIIs Applying through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected;
- 30) Do not submit more than one Application Form for each UPI ID in case of RIIs Applying using the UPI Mechanism; and
- 31) Do not submit Applications to a Designated Intermediary at a location other than Specified Locations. If you are a Retail Individual Applicant and are using UPI Mechanism, do not submit the ASBA Form directly with SCSBs.;

The 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 our Company Secretary and Compliance Officer. For details of our Company Secretary and Compliance Officer, see “General Information” on page no. 46 on this Draft Prospectus

For helpline details of the LM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see “General Information - Lead Manager” on page no. 46 on this Draft Prospectus

GROUND S FOR REJECTIONS

In addition to the grounds for rejection of Application on technical grounds as provided in the “General Information Document for Investing in Public Offers” Applicants are requested to note that Applications may be rejected on the following additional technical grounds.

1. Applications submitted without instruction to the SCSBs to block the entire Application Amount;
2. Applications which do not contain details of the Application Amount and the bank account or UPI ID (for RIIs using the UPI Mechanism) details in the Application Form;
3. Applications submitted on plain paper;
4. Applications submitted by Retail Individual Applicants using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Applications under the UPI linked Mechanism submitted by Retail Individual Applicants 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. Application Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Application submitted without the signature of the First Applicant or sole Applicants;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Applicant;
9. ASBA Form by the RIIs by using third party bank accounts or using third party linked bank account UPI IDs;
10. Applications by person for whom PAN details have not been verified and whose beneficiary accounts are ‘suspended for credit’ in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010;
11. GIR number furnished instead of PAN;

12. Application by Retail Individual Applicants with Application Amount for a value of more than ₹ 200,000
13. Applications by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
14. Applications accompanied by cheque(s), demand draft(s), stock invest, money order, postal order or cash;
15. Applications uploaded by QIBs after 4.00 p.m. on the QIB Issue Closing Date and by Non-Institutional Applicants uploaded after 4.00 p.m. on the Issue Closing Date, and Applications by Retail Individual Applicants uploaded after 5.00 p.m. on the Issue Closing Date, unless extended by the Stock Exchanges; and
16. Application by OCB.

Issuance of a Confirmation of Allocation Note (“CAN”) and Allotment in the Issue

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Applicants 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 Applicant.

INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

In addition to the instructions for completing the Application Form provided in the sub-section “*General Information Document for Investing in Public Offers – Applying in the Offer – Instructions for filing the Application Form / Application Form*” Applicants are requested to note the additional instructions provided below.

1. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule in the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Applications must be in single name or in joint names (not more than three, and in the same order as their Depository Participant details).
2. Applications must be made in a single name or in joint names (not more than three, and in the same order as their details appear with the Depository Participant), and completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained in the Prospectus and in the Application Form.
3. Applications on a repatriation basis shall be in the names of FIIs or FPIs but not in the names of minors, OCBs, firms or partnerships and foreign nationals.

DESIGNATED DATE AND ALLOTMENT

- (a) Our Company will ensure that the Allotment and credit to the successful Applicants’ depository account will be completed within six Working Days, or such period as may be prescribed by SEBI, of the Issue Closing Date or such other period as may be prescribed.
- (b) Equity Shares will be issued and Allotment shall be made only in the dematerialised form to the Allottees.
- (c) Allottees will have the option to re-materialise the Equity Shares so allotted as per the provisions of the Companies Act, 2013 and the Depositories Act.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the LM and the Registrar to the Issue, 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

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any Allotment in excess of the Equity Shares through the Offer Document except in case of over-subscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon over-subscription, an allotment of not more than one per cent of the Issue may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Applicants shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum Allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Applicants shall not be less than the minimum Application lot, subject to the availability of shares in Retail Individual Applicants portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis.

Pre- Issue Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one English language national daily newspaper, one Hindi language national daily newspaper and one regional language daily newspaper, each with wide circulation. In the pre- Issue advertisement, we shall state the Issue Opening Date and the Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

Signing of the Underwriting Agreement and the RoC Filing

- a) Our Company, the Lead Manager and the Market Maker have entered into an Underwriting Agreement on June 02, 2022 and addendum dated June 13, 2022.
- b) For terms of the Underwriting Agreement please see chapter titled “*General Information*” beginning on page no. 46 of this Prospectus.
- c) We will file a copy of the Prospectus with the RoC in terms of Section 26, 28 and all other provision applicable as per Companies Act.

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, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Undertaking by our Company

Our Company undertakes the following:

- 1) If our Company does not proceed with the Issue after the Issue Closing Date but before allotment, then the reason thereof shall be given as a public notice within two days of the Issue Closing Date. The public notice shall be

issued in the same newspapers where the pre-Issue advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

- 2) That the complaints received in respect of the Issue shall be attended to by the Company expeditiously and satisfactorily;
- 3) That all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six Working Days of the Issue Closing Date or such other period as may be prescribed;
- 4) If Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within the time prescribed under applicable law or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Applicants at the rate of 15.00% per annum for the delayed period;
- 5) That where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with the amount and expected date of electronic credit for the refund;
- 6) That the Promoters' contribution in full, if applicable, shall be brought in advance before the Issue opens for subscription
- 7) That funds required for making refunds to unsuccessful applicants as per mode(s) disclosed shall be made available to the Registrar to the Issue by the Company;
- 8) No further Issue of Equity Shares shall be made until the Equity Shares offered through the Prospectus are listed or until the Application monies are unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.;
- 9) That if our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the SEBI, in the event our Company subsequently decides to proceed with the Issue;
- 10) That our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time;
- 11) That the allotment of securities/refund confirmation to Eligible NRIs shall be dispatched within specified time;
- 12) That adequate arrangements shall be made to collect all Application Forms from Applicants; and
- 13) That our Company shall not have recourse to the Issue Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges.

Utilization of Net Proceeds

Our Company specifically confirms and declares that:

- 1) All monies received out of the Issue of specified securities to public shall be credited/ transferred to separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act, 2013;
- 2) Details of all monies utilized out of the Issue referred to in sub-item(i) shall be disclosed and continue to be disclosed till the time any part of the Fresh Issue proceeds remains un-utilised under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised and;
- 3) Details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under the 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 FDI Policy and FEMA. The government bodies responsible for granting foreign investment approvals are the concerned ministries / departments of the Government of India and the RBI. The Union Cabinet has recently approved phasing out the erstwhile Foreign Investment Promotion Board, as provided in the press release dated May 24, 2017. Accordingly, pursuant to the Office Memorandum dated June 5, 2017 issued by the Department of Economic Affairs, Ministry of Finance, approval for foreign investment under the FDI Policy and FEMA has been entrusted to the concerned ministries / departments.

The Government has from time to time made policy pronouncements on foreign direct investment (“FDI”) through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as Department of Industrial Policy and Promotion) (“DPIIT”), issued the FDI Policy, which is effective from October 15, 2020 (the “FDI Policy”), which subsumes and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions. For details, see “Key Regulations and Policies” on page no.88 of this Prospectus .

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that: (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations, (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI policy, and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Investors”), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future FDI in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Each Applicant should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Applicant shall intimate our Company and the Registrar to the Issue in writing about such approval along with a copy thereof within the Issue Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and the applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act) under Section 4(a) of the U.S. Securities Act, and (ii) outside the United States in offshore transactions as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. There will be no public offering of Equity Shares in the United States.

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 Bids 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 Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applications for do not exceed the applicable limits under laws or regulations.

SECTION XI – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

Pursuant to the Companies Act and the SEBI ICDR Regulations, the main provisions of the Articles of Association are detailed below. Capitalised terms used in this section have the meaning given to them in the Articles of Association.

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.

Public Company

1. The company is a Public Company within the meaning of section 2(71) of the Companies Act, 2013.

Share capital and variation of rights

2. (i). The Authorized Share Capital of the Company shall be as laid down in Memorandum of Association of the Company.

(ii) Subject to the provisions of the Companies Act 2013 and the applicable Rules made there under, the Company / Board shall have power to issue / allot shares, whether on preferential basis or otherwise, from time to time and the shares shall be under the control of the Directors who may allot or otherwise dispose off the same to such persons, on such terms and conditions and at such times as the Directors think fit.

3. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided:—

(a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

- (ii) Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the company secretary, wherever the company has appointed a company secretary:

Provided that in case the company has a common seal it shall be affixed in the presence of the persons required to sign the certificate.

- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

4. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

- (ii) The company may issue new share certificates pursuant to consolidation or sub-division of share certificate(s) upon written request received from shareholder together with production and surrender of respective original share certificate(s). Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

- (iii) The provisions of Articles (5) and (6) shall mutatis mutandis apply to debentures of the company.

5. 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.

6. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
7. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48 and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
8. 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.
9. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

10. (i) The company shall have a first and paramount lien—
 - (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
- (iii) The fully paid shares shall be free from all lien and that in the case of partly paid shares the Company's lien shall be restricted to monies called or payable at a fixed time in respect of such shares.
11. 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.

12. (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.
13. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

14. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
- (iii) A call may be revoked or postponed at the discretion of the Board.
- (iv) The option or right to make call on shares shall not be given to any person except with the sanction of the Company in General Meetings. That is, it may delegate power to make calls on shares subject to approval of the shareholder in a general meeting of the company.
15. 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 by instalments.
16. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
17. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
18. (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.
19. The Board—
 - (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
 - (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting

shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance but shall not confer a right to dividend or to participate in profits.

Transfer of shares

20. (i) The Company shall use a Common form of transfer. 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.
21. The Board may, subject to the right of appeal conferred by section 58 decline to register—
 - (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
 - (b) any transfer of shares on which the company has a lien.
22. The Board may decline to recognise any instrument of transfer unless—
 - (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
 - (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - (c) the instrument of transfer is in respect of only one class of shares.
23. On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, 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.
24. Subject to the provisions of Section 59 of Companies Act, 2013, the Board may decline to register any transfer of Shares on such grounds as it think fit in the benefit of the company (notwithstanding that the proposed transferee be already a Member), but in such case it shall, within two (2) months from the date the instrument of transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal to register such transfer giving reasons for such refusal. Provided that registration of a transfer shall not be refused 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.

Transmission of Shares

25. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
26. (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.
27. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
28. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Forfeiture of Shares

29. 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.
30. The notice aforesaid shall—
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
31. 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.
32. (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.
33. (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.
34. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.
- (iii) The transferee shall thereupon be registered as the holder of the share
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

35. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of Capital

36. 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. The Authorised Share Capital shall be as per the clause V (a) of Memorandum of Association of the company.

37. Subject to the provisions of section 61, the company may, by ordinary resolution,—

- (a) increase its authorised share capital by such amount as it thinks expedient.
- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (e) 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.

38. Where shares are converted into stock,—

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

- (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

39. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

- (a) its share capital;
- (b) any capital redemption reserve account; or

(c) any share premium account.

Capitalisation of profits

40. (i) The company in general meeting may, upon the recommendation of the Board resolve—
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, Securities Premium Accounts or otherwise available for distribution; and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
- (a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (b) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (c) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
- (iii) 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;
- (iv) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
41. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - (b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power—
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

Dematerialisation of Securities

42. **For the purpose of this Article:-**

"Beneficial Owner": Beneficial Owner shall have the meaning assigned thereto in section 2(1)(a) of the Depositories Act, 1996.

"Depositories Act": Depositories Act shall mean the Depositories Act, 1996 and includes any statutory modification or re-enactment thereof for the time being in force.

"Depository": Depository shall mean a Depository as defined in section 2(1)(e) of the Depositories Act, 1996.

"Member": Member shall mean a duly registered holder from time to time of the security of the company and includes every person whose name is entered as beneficial owner in the records of the Depository.

"Security": Security shall mean such security as may be specified by SEBI.

"Dematerialisation of Securities": Notwithstanding anything on the contrary contained in this Article, the company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form and further to rematerialise the securities held on depository pursuant to the Depositories Act, 1996 or any amendment thereof.

"Option to hold securities in physical form or with depository": Every person holding securities of the company through allotment or otherwise shall have the option to receive and hold the same in the dematerialised form with a depository.

"Beneficial Owner may opt out of a Depository": Every person holding securities of the company with a depository, being the beneficial owner thereof, may at any time opt out of the depository in the manner provided under the provisions of the Depositories Act and the Rules, if any, prescribed there under and on fulfilment of the conditions prescribed by the company from time to time, company shall issue the relevant security certificates to the beneficial owner thereof.

"Securities in Depositories to be in fungible form": All securities held by a depository shall be dematerialised and shall be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the Companies Act, shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

"Rights of depository and beneficial owners": A depository shall be deemed to be the registered owner for the purposes of affecting the transfer of ownership of securities on behalf of the beneficial owners and shall not have any voting rights or any other rights in respect of the securities held by it.

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 rights and benefits and be subject to all the liabilities in respect of his/her securities, which are held by a depository.

"Transfer of securities": Transfer of security held in a depository will be governed by the provisions of the Depository Act, 1996. Nothing contained in Section 56 of the Companies Act, 2013 or these Articles 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.

"Register and Index of beneficial owners": The Register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of Members and Security holders for the purpose of these Articles.

"Other matters": Notwithstanding anything contained in these Articles, the provision of Depositories Act, 1996 relating to dematerialisation of securities including any modification(s) or re-enactment thereof and Rules/Regulations made there under shall prevail accordingly.

Notwithstanding anything contained in the Act or the Articles, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic mode or by delivery of floppies or disks.

Nomination

43. Notwithstanding anything contained in Articles, every holder of shares(s) or debenture(s) of the Company may, at any time, nominate, in the prescribed manner, a person to whom these share(s) shall vest in the event of his death and the provisions of Section 109A and Section 109B of the Companies Act, 1956 shall apply in respect of such nomination.

The provisions of this Article shall apply mutatis mutandis to a depository of money with the Company as per the provisions of Section 58A of the Act.

Buy-Back of Shares

44. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General Meetings

45. All general meetings other than Annual General Meeting shall be called extraordinary general meeting.

46. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at General Meetings

47. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

- (iii) The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

- (iv) 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.

- (v) If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of Meeting

48. (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

49. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
- (a) on a show of hands, every member present in person shall have one vote; and
 - (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
50. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
51. (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.
52. 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.
53. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
54. 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.
55. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

56. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
57. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
58. 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

59. The following shall be the First Directors of the Company:
1. Dineshkumar Chunilal Modi

2. Mahek Dinesh Modi
3. Rashmi Dinehkumar Modi

They shall not be liable to retire by rotation unless they resign.

- (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 travelling, hotel and other expenses properly incurred by them—
 - a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
 - b) in connection with the business of the company.
60. The Board may pay all expenses incurred in getting up and registering the company.
61. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
62. (a). All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
- (b). The Board may from time to time, for the purpose of the Company's business raise or borrow or secure the payment of any sum or sums of money in excess of the aggregate of paid up capital of the Company and its free reserves in addition to temporary loans, if any, obtained from the Company's bankers as they, in their discretion deem fit and proper. Any such money may be raised or the payment or repayment thereof may be secured in such manner and upon such terms and conditions in all respect as the Board may think fit by promissory notes or by opening loan or current accounts or by receiving deposits and advances at interest with or without security or otherwise and in particular by the issue of bonds, perpetual or redeemable debentures, stocks of the Company charged upon all or any part of the property of the Company [both present and future] including its uncalled capital for the time being or by mortgaging or charging or pledging any lands, buildings, machinery, plant, goods or other property and securities of the company or by other means as the Board deems expedient.
63. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
64. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

65. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) Subject to the Articles herein, a director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
- (iii) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

- (iv) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
66. 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.
67. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
68. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
69. A committee may elect a Chairperson of its meetings.
70. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
71. (i) A committee may meet and adjourn as it thinks fit.
(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
72. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

74. Subject to the provisions of the Act,—
(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
75. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

Managing Director

76. The business of the Company may be carried on by the Managing Director(s) who may be appointed by the Board of Directors / members in their General Meeting, from time to time who shall fix the terms, qualifications, remuneration, duties, authorities and powers. The Board may from time to time and subject to the provisions of the Act delegate to the Managing Director(s) such of their powers and duties and subject to such limitations and conditions as they may deem fit. The Board may from time to time, revoke, withdraw, alter or vary all or any of the powers conferred on him or dismiss him from office and appoint another in his place.
77. Subject to the provisions of section 179 and 180 of the Companies Act, 2013, the Managing Director of the Company, if any, shall be empowered to carry on the day to day business affairs of the Company. He shall have the general control, management and superintendence of the business of the Company with power to appoint and to dismiss employees and to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts, deeds and things which in the ordinary course of business may be considered necessary/proper or in the interest of the Company.

The Seal

78. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

79. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
80. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
81. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for 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.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
82. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
83. 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.

84. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent
85. 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.
86. 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.
87. No dividend shall bear interest against the company.
88. No unclaimed Dividend shall be forfeited before the claim becomes barred by law, and unclaimed Dividends shall be dealt with in accordance with the applicable provisions of the Act

Accounts

89. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Winding Up

90. 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.
91. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
92. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

93. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

SECTION XII – 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 Prospectus) which are or may be deemed material will be attached to the copy of the Prospectus which will be delivered to the RoC for registration. Copies of the above mentioned contracts and also the documents for inspection referred to here under, may be inspected at the Corporate Office between 10 a.m. and 5 p.m. on all Working Days from Application/Offer Opening Date until the Application/Offer Closing Date.

1) Material Contracts

- (c) Memorandum of Understanding dated April 21, 2022 and addendum dated June 13, 2022 between our Company and the Lead Manager.
- (d) Memorandum of Understanding dated April 22, 2022 between our Company and the Registrar to the Issue.
- (e) Escrow Agreement dated June 13, 2022 between our Company, the Lead Manager, Escrow Collection Bank(s) / Sponsor Bank and the Registrar to the Issue.
- (f) Market Making Agreement dated June 02, 2022 and addendum dated June 13, 2022 between our Company, the Lead Manager and Market Maker.
- (g) Underwriting Agreement dated June 02, 2022 and addendum dated June 13, 2022 between our Company, the Lead Manager and the Market Maker.
- (h) Tripartite agreement between the CDSL, our Company and the Registrar to the Issue dated March 10, 2022
- (i) Tripartite agreement between the NSDL, our Company and the Registrar to the Issue dated March 15, 2022.

B. Material Documents

- 1) Certified true copies of the updated Memorandum and Articles of Association of our Company, as amended from time to time.
- 2) Certificates of Incorporation as amended from time to time.
- 3) Resolution of the Board of Directors dated April 04, 2022 in relation to the Issue.
- 4) Resolution of the Shareholders of our Company, passed at the Extra Ordinary General Meeting held with a shorter notice on April 06, 2022 in relation to the Issue.
- 5) Statutory Auditor's report for Restated Financials dated June 13, 2022 included in this Prospectus.
- 6) The Statement of Tax Benefits dated June 13, 2022 from our Statutory Auditors included in this Prospectus.
- 7) Consents of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, Banker(s) to the Company, Banker to the Issue, Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Underwriters and Market Maker to act in their respective capacities.
- 8) Due Diligence Certificate(s) dated June 18, 2022 to SEBI by the Lead Manager.
- 9) Approval from BSE vide letter dated June 07, 2022 to use the name of BSE in this Offer Document for listing of Equity Shares on the SME Platform of the BSE Limited.

DECLARATION

We, hereby declare that, all the relevant provisions of the Companies Act, 2013 (to the extent notified) and the Guidelines issued by the Government of India or the Regulations or Guidelines issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013 (to the extent notified), the Securities and Exchange Board of India Act, 1992, each as Amended or Rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all the disclosures and statements made in the Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

Dineshkumar Modi

Chairman and Managing Director

Date: June 18, 2022

Place: Mumbai

DECLARATION

We, hereby declare that, all the relevant provisions of the Companies Act, 2013 (to the extent notified) and the Guidelines issued by the Government of India or the Regulations or Guidelines issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013 (to the extent notified), the Securities and Exchange Board of India Act, 1992, each as Amended or Rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all the disclosures and statements made in the Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

Mahek Modi

Whole Time Director

Date: June 18, 2022

Place: Mumbai

DECLARATION

We, hereby declare that, all the relevant provisions of the Companies Act, 2013 (to the extent notified) and the Guidelines issued by the Government of India or the Regulations or Guidelines issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013 (to the extent notified), the Securities and Exchange Board of India Act, 1992, each as Amended or Rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all the disclosures and statements made in the Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

Rashmi Modi

Whole Time Director

Date: June 18, 2022

Place: Mumbai

DECLARATION

We, hereby declare that, all the relevant provisions of the Companies Act, 2013 (to the extent notified) and the Guidelines issued by the Government of India or the Regulations or Guidelines issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013 (to the extent notified), the Securities and Exchange Board of India Act, 1992, each as Amended or Rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all the disclosures and statements made in the Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

Payal Sheth

Non-Executive Director

Date: June 18, 2022

Place: Mumbai

DECLARATION

We, hereby declare that, all the relevant provisions of the Companies Act, 2013 (to the extent notified) and the Guidelines issued by the Government of India or the Regulations or Guidelines issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013 (to the extent notified), the Securities and Exchange Board of India Act, 1992, each as Amended or Rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all the disclosures and statements made in the Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

Vinit Mehta

Non-Executive Independent Director

Date: June 18, 2022

Place: Mumbai

DECLARATION

We, hereby declare that, all the relevant provisions of the Companies Act, 2013 (to the extent notified) and the Guidelines issued by the Government of India or the Regulations or Guidelines issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013 (to the extent notified), the Securities and Exchange Board of India Act, 1992, each as Amended or Rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all the disclosures and statements made in the Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

Hiren Rupani

Non-Executive Independent Director

Date: June 18, 2022

Place: Mumbai

DECLARATION

We, hereby declare that, all the relevant provisions of the Companies Act, 2013 (to the extent notified) and the Guidelines issued by the Government of India or the Regulations or Guidelines issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013 (to the extent notified), the Securities and Exchange Board of India Act, 1992, each as Amended or Rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all the disclosures and statements made in the Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER:

Sd/-

Mahek Modi
Chief Financial Officer

Date: June 18, 2022
Place: Mumbai

DECLARATION

We, hereby declare that, all the relevant provisions of the Companies Act, 2013 (to the extent notified) and the Guidelines issued by the Government of India or the Regulations or Guidelines issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013 (to the extent notified), the Securities and Exchange Board of India Act, 1992, each as Amended or Rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all the disclosures and statements made in the Prospectus are true and correct.

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER:

Sd/-

Nishi Modi

Company Secretary & Compliance Officer

Date: June 18, 2022

Place: Mumbai